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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Rocket Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

04-3475813
(I.R.S. Employer Identification No.)

Rocket Pharmaceuticals, Inc.
9 Cedarbrook Drive
Cranbury, NJ 08512
(Address of principal executive offices, including zip code)
(609) 659-8001
(Registrant's telephone number, including area code)

Second Amended and Restated Rocket Pharmaceuticals, Inc. 2014 Stock Option and Incentive Plan
Inducement Non-Qualified Stock Option Award Agreement
(Full title of the plan)

Gaurav Shah, MD
President and Chief Executive Officer
Rocket Pharmaceuticals, Inc.
9 Cedarbrook Drive
Cranbury, NJ 08512
(Name and address, including zip code, of agent for service)
(609) 659-8001
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Whitney John Smith
Sean M. Jones
K&L Gates LLP
599 Lexington Avenue
New York, NY 10022
(212) 536-3930

Martin Wilson
General Counsel & Chief Corporate Officer
Rocket Pharmaceuticals, Inc.
9 Cedarbrook Drive
Cranbury, NJ 08512
(609) 659-8001

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

☐ Accelerated filer

☐

Non-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 on Form S-8 registers 6,613,778 shares of Common Stock under the Second Amended and Restated Rocket Pharmaceuticals, Inc. 2014 Stock Option and Incentive Plan (the “Plan”), comprised of (i) 4,332,791 shares of Common Stock as a result of the Evergreen Increase (as defined below) (the “Evergreen Shares”) and (ii) 2,280,987 shares of Common Stock as a result of the Recycling Increase (as defined below) (the “Recycled Shares”).

The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1 by an amount equal to four percent (4%) of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 (the “Evergreen Increase”). Accordingly, on January 1, 2026, the number of shares of Common Stock reserved and available for issuance under the Plan increased by the 4,332,791 Evergreen Shares.

The Plan also provides that shares of Common Stock underlying any awards that were satisfied without the issuance of shares of Common Stock or otherwise terminated (other than by exercise) will be added back to the number of shares of common stock available for issuance under the Plan (the “Recycling Increase”). The 2,280,987 Recycled Shares represent shares of common stock that were added back and became available for issuance under the Plan during the years ended December 31, 2022, December 31, 2023, December 31, 2024 and December 31, 2025 as a result of the Recycling Increase.

This Registration Statement on Form S-8 also registers 383,854 shares of Common Stock issuable upon the exercise of stock options granted to the Company’s Chief Medical Officer, Syed Rizvi, on October 6, 2025, outside of the Plan as an inducement equity award in accordance with Nasdaq Listing Rule 5635(c)(4) (such shares together with the Evergreen Shares and the Recycled Shares, the “Shares”).

The Shares are of the same class as other securities for which the Registrant’s registration statements filed on Form S-8 filed with the Securities and Exchange Commission on March 3, 2025 ([File No. 333-285520](#)), December 20, 2022 ([File No. 333-268908](#)), March 6, 2020 ([File No. 333-236946](#)), March 7, 2018 ([File No. 333-223488](#)), March 23, 2017 ([File No. 333-216892](#)), June 29, 2016 ([File No. 333-212308](#)) and May 28, 2015 ([File No. 333-204501](#)), are effective. The information contained in the Registrant’s registration statements on Form S-8 (File Nos. [333-285520](#), [333-268908](#), [333-236946](#), [333- 223488](#), [333-216892](#), [333-212308](#) and [333-204501](#)) is hereby incorporated by reference pursuant to General Instruction E.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by this Item 1 is omitted from this registration statement in accordance with Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”), and the Note to Part I of Form S-8.

Item 2. Registrant Information and Employee Plan Annual Information.

