

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

CID HoldCo, Inc.  
(Exact name of registrant as specified in its Charter)

Delaware

99-2578850

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification Number)

CID HoldCo, Inc. 2024 Equity Incentive Plan  
(Full title of the plan)

Edmund Nabrotzky  
Chief Executive Officer  
5661 S Cameron St., Suite 100  
Las Vegas, Nevada 89118  
(303) 332-4122

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Gerry Williams  
Penny J. Minna  
DLA Piper LLP (US)  
One Atlantic Center  
1201 West Peachtree Street, Suite 2900  
Atlanta, GA 30309  
(404) 736-7891

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by CID HoldCo, Inc. (the "*Company*" and the "*Registrant*") for the purpose of registering 2,927,332 shares of the Company's common stock, par value of \$0.001 per share (the "*Common Stock*"), that may become issuable under the Company's 2024 Equity Incentive Plan (the "*Plan*"). The additional shares of Common Stock have become reserved for issuance as a result of the operation of the evergreen provision of the Plan. Pursuant to such provision, on January 1 of each year, the number of shares authorized for issuance under the Plan may be increased by (i) a number equal to the lesser of ten percent (10%) of the issued and outstanding Common Stock as of the end of the Registrant's immediately preceding fiscal year; or (ii) such amount, if any, as the Board of Directors of the Company may determine.

These additional shares of Common Stock are securities of the same class as other securities for which a registration statement on Form S-8 (File No. 333-290047), was filed with the Securities and Exchange Commission (the "SEC") on September 4, 2025, (the "Prior Registration Statement"). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the new information set forth below.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission under the Securities and Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated by reference into this Registration Statement:

- The Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2025, filed with the SEC on March 11, 2026;
- The Company’s Current Reports on Form 8-K or Form 8-K/A, filed with the SEC on [January 20, 2026](#), [February 11, 2026](#) and [March 6, 2026](#);
- All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the document referred to in (1) above; and
- The description of the Registrant’s Common Stock which is contained in a registration statement on [Form 8-A](#) filed on June 20, 2025 (File No. 001-42711) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 8. Exhibits

Reference is made to the attached Exhibit Index, which is incorporated by reference herein.

## EXHIBIT INDEX

4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of CID HoldCo, Inc. (incorporated by reference to Exhibit 3.1 to CID HoldCo, Inc.'s Current Report on Form 8-K filed with the SEC on June 25, 2025).</u></a>
4.2	<a href="#"><u>Bylaws of CID HoldCo, Inc. (incorporated by reference to Exhibit 3.2 to CID HoldCo, Inc.'s Current Report on Form 8-K filed with the SEC on June 25, 2025).</u></a>
4.3	<a href="#"><u>CID HoldCo, Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to CID HoldCo, Inc.'s Registration Statement on Form S-8 (File No. 333-290047), filed with the SEC on September 4, 2025.)</u></a>
5.1*	<a href="#"><u>Opinion of DLA Piper (US).</u></a>
23.1*	<a href="#"><u>Consent of DLA Piper (US) (contained in Exhibit 5.1).</u></a>
23.2*	<a href="#"><u>Consent of Carr, Riggs &amp; Ingram, LLC</u></a>
23.3*	<a href="#"><u>Consent of Berkowitz Pollack Brant Advisors +CPAs</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page).</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized, on this March 11, 2026.

### CID HoldCo, Inc.

By: /s/ Edmund Nabrotzky

Name: Edmund Nabrotzky

Title: Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Edmund Nabrotzky, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this registration statement on Form S-8 has been signed below by the following persons on behalf of the Company in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Edmund Nabrotzky</u> Edmund Nabrotzky	Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2026
<u>/s/ Charles Maddox</u> Charles Maddox	Chief Financial Officer (Principal Financial and Principal Accounting Officer)	March 11, 2026
<u>/s/ Jeff Saling</u> Jeff Saling	Director	March 11, 2026
<u>/s/ David Carlson</u> David Carlson	Director	March 11, 2026
<u>/s/ Sheldon Paul</u> Sheldon Paul	Director	March 11, 2026
<u>/s/ Phyllis Newhouse</u> Phyllis Newhouse	Director	March 11, 2026
<u>/s/ Janice Bryant Howroyd</u> Janice Bryant Howroyd	Director	March 11, 2026
<u>/s/ Walter Skowronski</u> Walter Skowronski	Director	March 11, 2026



