As filed with the Securities and Exchange Commission on August 18, 2026

Registration No. 333-

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

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

UNIVERSAL HEALTH SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**23-2077891** **(I.R.S. Employer Identification No.)**
Universal Corporate Center **367 South Gulph Road** **King of Prussia, Pennsylvania** **(Address of Principal Executive Offices)**	**19406** **(Zip Code)**

Talkspace, Inc. 2021 Incentive Award Plan
(Full title of the plan)

MARC D. MILLER
President and Chief Executive Officer
UNIVERSAL HEALTH SERVICES, INC.
Universal Corporate Center
367 South Gulph Road
King of Prussia, Pennsylvania 19406
(Name and address of agent for service)

(610) 768-3300
(Telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

WARREN J. NIMETZ, ESQ.
Norton Rose Fulbright US LLP
1301 Avenue of the Americas
New York, New York 10019
(212) 318-3000

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	☐ (Do not check if a smaller reporting company)	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. ☐

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

EXPLANATORY NOTE

On March 9, 2026, Universal Health Services, Inc. (the "Company" or the "Registrant"), UHS Merger Sub, Inc., a direct wholly owned subsidiary of the Company, and Talkspace, Inc. ("Talkspace") entered into an Agreement and Plan of Merger (the "Merger Agreement"). On August 17, 2026, the Company completed the transactions contemplated by the Merger Agreement (the "Effective Time").

This Registration Statement on Form S-8 (this "Registration Statement") is being filed by the Company to register 156,202 shares of Class B Common Stock, par value $0.01 per share, of the Company ("UHS Class B Common Stock"), which may be issuable upon the vesting or settlement of certain stock option and restricted stock unit awards granted under the Talkspace, Inc. 2021 Incentive Award Plan, as amended (the "Talkspace Plan"), which were assumed by the Company and converted into equity awards pursuant to the Merger Agreement (the "Assumed Awards").

The Assumed Awards are subject to the same terms and conditions as applied to the corresponding awards under the Talkspace Plan and award agreements, including any applicable vesting schedules and termination protections that apply following the Effective Time, except that (i) the Assumed Awards relate to shares of UHS Class B Common Stock, and (ii) the number of shares of UHS Class B Common Stock subject to the Assumed Awards and, with respect to assumed options, the adjusted exercise price of such options were the result of adjustments based upon an equity award exchange ratio pursuant to the Merger Agreement and upon applicable provisions of the U.S. federal income tax code.

Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of UHS Class B Common Stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of outstanding shares of UHS Class B Common Stock.

PART I
INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing information specified in Part I will be delivered in accordance with Form S-8 and Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "SEC"), either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Company with the SEC are incorporated by reference in this Registration Statement:

(i) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the SEC on February 25, 2026 (SEC File No. 001-10765);

(ii) The Company's Quarterly Reports on Form 10-Q for the period ended March 31, 2026, filed with the SEC on May 7, 2026 and for the period ended June 30, 2026 filed with the SEC on August 7, 2026 (SEC File No. 001-10765);

(iii) The Company's Current Reports on Form 8-K filed with the SEC on February 26, 2026 (Item 8.01 only), March 9, 2026, March 30, 2026, April 24, 2026, May 21, 2026, May 22, 2026, July 21, 2026 and August 13, 2026 (SEC File No. 001-10765); and

(iv) The description of the Company's Class B Common Stock contained in Exhibit 4.5 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC on February 20, 2020 (SEC File No. 001-10765), and as amended by any subsequent amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information, unless otherwise indicated therein), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that 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 this Registration Statement 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 subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such 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.

The Company retains Norton Rose Fulbright US LLP as outside counsel, and Norton Rose Fulbright US LLP assisted in the preparation of this Registration Statement. Warren J. Nimetz, a director of the Company who owns less than one percent of the Company's outstanding capital stock, is Of Counsel to Norton Rose Fulbright US LLP.

Item 6. Indemnification of Officers and Directors.

Section 145(a) of the General Corporation Law of the State of Delaware (the "DGCL") grants each corporation organized thereunder the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 145(b) of the DGCL grants each corporation organized thereunder the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made pursuant to Section 145(b) of the DGCL in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court may deem proper.