The information required by this Item 2 is omitted from this registration statement in accordance with Rule 428(b)(1) of the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by Rocket Pharmaceuticals, Inc. (the “Registrant”) with the Commission and are incorporated herein by reference:

- our Annual Report on [Form 10-K](#) for the year ended December 31, 2025 filed with the SEC on February 26, 2026;
- our Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2026 filed with the SEC on May 7, 2026;
- our Current Reports on Form 8-K filed with the SEC on [March 10, 2026](#), [April 28, 2026](#) (other than the information included under Item 7.01 and in Exhibit 99.1 therein), [May 21, 2026](#), [June 12, 2026](#) (other than the information included under Item 7.01 and in Exhibit 99.1 therein), and [June 30, 2026](#); and
- the description of the Company’s common stock contained in its registration statement on Form 8-A, which was filed with the SEC on [February 2, 2015](#), and amended on [January 11, 2018](#), including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof, and 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 part hereof from the date of filing of such reports and documents. The Registrant is not incorporating by reference any reports or documents or portions thereof that are not considered to be “filed” with the Commission.

Any statement contained herein or in a document incorporated or deemed to be incorporated herein by reference 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 herein by reference modifies or supersedes such earlier 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the “DGCL”) authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys’ fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

We have adopted provisions in our amended and restated certificate of incorporation and amended and restated by-laws that limit or eliminate the personal liability of our directors to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended. Consequently, a director will not be personally liable to us or our stockholders for monetary damages or breach of fiduciary duty as a director, except for liability for:

- any breach of the director's duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any unlawful payments related to dividends or unlawful stock purchases, redemptions or other distributions; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, our amended and restated by-laws provide that:

- we will indemnify our directors, officers and, in the discretion of our board of directors, certain employees to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended; and
- we will advance reasonable expenses, including attorneys' fees, to our directors and, in the discretion of our board of directors, to our officers and certain employees, in connection with legal proceedings relating to their service for or on behalf of us, subject to limited exceptions.

We have entered into indemnification agreements with each of our directors and with certain of our executive officers. These agreements provide that we will indemnify each of our directors, certain of our executive officers and, at times, their affiliates to the fullest extent permitted by Delaware law. We will advance expenses, including attorneys' fees (but excluding judgments, fines and settlement amounts), to each indemnified director, executive officer or affiliate in connection with any proceeding in which indemnification is available and we will indemnify our directors and officers for any action or proceeding arising out of that person's services as a director or officer brought on behalf of the Company and/or in furtherance of our rights. Additionally, each of our directors may have certain rights to indemnification, advancement of expenses and/or insurance provided by their affiliates, which indemnification relates to and might apply to the same proceedings arising out of such director's services as a director referenced herein. Nonetheless, we have agreed in the indemnification agreements that the Company's obligations to those same directors are primary and any obligation of the affiliates of those directors to advance expenses or to provide indemnification for the expenses or liabilities incurred by those directors are secondary.

We also maintain general liability insurance which covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act of 1933, as amended.

Item 7.Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.**Exhibit****No. Description**

<u>5.1*</u>	Opinion of K&L Gates LLP.
<u>23.1*</u>	Consent of K&L Gates LLP (included in Exhibit 5.1).
<u>23.2*</u>	Consent of EisnerAmper LLP, independent registered public accounting firm.
<u>24.1*</u>	Power of Attorney (included on signature page).
<u>99.1</u>	Second Amended and Restated 2014 Stock Option and Incentive Plan (Incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-36829) filed with the Securities and Exchange Commission on April 20, 2018).
<u>99.2</u>	Form of Incentive Stock Option Agreement (Employees) (Incorporated by reference to Exhibit 10.2# to the Registrant's Quarterly Report on Form 10-Q (File No. 001-36829) filed with the Securities and Exchange Commission on August 14, 2018).
<u>99.3</u>	Form of Non-Qualified Stock Option Agreement (Employees) (Incorporated by reference to Exhibit 10.3# to the Registrant's Quarterly Report on Form 10-Q (File No. 001-36829) filed with the Securities and Exchange Commission on August 14, 2018).
<u>99.4</u>	Form of Non-Qualified Stock Option Agreement (Non-Employee Directors) (Incorporated by reference to Exhibit 10.4# to the Registrant's Quarterly Report on Form 10-Q (File No. 001-36829) filed with the Securities and Exchange Commission on August 14, 2018).
<u>99.5</u>	Form of Non-Qualified Stock Option Agreement (Consultants) (Incorporated by reference to Exhibit 10.5# to the Registrant's Quarterly Report on Form 10-Q (File No. 001-36829) filed with the Securities and Exchange Commission on August 14, 2018).
<u>99.6</u>	Form of Restricted Stock Unit Award Agreement (Incorporated by reference to Exhibit 10.6.1# to the Registrant's Annual Report on Form 10-K (File No. 001-36829) filed with the Securities and Exchange Commission on March 6, 2020).
<u>107*</u>	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 City of Cranbury, State of New Jersey, on July 14, 2026.