**DLA Piper LLP (US)**  
650 South Exeter Street  
Suite 1100  
Baltimore, Maryland 21202  
www.dlapiper.com

**T** 410.580.3000  
**F** 410.580.3001

March 11, 2026

CID HoldCo, Inc.  
5661 S Cameron St, Suite 100,  
Las Vegas, Nevada 89118

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We serve as counsel to CID HoldCo, Inc., a Delaware corporation (the "Company"), and have been requested to render this opinion in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") on the date hereof. On June 18, 2025 the Board of Directors of the Company (the "Board") approved the 2024 Equity Incentive Plan (the "Plan") for the issuance of up to 2,032,521 shares (the "Initial Shares") of common stock, par value \$0.001 per share, of the Company (the "Common Stock"), which was subsequently approved by the stockholders of the Company, effective as of June 18, 2025. The Company registered the Initial Shares for issuance under the Plan in a Registration Statement on Form S-8, File No. 333-291897, filed with the Commission on December 2, 2025. Pursuant to the Registration Statement, the Company is registering an additional 2,927,332 shares of Common Stock (the "Evergreen Shares") for issuance under the Plan in accordance with Section 4.1 thereof. This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with our representation of the Company, and as a basis for the opinion expressed herein, we have reviewed originals or copies, certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

- (a) Amended and Restated Certificate of Incorporation of CID HoldCo, Inc. (in the form attached to the Officer's Certificate (as defined below));
  - (b) the Bylaws of CID HoldCo, Inc. (the "Bylaws"), as amended to the date hereof and as in effect on the date hereof (in the form attached to the Officer's Certificate);
  - (c) resolutions adopted by the Board of Directors of the Company relating to the approval of the Plan and the Evergreen Shares, the authorization and approval of the preparation and filing of the Registration Statement, and the issuance of the Evergreen Shares (in the form attached to the Officer's Certificate);
  - (d) the Registration Statement;
  - (e) the Plan;
  - (f) a good standing certificate for the Company, dated as of the date hereof, issued by the Delaware Secretary of State; and
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- (g) a certificate executed by the Chief Financial Officer of the Company (the “Officer’s Certificate”), dated as of the date hereof, as to certain factual matters therein.

In rendering the opinion set forth below, we have assumed, without independent investigation, the following:

- (1) Each individual executing any of the Documents, whether on behalf of such individual or an entity, is legally competent to do so.
- (2) Each individual executing any of the Documents on behalf of a party is duly authorized to do so.
- (3) All Documents submitted to us as originals are authentic and complete. All Documents submitted to us as certified or photostatic copies are complete and conform to the original documents. All signatures on all Documents are genuine and valid (including, without limitation, signatures via DocuSign or other electronic technology, stamp, typewritten, conformed or other type of signature). All public records reviewed or relied upon by us or on our behalf are true and complete. All statements and information contained in the Documents are true and complete. There has been no oral or written modification or amendment to the Documents by action or omission of the parties or otherwise.
- (4) That the Company will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved Common Stock, solely for the purpose of enabling it to issue the Shares in accordance with the Plan, the number of Shares which are then issuable and deliverable upon the exercise of options or the settlement of awards under the Plan.

As to questions of fact and the consequences thereof relevant to the opinions expressed herein, we have, to the extent deemed appropriate, relied without independent investigation or verification upon, and assumed the accuracy and completeness of, representations of certain officers and employees of the Company.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware (the “DGCL”), and we express no opinion as to the laws of any other state or jurisdiction. With respect to our opinions based on the DGCL, our examination has been limited to a review of the DGCL as reported in an official version of the State of Delaware statutory code available at <https://delcode.delaware.gov>. Our review of the Delaware laws referred to in this paragraph has been limited to review of statutory code provisions and has not included commentary, regulations, or case law. The individual lawyers within our firm who have devoted significant attention to this matter on behalf of the Company are not members of the bar in Delaware and do not purport to be experts on the laws of the State of Delaware generally. With your permission such opinions are based solely upon such limited review.