Section 145(c) of the DGCL provides that to the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 145(a) and (b) of the DGCL, as described in the preceding paragraphs, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 145(g) of the DGCL provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against the person in any such capacity, or arising out of the person's status as such, regardless of whether the corporation would have the power to indemnify the person against such liability under the provisions of the DGCL.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director or officer to the corporation or its stockholders of monetary damages for breach of fiduciary duty as a director or officer, provided that such provision shall not eliminate or limit the liability of (i) a director or officer for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders; (ii) a director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) a director under § 174 of this title; (iv) a director or officer for any transaction from which the director or officer derived an improper personal benefit; or (v) An officer in any action by or in the right of the corporation.

Section 174 of the DGCL provides, among other things, that a director who willfully or negligently approves of an unlawful payment of dividends or an unlawful stock repurchase or redemption may be held liable for such actions. A director who was either absent when the unlawful actions were approved or dissented at the time may avoid liability by causing his or her dissent to such actions to be entered in the books containing minutes of the meetings of the board of directors at the time such action occurred or immediately after such absent director receives notice of the unlawful acts.

The certificate of incorporation of the Company provides for indemnification of officers and directors to the fullest extent permitted by Delaware law.

The bylaws of Company provides that, to the full extent permitted by the laws of the State of Delaware, the Company shall indemnify any person made or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the corporation.

The Company has obtained an insurance policy that covers its officers and directors with respect to certain liabilities, including liabilities arising under the Securities Act or otherwise.

Item 7. Exemption from Registration Claimed.

Note applicable.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Universal Health Services, Inc. Restated Certificate of Incorporation, and Amendments thereto (incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997).
4.2	Amendment to the Restated Certificate of Incorporation of Universal Health Services, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 3, 2001).
4.3	Amended and Restated Bylaws of Universal Health Services, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 22, 2022).
4.4	Talkspace, Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 99.1 to Talkspace's Registration Statement on Form S-8 filed on August 30, 2021).
5.1*	Opinion of Norton Rose Fulbright US LLP.
23.1*	Consent of PricewaterhouseCoopers LLP.
23.2*	Consent of Norton Rose Fulbright US LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included in the signature page).
107*	Filing Fee Table

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective Registration Statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 this Registration Statement 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 King of Prussia, Commonwealth of Pennsylvania, on this 18th day of August, 2026.

UNIVERSAL HEALTH SERVICES, INC.

By: /s/ Marc D. Miller
Marc D. Miller
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marc D. Miller and Steve Filton, or either of them, as his or her true and lawful attorneys-in-fact and agents, 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 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, 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:

Signatures	Title	Date
/s/ ALAN B. MILLER **Alan B. Miller**	Executive Chairman of the Board	August 18, 2026
/s/ MARC D. MILLER **Marc D. Miller**	Director, President and Chief Executive Officer (Principal Executive Officer)	August 18, 2026
/s/ NINA CHEN-LANGENMAYR **Nina Chen-Langenmayr**	Director	August 18, 2026
/s/ EILEEN C. MCDONNELL **Eileen C. McDonnell**	Director	August 18, 2026
/s/ WARREN J. NIMETZ **Warren J. Nimetz**	Director	August 18, 2026

/s/ MARIA SINGER **Maria Singer**	Director	August 18, 2026
/s/ ELLIOTT J. SUSSMAN M.D **Elliot J. Sussman M.D.**	Director	August 18, 2026
/s/ STEVE FILTON **Steve Filton**	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	August 18, 2026

Exhibit 5.1

NORTON ROSE FULBRIGHT

Norton Rose Fulbright US LLP
1301 Avenue of the Americas
New York, New York 10019-6022
United States

Tel +1 212 318 3000
Fax +1 212 318 3400
nortonrosefulbright.com

August 18, 2026

Universal Health Services, Inc.
Universal Corporate Center
367 South Gulph Road
P.O. Box 61558
King of Prussia, Pennsylvania 19406-0958

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), by Universal Health Services, Inc. (the "Company"), relating to 156,202 shares of Class B Common Stock, $0.01 par value per share, of the Company (the "Shares"), which may be issued under the Talkspace, Inc. 2021 Incentive Award Plan, as amended (the "Plan").