ROCKET PHARMACEUTICALS, INC

/s/ Gaurav Shah, MD

Gaurav Shah, MD

Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Gaurav Shah, MD and Martin Wilson, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8), 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 connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

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

Name	Title	Date
<u>/s/ Gaurav Shah, MD</u> Gaurav Shah, MD	Chief Executive Officer and Director (Principal Executive Officer)	July 14, 2026
<u>/s/ Martin Wilson</u> Martin Wilson	General Counsel and Chief Corporate Officer (Principal Financial Officer)	July 14, 2026
<u>/s/ Joseph Manhede</u> Joseph Manhede	AVP, Corporate Controller (Principal Accounting Officer)	July 14, 2026
<u>/s/ Carsten Boess</u> Carsten Boess	Director	July 14, 2026
<u>/s/ Mikael Dolsten</u> Mikael Dolsten	Director	July 14, 2026
<u>/s/ Peter Fong</u> Peter Fong	Director	July 14, 2026
<u>/s/ Fady Malik</u> Fady Malik	Director	July 14, 2026
<u>/s/ David P. Southwell</u> David P. Southwell	Director	July 14, 2026
<u>/s/ Roderick Wong, MD</u> Roderick Wong, MD	Director	July 14, 2026

July 14, 2026

Rocket Pharmaceuticals, Inc.
9 Cedarbrook Drive
Cranbury, NJ 08512

Ladies and Gentlemen:

We have acted as special counsel to Rocket Pharmaceuticals, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 filed by the Company on the date hereof (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”), and the rules and regulations promulgated thereunder, for the registration of an aggregate of 6,997,632 shares (collectively, the “Shares” and each, a “Share”) of Common Stock, par value \$0.01 per share, of the Company (“Common Stock”), issuable pursuant to (a) the Second Amended and Restated Rocket Pharmaceuticals, Inc. 2014 Stock Option and Incentive Plan (the “Plan”), which includes (i) 4,332,791 shares of Common Stock resulting from the Annual Increase (as defined in the Plan) effective January 1, 2026 and (ii) 2,280,987 shares of Common Stock underlying Awards (as defined the Plan) that were satisfied without the issuance of Stock (as defined in the Plan) or otherwise terminated (other than by exercise), in each case, pursuant to Section 3(a) of the Plan, and (b) 383,854 shares of Common Stock underlying the Non-Qualified Stock Option Agreement For Employees Under Rocket Pharmaceuticals, Inc. Amended and Restated 2014 Stock Option and Incentive Plan in favor of Syed Rizvi having a grant date of October 6, 2025 (the “Rizvi Option Agreement”). This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