Based on the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, with respect to the Evergreen Shares to be issued after the filing of the Registration Statement, it is our opinion that the Evergreen Shares to be issued under the Plan have been duly authorized, and upon the issuance and delivery of the Evergreen Shares in the manner contemplated by the Plan and the Registration Statement, and assuming the Company completes all actions and proceedings required on its part to be taken prior to the issuance and delivery of the Evergreen Shares pursuant to the terms of the Plan, including, without limitation, collection of any required payment for the Evergreen Shares, the Evergreen Shares will be validly issued, fully paid and non-assessable.

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In addition to the qualifications set forth above, the foregoing opinion is further qualified as follows:

- (a) The foregoing opinion is rendered as of the date hereof. We assume no obligation to update such opinion to reflect any facts or circumstances that may hereafter come to our attention or changes in the law which may hereafter occur.
- (b) We do not express any opinion herein with respect to the qualification of the Evergreen Shares under the securities or blue sky laws of any state or any foreign jurisdiction.
- (c) We have assumed that the issuance of the Evergreen Shares, together with any other shares of Common Stock then outstanding will not cause the Company to issue shares of Common Stock in excess of the number of such shares then authorized under its Amended and Restated Certificate of Incorporation. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized but unissued and otherwise unreserved stock a sufficient number of shares of Common Stock as were approved by the Company's stockholders for issuance under the Plan. We have also assumed that the Company will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved Common Stock, solely for the purpose of enabling it to issue the Evergreen Shares in accordance with the Plan, the number of Shares which are then issuable and deliverable upon the settlement of awards under the Plan. We have also assumed that the offer and sale of the Evergreen Shares complies and will comply in all respects with the terms, conditions and restrictions set forth in the Registration Statement and the Plan.
- (d) This opinion is limited to the matters set forth herein, and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement and the use of our name wherever it appears in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Commission promulgated thereunder or Item 509 of Regulation S-K.

Very truly yours,

**DLA PIPER LLP (US)**

/s/ DLA PIPER LLP (US)

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CONSENT OF REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of CID Holdco, Inc. (the "Company") of our report dated March 11, 2026, which included an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the consolidated financial statements of CID Holdco, Inc. as of December 31, 2025 and for the year then ended.

/s/ Carr, Riggs & Ingram L.L.C.

Palm Beach Gardens, FL  
March 11, 2026



### Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Form S-8 Registration Statement of CID Holdco, Inc. of our report dated June 25, 2025, which included an explanatory paragraph as to the entity's ability to continue as a going concern, with respect to the consolidated balance sheet of SEE ID, Inc. dba Dot Ai as of December 31, 2024, the related consolidated statements of operations, stockholders' deficit, and cash flows for the year ended December 31, 2024, and the related notes, before the effects of the retrospective adjustments and revisions described in Notes 2, 3, 4 and 11, which have been subjected to audit procedures by the successor auditor whose report appears in the year ended December 31, 2025 annual report on Form 10-K of CID Holdco, Inc.

*/s/ Berkowitz Pollack Brant Advisors + CPAs*

PCAOB ID Number: 52

Miami, Florida  
March 11, 2026

MIAMI | FT. LAUDERDALE | BOCA RATON | WEST PALM BEACH | NEW YORK CITY

## CALCULATION OF FILING FEE TABLES

S-8

CID Holdco, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.0001 per share	(1)	Other	2,927,332	\$ 0.2315	\$ 677,677.36	0.0001381	\$ 93.59
					Total Offering Amounts:	\$ 677,677.36		93.59
					Total Fee Offsets:			0.00
					Net Fee Due:			\$ 93.59

## Offering Note(s)

(1) (a) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover additional shares of common stock, par value \$0.0001 per share, of CID HoldCo, Inc. (the "Company"), which may become issuable by reason of any stock split, stock dividend, recapitalization or other similar transaction effected without consideration which results in an increase in the number of the Company's outstanding shares of common stock.

(b) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act. The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the high and low prices for the common stock as reported on The Nasdaq Global Market on March 9, 2026.

(c) Represents additional shares of common stock of the Company issuable under CID HoldCo, Inc. 2024 Equity Incentive Plan, as may be amended or restated from time to time (the "Plan"). Shares of common stock issuable under the Plan include awards of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards and other stock-based awards.