As counsel to the Company, we have examined the Plan and such corporate records, other documents, and such questions of law as we have considered necessary or appropriate for the purposes of this opinion and, upon the basis of such examination, advise you that in our opinion, all necessary corporate proceedings by the Company have been duly taken to authorize the issuance of the Shares pursuant to the Plan and the Shares being registered pursuant to the Registration Statement, when issued and paid for in accordance with the terms of the Plan, will be duly authorized, legally issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as a part of the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Very truly yours,

/s/ Norton Rose Fulbright US LLP

Norton Rose Fulbright US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Universal Health Services, Inc. of our report dated February 25, 2026 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Universal Health Services, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
August 18, 2026

Calculation of Filing Fee Tables

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UNIVERSAL HEALTH SERVICES INC

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
1	Equity	Class B Common Stock, par value $0.01 per share, issuable in respect of assumed outstanding awards of unvested stock options under the Talkspace, Inc. 2021 Incentive Award Plan, as amended	Other	9,214	$ 85.00	$ 783,190.00	0.0001381	$ 108.16
2	Equity	Class B Common Stock, par value $0.01 per share, issuable in respect of assumed outstanding awards of unvested restricted stock units under the Talkspace, Inc. 2021 Incentive Award Plan, as amended	Other	146,988	$ 168.71	$ 24,798,345.48	0.0001381	$ 3,424.65
			Total Offering Amounts:			$ 25,581,535.48		$ 3,532.81
			Total Fee Offsets:					$ 0.00
			Net Fee Due:					$ 3,532.81

Offering Note

1 (1) This Registration Statement (the "Registration Statement") registers the issuance of Class B Common Stock, par value $0.01 per share ("Class B Common Stock"), of Universal Health Services, Inc. (the "Company" or the "Registrant") issuable pursuant to the outstanding awards of unvested stock options and unvested restricted stock units assumed by the Company as a result of the consummation on August 17, 2026 of the transaction contemplated by that certain Agreement and Plan of Merger, dated as of March 9, 2026, by and among the Company, UHS Merger Subsidiary, Inc., a Delaware corporation and indirect wholly owned subsidiary of the Company, and Talkspace, Inc. Pursuant to Rule

416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 also covers any additional securities of the Company that may be offered or become issuable under the Talkspace, Inc. 2021 Incentive Award Plan, as amended (the "Talkspace Plan"), in connection with any stock split, stock dividend, recapitalization, or any other similar transaction effected without receipt of consideration, which results in an increase in the number of outstanding shares of Class B Common Stock. (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act. The offering price per share and aggregate offering price are based upon the weighted average exercise price for shares subject to the outstanding unvested options granted pursuant to the Talkspace Plan.

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[2] (1) This Registration Statement (the "Registration Statement") registers the issuance of Class B Common Stock, par value $0.01 per share ("Class B Common Stock"), of Universal Health Services, Inc. (the "Company" or the "Registrant") issuable pursuant to the outstanding awards of unvested stock options and unvested restricted stock units assumed by the Company as a result of the consummation on August 17, 2026 of the transaction contemplated by that certain Agreement and Plan of Merger, dated as of March 9, 2026, by and among the Company, UHS Merger Subsidiary, Inc., a Delaware corporation and indirect wholly owned subsidiary of the Company, and Talkspace, Inc. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 also covers any additional securities of the Company that may be offered or become issuable under the Talkspace, Inc. 2021 Incentive Award Plan, as amended (the "Talkspace Plan"), in connection with any stock split, stock dividend, recapitalization, or any other similar transaction effected without receipt of consideration, which results in an increase in the number of outstanding shares of Class B Common Stock. (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of Class B Common Stock as reported on the New York Stock Exchange on August 12, 2026.

Table 2: Fee Offset Claims and Sources ☑**Not Applicable**

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims											
Fee Offset Sources											