For purposes of rendering our opinion below, we have reviewed: (i) the Registration Statement; (ii) the Seventh Amended and Restated Certificate of Incorporation of the Company as filed with the Secretary of State of the State of Delaware (the “Secretary of State”) on February 23, 2015, as amended by the Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation of the Company as filed with the Secretary of State on January 4, 2018, the Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation of the Company as also filed with the Secretary of State on January 4, 2018, the Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation of the Company as filed with the Secretary of State on June 25, 2018, the Certificate of Change of Registered Agent and/or Registered Office of the Company as filed with the Secretary of State on August 25, 2022, and the Certificate of Amendment of Seventh Amended and Restated Certificate of Incorporation of the Company as filed with the Secretary of State on June 20, 2024 (as so amended, the “Certificate of Incorporation”); (iii) the Amended and Restated Bylaws of the Company adopted effective as of March 29, 2018; (iv) resolutions adopted by the Board of Directors of the Company (the “Board of Directors”) on March 29, 2018 relating to the Plan; (v) the minutes of the annual meeting of stockholders of the Company held on June 25, 2018 at which the stockholders of the Company approved the Plan; (vi) the Unanimous Written Consent in Lieu of a Meeting of the Compensation Committee of the Board of Directors effective as of October 6, 2025 relating to the Rizvi Option Agreement; (vii) the Compensation Committee Charter adopted November 18, 2014; (viii) the Plan; (ix) the Rizvi Option Agreement; and (x) a certificate of an officer of the Company with respect to the documents described in the foregoing clauses (i) through (ix) and certain other factual matters.

For purposes of rendering our opinion below, we have not reviewed any document other than the documents listed in clauses (i) through (x) above (collectively, the “Reviewed Documents” and each, a “Reviewed Document”) and assume there exists no provision in any document relating to the matters covered by our opinion below that we have not reviewed that is inconsistent with the Reviewed Documents or our opinion below. We have conducted no independent factual investigation of our own but rather have relied on the Reviewed Documents, the statements and information set forth therein, and the additional matters recited or assumed herein, all of which we assume to be true, complete, and accurate in all respects.

For purposes of this opinion letter, we have made assumptions that are customary in opinion letters of this kind, including the assumptions that: (a) each of the Reviewed Documents is accurate and complete; (b) each of the Reviewed Documents that is an original is authentic; (c) each of the Reviewed Documents that is a copy conforms to an authentic original; (d) each signature on each of the Reviewed Documents is genuine and, as applicable, constitutes an “electronic signature” (within the meaning of Section 116(a)(2) of the General Corporation Law of the State of Delaware (the “DGCL”)); and (e) there are no documents other than those referenced in this opinion letter that could affect the opinion expressed in this opinion letter and no amendments, modifications, or waivers of the Reviewed Documents. We have further assumed: (i) the legal capacity of natural persons, (ii) that each party to the Reviewed Documents (A) is duly organized, validly existing, and in good standing under the laws of its organization, (B) has the legal capacity, power, and authority to execute, deliver, and perform its obligations under the Reviewed Documents to which it is a party, (C) has taken all action necessary to duly authorize the execution and delivery of, and the performance of such party’s obligations under, the Reviewed Documents, and (D) has duly executed and delivered the Reviewed Documents; (iii) that each of the Reviewed Documents constitute the legal, valid, and binding obligation of each party thereto, enforceable against each such party in accordance with their terms; (iv) that any amendment and/or restatement of any of the Reviewed Documents was accomplished in accordance with, and was permitted by the relevant provisions of, such Reviewed Document and applicable law; (v) that the issuance of the Shares or any rights or options to acquire Shares will not increase the proportionate share of, or securities convertible into, Common Stock held by an “interested stockholder” (within the meaning of Section 203(c) of the DGCL); and (vi) that the Company is and shall remain at all times a corporation duly incorporated, validly existing, and in good standing under the laws of the State of Delaware. We have not verified any of the foregoing assumptions.

