

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

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



Opera Limited

(Exact name of Registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of incorporation or organization)

Not applicable

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

Vitaminveien 4, 0485 Oslo, Norway
(Address of principal executive offices and Zip Code)

Second Amended and Restated Share Incentive Plan
(Full title of the plan)

Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
(212) 947-7200

(Name, address and telephone number of agent for service)

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
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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 is filed by Opera Limited (the “Registrant”) to register 3,000,000 additional ordinary shares issuable pursuant to the Second Amended and Restated Share Incentive Plan and consists of only those items required by General Instruction E to Form S-8. On December 10, 2025, the Registrant’s board of directors adopted the Second Amended and Restated Share Incentive Plan, pursuant to which the Registrant is increasing the number of shares authorized under the plan by: (a) the addition of two (2) million American Depositary Shares representing Shares (“ADSs”), from 10,000,000 ADSs to 12,000,000 ADSs; and (b) with an annual increase of an additional one (1) million ADSs on each January 1, starting on January 1, 2026, or such lesser number of ADSs as may be set by the Registrant’s board of directors prior to the first day of any calendar year.

In accordance with General Instruction E to Form S-8, the contents of the registration statements on [Form S-8](#) (File No. 333-229285), as filed with the Securities and Exchange Commission (the “Commission”) on January 18, 2019, are incorporated herein by reference, except as otherwise set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated by reference herein:

- (a) The Registrant’s annual report on [Form 20-F](#) (File No. 001-38588) for the year ended December 31, 2024, filed with the Commission on April 10, 2025;
- (b) Not applicable; and
- (c) The description of the Registrant’s Ordinary Shares contained in its registration statement on [Form 8-A](#) (File No. 001-38588) filed with the Commission on July 13, 2018, including any amendment and report filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

Item 8. Exhibits

Exhibit Number	Description of Document
4.1	<u>Second Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 from Registrant's registration statement on Amendment No. 1 to Form F-1 (File No. 333-226017) filed with the Commission on July 13, 2018)</u>
4.1	<u>Registrant's Specimen Certificate for Ordinary Shares (incorporated by reference to Exhibit 4.2 to the Registrant's registration statement on Form F-1, as amended (File No. 333-226017) filed with the Commission)</u>
4.2	<u>Form of Deposit Agreement among the Registrant, The Bank of New York Mellon and owners and holders from time to time of the American Depositary shares issued thereunder (incorporated by reference to Exhibit 4.3 to the Registrant's registration statement on Form F-1, as amended (File No. 333-226017) filed with the Commission)</u>
4.3	<u>Form of Registrant's Specimen American Depositary Receipt (incorporated by reference from the Registrant's Form 424B3 (File No. 333-226171) filed publicly with the Commission on December 4, 2024)</u>
5.1*	<u>Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of Ordinary Shares being registered</u>
10.1	<u>Second Amended and Restated Share Incentive Plan (incorporated by reference to Exhibit 10.1 to the Form S-8 POS (File No. 333-229285) filed with the Commission on December 11, 2025)</u>
23.1*	<u>Consent of KPMG AS, Independent Registered Public Accounting Firm</u>
23.2*	<u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on signature page hereto)</u>
107	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 Republic of Singapore, on the 9th day of January, 2026.

Opera Limited

Date: January 9, 2026

By: /s/ Lin Song
Name: Lin Song
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Lin Song and Frode Jacobsen as his true and lawful attorney-in-fact with full power of substitution and re-substitution, for and in such person's 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 Securities and Exchange Commission, granting unto such attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorney-in-fact may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James Yahui Zhou</u> Name: James Yahui Zhou	Executive Chairman of the Board	January 9, 2026
<u>/s/ Frode Jacobsen</u> Name: Frode Jacobsen	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	January 9, 2026
<u>/s/ Lin Song</u> Name: Lin Song	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>	January 9, 2026
<u>/s/ Xiaoling Qian</u> Name: Xiaoling Qian	Director	January 9, 2026
<u>/s/ Tian Jin</u> Name: Tian Jin	Director	January 9, 2026
<u>/s/ Lori Wheeler Næss</u> Name: Lori Wheeler Næss	Independent Director	January 9, 2026
<u>/s/ Trond Riiber Knudsen</u> Name: Trond Riiber Knudsen	Independent Director	January 9, 2026
<u>/s/ James Liu</u> Name: James Liu	Independent Director	January 9, 2026

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Opera Limited, has signed this Registration Statement or amendment thereto in New York, on January 9, 2026.

