

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 24, 2022

**Faraday Future Intelligent Electric Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-39395**

(Commission File Number)

**84-4720320**

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

**18455 S. Figueroa Street  
Gardena, CA**

(Address of principal executive offices)

**90248**

(Zip Code)

**(310) 415-4807**

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A common stock, par value \$0.0001 per share	FFIE	The Nasdaq Stock Market LLC
Redeemable warrants, exercisable for shares of Class A common stock at an exercise price of \$11.50 per share	FFIEW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

On June 22, 2022, Faraday Future Intelligent Electric Inc. (the “Company”) received a letter from FF Top Holding LLC (“FF Top”), purporting to remove Brian Krolicki from the Company’s Board of Directors (the “Board”) pursuant to the Shareholder Agreement, dated July 21, 2021, between the Company and FF Top (the “Shareholder Agreement”). Mr. Krolicki is one of FF Top’s designees to the Board under the terms of the Shareholder Agreement. On June 23, 2022, the Company received another letter from FF Top, purporting to nominate Ms. Li Han to the Board as replacement for Mr. Krolicki pursuant to the Shareholder Agreement. While not disclosed in FF Top’s June 23 letter, the Company understands that Ms. Han was a partner at an outside law firm and in that role previously served as legal counsel to the Company, FF Global Partners LLC (“FF Global”), and Yueting (YT) Jia, a manager on the executive committee of FF Global and the Company’s founder and Chief Product & User Ecosystem Officer. FF Global is an indirect equityholder of FF Top.

On June 24, 2022, in response to these two letters, the Company delivered a letter to FF Top, rejecting its request on the basis that FF Top’s attempted removal of Mr. Krolicki violates the Shareholder Agreement and Delaware law and was therefore ineffective. In its letter, the Company also indicated its understanding that a representative of FF Top attempted to induce Mr. Krolicki to resign from the Board by offering him a consultancy arrangement in which FF Top would pay Mr. Krolicki up to \$700,000 over time if he resigned. The Company expressed its belief that this development was particularly troubling and demanded that FF Top immediately cease its wrongful actions with respect to Mr. Krolicki. The Company is investigating this matter further. A copy of the June 24, 2022 response letter from the Company to FF Top is attached hereto as Exhibit 99.1.

The information furnished under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.** The following exhibits are filed with this Current Report on Form 8-K:

<b>No.</b>	<b>Description of Exhibits</b>
99.1	<a href="#">Response Letter from the Company to FF Top, dated June 24, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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.

**FARADAY FUTURE INTELLIGENT ELECTRIC INC.**

Date: June 27, 2022

By: /s/ Sue Swenson

Name: Sue Swenson

Title: Executive Chairperson

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

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June 24, 2022

**By Email**

Mr. Jay Sheng  
Head of Operations  
FF Global Partners LLC

Re: Improper Notice of Removal by FF Top  
Dear Mr. Sheng:

I write on behalf of Faraday Future Intelligent Electric Inc. (the "Company") in response to FF Top Holding LLC's ("FF Top") "Notice of Removal of FF Top Designee" dated June 22, 2022 (the "Notice").

In the Notice, FF Top attempts to exercise purported rights pursuant to Section 2.1(c) of the Shareholder Agreement, dated July 21, 2021 (the "Shareholder Agreement"), between the Company and FF Top, to remove Mr. Brian Krolicki from the Company's board of directors (the "Board"). The Shareholder Agreement, however, requires that Mr. Krolicki remain as one of FF Top's "Designees" on the Board until after the Company's first and second annual stockholder meetings, and it precludes FF Top from removing Mr. Krolicki from the Board until then. In addition, Delaware law does not allow a minority stockholder to remove a director from a company's board. The Company therefore denies FF Top's requests set forth in the Notice.

FF Top's attempted removal of Mr. Krolicki violates the Shareholder Agreement and Delaware law in the following respects. **First**, in Section 2.1(a) of the Shareholder Agreement, FF Top committed that Mr. Krolicki would be one of FF Top's Designees on the Board through the Company's second annual stockholder meeting and would not be subject to removal under Section 2.1(c) during that period:

Susan G. Swenson, Edwin Goh, **Brian Krolicki** and Lee Liu **shall be deemed as the "FF Top Designees" for the Company's first and second annual meetings** following the initial appointment of such directors, **the resignation of which** and the filling of a vacancy **shall be subject to Section 2.1(c)**.