In rendering our opinion below, we also have assumed that: (a) the Company (i) will have sufficient authorized, unissued, and unreserved shares of Common Stock at the time of each issuance of a Share or any right or option to acquire a Share, in each case, under the Plan and (ii) had sufficient authorized, unissued, and unreserved shares of Common Stock at the time of the issuance of the right or option to acquire the shares of Common Stock underlying the Rizvi Option Agreement; (b) either (i) upon the issuance of a Share, such Share will be evidenced by a certificate that has been duly executed and delivered or (ii) the Board of Directors will have adopted a resolution providing that all shares of Common Stock shall be uncertificated in accordance with Section 158 of the DGCL prior to the issuance of such Share and, within a reasonable time after the issuance or transfer of such uncertificated Share, the registered owner of such Share will be given notice in writing or by electronic transmission in compliance with Section 151(f) of the DGCL; (c) the issuance of each Share will be duly recorded in the Company’s stock ledger upon its issuance; (d) the Plan and each Award Certificate (as defined in the Plan, approved in accordance with the Plan, and hereinafter referred to as an “Award Agreement”) constitutes or will constitute, as applicable, the valid and binding agreement of the Company, enforceable against the Company in accordance with its terms; (e) the Rizvi Option Agreement constitutes the valid and binding agreement of the Company, enforceable against the Company in accordance with its terms; (f) the Company will receive consideration for each Share as set forth in the (i) Authorizing Resolutions (as defined below), which consideration shall be at least equal to the par value of such share of Common Stock (unless such Share is held in treasury, in which case, the consideration shall be the amount as set forth in the Authorizing Resolutions), and in the amount required by the Plan and the Award Agreement, and (ii) the Rizvi Option Agreement, which consideration shall be at least equal to the par value of such share of Common Stock (unless such Share is held in treasury, in which case, the consideration shall be the amount as set forth in the Rizvi Option Agreement) and in the amount required by the Plan; (g) with respect to any Shares issuable upon the exercise of any right or option to acquire Shares under (i) the Plan, the Company shall have received the minimum consideration for which such rights or options may be issued pursuant to the Authorizing Resolutions and the Plan, and (ii) the Rizvi Option Agreement, the Company received the minimum consideration for which such rights or options may be issued pursuant to the Rizvi Option Agreement; and (h) prior to the issuance of any Shares or any right or option to acquire any Shares, in each case, under the Plan, the Board of Directors, or a duly authorized committee or subcommittee thereof, will duly authorize by resolution each Award (as defined in the Plan) granted under the Plan with respect to which Shares are issued or issuable pursuant to an Award Agreement and in accordance with the DGCL and the Plan (the “Authorizing Resolutions”). We have not verified any of the foregoing assumptions.

Our opinion set forth below is limited to the DGCL and reported judicial decisions interpreting the DGCL. We express no opinion as to the laws, rules, or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws. Our opinion set forth below is provided as of the date hereof, and we undertake no obligation to advise you of any change in any matter set forth herein.

Based upon and subject to the foregoing and assuming that the Registration Statement is effective at the time of issuance of the Shares, it is our opinion that when and if issued pursuant to (a) the terms of the Plan and in accordance with the Authorizing Resolutions and the applicable Award Agreement or (b) the terms of the Rizvi Option Agreement, as applicable, the Shares will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion letter with the SEC as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement within the meaning of the term “expert” as used in Section 11 of the Securities Act or the rules and regulations promulgated thereunder by the SEC, nor do we admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Yours truly,

/s/ K&L Gates LLP

K&L Gates LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Rocket Pharmaceuticals, Inc. on Form S-8 to be filed on or about July 13, 2026 of our report dated February 26, 2026, on our audits of the financial statements as of December 31, 2025 and 2024 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed February 26, 2026.

/s/ EisnerAmper LLP

EISNERAMPER LLP

Iselin, New Jersey

July 13, 2026

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

ROCKET PHARMACEUTICALS, INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, par value \$0.01 per share	457(c) and 457(h)	6,997,632 ⁽¹⁾	\$3.6775 ⁽²⁾	\$25,733,791.68	0.0001381	\$3,553.84
Total Offering Amounts						\$25,733,791.68		\$3,553.84
Total Fee Offsets								—
Net Fee Due								\$3,553.84

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of common stock which become issuable under the Rocket Pharmaceuticals, Inc. Second Amended and Restated 2014 Stock Option and Incentive Plan (the “Plan”) or the inducement non-qualified stock option award granted by the Company to Syed Rizvi on October 6, 2025, by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of common stock.

(2) The price of \$3.6775 is 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 Registrant’s common stock, as quoted on the Nasdaq Global Market, on July 13, 2026.