Authorized U.S. Representative
Cogency Global Inc.

Date: January 9, 2026

By: /s/ Colleen A. De Vries
Name: Colleen A. De Vries
Title: Senior Vice President on behalf of Cogency Global Inc.

Opera Limited

PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

9 January 2026

Dear Sirs and/or Madams

Opera Limited

We have acted as Cayman Islands legal counsel to Opera Limited (the "**Company**") in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "**Commission**") on or around 9 January 2026 (the "**Registration Statement**"), which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of 3,000,000 ordinary shares, par value US\$0.0002 per share (the "**Shares**"), issuable by the Company pursuant to the Second Amended and Restated Share Incentive Plan (the "**Plan**") adopted on 10 December 2025.

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the second amended and restated memorandum and articles of association of the Company as adopted by a special resolution passed on 13 July 2018 and effective immediately upon the completion of the Company's initial public offering of the American depository shares representing the Shares (the "**Memorandum and Articles**"), and the written board resolutions of the Company passed on 9 January 2026 (together, the "**Resolutions**").

Based upon, and subject to, the assumptions and qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorised.
2. When issued, sold and paid for in accordance with the terms of the Plan and in accordance with the Resolutions, and when appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be validly issued, fully paid and non assessable.

In this opinion letter, the phrase "non-assessable" means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Act (As Revised) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as prima facie evidence of any matters which the Companies Act (As Revised) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the Resolutions were duly passed in the manner prescribed in the Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect, (f) there is nothing under any law (other than the laws of the Cayman Islands) which

would or might affect the opinions set out above, (g) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out above, and (h) upon the issue of any Shares, the Company will receive consideration which shall be equal to at least the par value of such Shares.

This opinion letter is to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

Maples and Calder (Hong Kong) LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated April 10, 2025, with respect to the consolidated financial statements of Opera Limited, and the effectiveness of internal control over financial reporting, incorporated by reference herein.

/s/ KPMG AS

Oslo, Norway
January 9, 2026

Calculation of Filing Fee Table

Form S-8
(Form Type)

Opera Limited
(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 ⁽²⁾	Proposed Maximum Offering Price Per Unit ⁽⁴⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary shares, par value \$0.0002 per share	457(c) and 457(h)	3,000,000 ⁽³⁾	\$14.53	\$43,590,000	0.0001381	\$6,019.78
Total Offering Amounts:					\$43,590,000		\$6,019.78
Total Fee Offsets:							—
Net Fee Due:							\$6,019.78

- (1) The securities to be registered hereby may be represented by American depositary shares (“ADSs”) of Opera Limited (the “Registrant”). Each ADS represents one ordinary shares, par value of US\$0.0002 per share, of the Registrant (the “Ordinary Shares”). The Registrant’s ADSs issuable upon deposit of the securities registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-226171).
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (this “Registration Statement”) also covers an indeterminate number of additional securities which may be offered and issued under the Registrant’s Second Amended and Restated Share Incentive Plan (the “Share Incentive Plan”) to prevent dilution from stock splits, stock dividends or similar transactions as provided in the Share Incentive Plan.
- (3) The amount to be registered represents the Ordinary Shares issuable upon exercise of outstanding options or restricted share units granted under the Share Incentive Plan.
- (4) The proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices for the Registrant’s ADSs as quoted on the Nasdaq Global Select Market on January 5, 2026, which is within five business days prior to the date of this Registration Statement.

