

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DOCGO INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

85-2515483

(I.R.S. Employer Identification No.)

DocGo Inc.

685 Third Avenue, 9th Floor

New York, New York 10017

(Address of Principal Executive Offices, Zip Code)

DocGo Inc. 2021 Stock Incentive Plan

(Full title of the plan)

Ely D. Tendler

General Counsel and Secretary

DocGo Inc.

685 Third Avenue, 9th Floor

New York, New York 10017

(844) 443-6246

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

With a copy to:

Gina Hancock

Gibson, Dunn & Crutcher LLP

2001 Ross Avenue, Suite 2100

Dallas, TX 75201

(214) 698-3100

Julia Lapitskaya

Gibson, Dunn & Crutcher LLP

200 Park Avenue

New York, NY 10166

(212) 351-4000

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 checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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 (this “Registration Statement”) is being filed by DocGo Inc. (the “Company”) for the purpose of registering an additional (i) 12,335,088 shares of common stock, par value \$0.0001 per share, of the Company (“Common Stock”) that became issuable under the DocGo Inc. 2021 Stock Incentive Plan (the “Plan”) pursuant to the provisions of the Plan providing for automatic increases in the number of shares reserved for issuance thereunder (the “Evergreen Shares”) and (ii) 784,944 shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan (the “Forfeited Shares”).

The Evergreen Shares and the Forfeited Shares are securities of the same class as other securities for which a Registration Statement on Form S-8 ([File No. 333-262108](#)) was filed by the Company with the Securities and Exchange Commission (the “Commission”) on January 11, 2022 (the “Prior Registration Statement”). The Forfeited Shares were previously registered under the Prior Registration Statement and do not represent an increase in the total number of shares of Common Stock that may be issued pursuant to the Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of the Common Stock issuable under the Plan, are incorporated herein by reference and made part of this Registration Statement, except as modified hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel

The validity of the issuance of the shares of Common Stock registered hereby is passed on for the Company by Ely D. Tendler, General Counsel and Secretary of the Company, who has received awards under the Plan. Mr. Tendler beneficially owns shares of Common Stock.

Item 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on November 12, 2021).
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Company’s Quarterly Report on Form 10-Q filed with the SEC on November 6, 2023).
5.1*	Opinion of Ely D. Tendler, General Counsel and Secretary of the Company.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Ely D. Tendler, General Counsel and Secretary of the Company (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page hereto).
99.1	DocGo Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.8 of Amendment No. 5 to the Company’s Registration Statement on Form S-4/A filed on October 7, 2021).
107.1*	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 28th day of February, 2025.

DOCGO INC.

By: /s/ Lee Bienstock
Name: Lee Bienstock
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lee Bienstock, Norman Rosenberg and Ely D. Tendler and each of them (with full power to each of them to act alone), the individual's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the 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 and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Lee Bienstock</u> Lee Bienstock	Chief Executive Officer and Director (principal executive officer)	February 28, 2025
<u>/s/ Norman Rosenberg</u> Norman Rosenberg	Chief Financial Officer (principal financial officer and principal accounting officer)	February 28, 2025
<u>/s/ Stephen K. Klasko</u> Stephen K. Klasko	Director and Chair of the Board	February 28, 2025
<u>/s/ Michael Burdick</u> Michael Burdick	Director	February 28, 2025
<u>/s/ Vina Leite</u> Vina Leite	Director	February 28, 2025
<u>/s/ Ira Smedra</u> Ira Smedra	Director	February 28, 2025
<u>/s/ Ely D. Tendler</u> Ely D. Tendler	Director	February 28, 2025

/s/ James M. Travers

James M. Travers

Director

February 28, 2025

Calculation of Filing Fee Tables

FORM S-8

(Form Type)

DocGo Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0001 per share	Rule 457(a) (2)	13,120,032 (3)	\$4.35 (2)	\$57,072,139.20	\$153.10 per \$1,000,000	\$8,737.74
Total Offering Amounts					\$57,072,139.20		\$8,737.74
Total Fee Offsets							—
Net Fee Due							\$8,737.74

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, par value \$0.0001 (the “Common Stock”), that may be issued pursuant to the Registrant’s 2021 Stock Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that increases the number of the outstanding shares of the Registrant’s Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on The Nasdaq Stock Market, on February 25, 2025.
- (3) Represents 13,120,032 additional shares of Common Stock to be registered and available for issuance under the Plan.

February 28, 2025

DocGo Inc.
685 Third Avenue, 9th Floor
New York, NY 10017

Re: DocGo Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I am General Counsel and Secretary of DocGo Inc., a Delaware corporation (the "Company"), and, in such capacity, have acted as counsel to the Company in connection with the Company's filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), covering the offering by the Company of up to 13,120,032 shares of the Company's common stock, par value \$0.0001 per share ("Common Stock"), issuable to eligible individuals under the DocGo Inc. 2021 Stock Incentive Plan (the "Plan").

In arriving at the opinions expressed below, I have examined the Registration Statement and originals, or copies certified or otherwise identified to my satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as I have deemed necessary or advisable to enable me to render these opinions. In my examination, I have assumed, without independent investigation, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as copies. As to any facts material to these opinions, I have relied to the extent I deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that I have examined, I am of the opinion that the shares of Common Stock issuable under the Plan, when issued and sold in accordance with the terms of the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

I render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). I am not admitted to practice in the State of Delaware; however, I am generally familiar with the DGCL as currently in effect and have made such inquiries as I consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. I assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

I consent to the filing of this opinion as an exhibit to the Registration Statement, and I further consent to the use of my name in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ely D. Tandler

Ely D. Tandler
General Counsel and Secretary

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 27, 2025, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of DocGo Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ Urish Popeck & Co., LLC

Pittsburgh, Pennsylvania
February 28, 2025