Austin Bay Area Beijing Boston Brussels Dallas Hong Kong Houston London Los Angeles Munich New York Paris Salt Lake City Shanghai Washington, D.C.

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Shareholder Agmt. § 2.1(a) (emphasis added).

Section 2.1(a) expressly limits FF Top's opportunity to remove its Designees under Section 2.1(c). Otherwise, FF Top's commitments under Section 2.1(a) to keep Mr. Krolicki as one of FF Top's Designees on the Board for approximately two years would be meaningless. Indeed, by the Shareholder Agreement's express terms quoted above, through the Company's second annual stockholder meeting, Section 2.1(a) only allows FF Top to replace its Designees pursuant to Section 2.1(c) in one limited circumstance -- *i.e.*, where a "resignation" has occurred. *Id.* ("... the resignation of which and the filling of a vacancy shall be subject to Section 2.1(c)."). Here, Mr. Krolicki has not resigned from the Board. Accordingly, there is no exception to Section 2.1(a) that would allow FF Top to avoid its obligations to ensure Mr. Krolicki remains as one of FF Top's Designees on the Board through the Company's second annual stockholder meeting.

**Second**, in Section 2.1(a), FF Top further agreed to take "all Necessary Action" to cause Mr. Krolicki and others who have been members of the Board since July 2021, to be elected to the Board at the Company's forthcoming first annual stockholder meeting in 2022. Removing Mr. Krolicki from the Board before the Company's first stockholder meeting would plainly contravene these obligations:

At the Closing Date, the Board shall initially be composed of the following individuals: Dr. Carsten Breitfeld, Jordan Vogel, Brian Krolicki, Lee Liu, Qin Ye, Susan Swenson, Matthias Ayd, Edwin Goh and Scott Vogel (the "Initial Board").... ***The Shareholder shall take all Necessary Action to cause the election of the Initial Board at the Company's first annual meeting.***

Shareholder Agmt. § 2.1(a) (emphasis added).

FF Top's obligation to take "all Necessary Action" to cause Mr. Krolicki to be reelected to the Board includes an obligation to take all actions "reasonably necessary and desirable within ... its control to cause such result including ... voting or providing a proxy with respect to shares of Common Stock and other securities of the Company generally entitled to vote in the election of Directors of the Company Beneficially Owned by such party." Shareholder Agmt. § 1.1. As your client is aware, these provisions were heavily negotiated. FF Top's attempt to remove Mr. Krolicki flatly contradicts its obligations.

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*Third*, Delaware law does not allow a minority stockholder to remove a director. Rather, section 141(k) of the Delaware General General Corporate Law permits the removal of directors only “by the holders of a majority of the shares then entitled to vote at an election of directors,” with narrow exceptions that do not apply here. Moreover, the Company’s Certificate of Incorporation does not allow stockholders to act by written consent. FF Top’s attempted removal by “notice” therefore is ineffective as a matter of Delaware law.

As FF Top’s Notice violates the Shareholder Agreement and Delaware law, the Notice is ineffective. Mr. Krolicki remains on the Board. FF Top’s separate “Notice of Nomination of Replacement FF Top,” dated June 23, 2022, is therefore futile as well. The Company expects that, at its first annual stockholder meeting, FF Top will honor its obligation to vote its beneficially owned shares in favor of the slate of directors, including Mr. Krolicki, who have sat on the Board since July 2021.

Moreover, the Company understands that a representative of FF Top attempted to induce Mr. Krolicki to resign from the Board by offering him a consultancy arrangement in which FF Top would pay Mr. Krolicki up to \$700,000 over time if he resigned. This development is particularly troubling. The Company demands that FF Top immediately cease its wrongful actions with respect to Mr. Krolicki.

The Company reserves all rights and waives none, including its right to pursue damages caused by any and all FF Top breaches of the Shareholder Agreement and relief associated with FF Top’s other improper actions.

Sincerely,

/s/ Gabor Balassa

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Gabor Balassa

cc: Michael A. Pittenger

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