

**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): August 16, 2023

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

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-39395</b> (Commission File Number)	<b>84-4720320</b> (I.R.S. Employer Identification No.)
<b>18455 S. Figueroa Street</b> <b>Gardena, CA</b> (Address of principal executive offices)		<b>90248</b> (Zip Code)

**(424) 276-7616**  
(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:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 5.07 Submission of Matters to a Vote of Security Holders.**

Faraday Future Intelligent Electric Inc. (the “Company”) convened its Special Meeting of Stockholders on August 16, 2023 (the “Special Meeting”). The purpose of the Special Meeting was described in the Company’s definitive proxy statement as filed with the Securities and Exchange Commission on July 20, 2023 (the “Definitive Proxy Statement”).

As of June 23, 2023, the record date for the Special Meeting (the “Record Date”), 1,487,895,221 shares of the Company’s common stock were outstanding and entitled to vote at the Special Meeting and one share of Series A Preferred Stock. A total of 794,393,951 shares of the Company’s common stock and one share of the Series A Preferred Stock were present at the Special Meeting in person, by virtual attendance, or by proxy, which represents approximately 53.4% of the shares of the Company’s common stock outstanding (constituting a quorum) and all of the shares of Series A Preferred Stock outstanding, as of the Record Date.

Set forth below are the final voting results, based on the certified final report provided by the inspector of elections of the Special Meeting, for Proposal 1, Proposal 2, Proposal 3, Proposal 4 and Proposal 5, each of which is set forth below and described in detail in the Definitive Proxy Statement.

**Proposal 1: The Reverse Stock Split Proposal**

The Company’s stockholders approved an amendment to the Company’s Second Amended and Restated Certificate of Incorporation, as amended, to effect, a reverse stock split of the Company’s common stock by a ratio of any whole number in the range of 1-for-2 to 1-for-90, with such ratio to be determined in the discretion of the board of directors of the Company and with such action to be effected at such time and date, if at all, as determined by the board of directors of the Company within one year after the conclusion of the Special Meeting. The final voting results, including 60,000,000,000 votes represented by the share of Series A Preferred Stock voted in the same proportion as the votes cast by shares of common stock on Proposal 1, are as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
56,940,459,872	3,620,435,719	233,498,360

**Proposal 2: Authorized Share Cap Proposal**

The Company’s stockholders approved, if and only if the Reverse Stock Split Proposal is approved and the Reverse Stock Split is implemented at a ratio of 1-for-8 or greater, an amendment to the Company’s Second Amended and Restated Certificate of Incorporation, as amended, if necessary to reduce the number of authorized shares of the Company’s common stock to a number equal to 12,355,000,000 divided by the reverse stock split ratio determined by the Board, by the following vote:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
752,080,593	38,932,557	3,380,801

**Proposal 3: Share Issuance Proposal**

The Company’s stockholders approved, as is required by the applicable rules and regulations of the Nasdaq Stock Market, transactions involving notes and warrants of the Company issued or to be issued pursuant to the Securities Purchase Agreement, dated May 8, 2023, (as amended, supplemented or otherwise modified) among the Company and the purchasers party thereto, including the issuance of any shares in excess of 19.99% of the issued and outstanding shares of the Company’s common stock in respect of such notes and warrants, by the following vote:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
439,680,742	28,611,127	5,859,903	320,242,179

**Proposal 4: 2021 Plan Proposal**

The Company's stockholders approved an amendment to the Amended and Restated 2021 Stock Incentive Plan (the "2021 Plan") in order to increase the number of shares of Class A Common Stock available for issuance under the 2021 Plan by an additional 206,785,991 shares, by the following vote:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
357,135,262	112,703,470	4,313,040	320,242,179

**Proposal 5: Adjournment Proposal**

The Company's stockholders approved the adjournments of the Special Meeting by the Company to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes were not represented at the Special Meeting to approve the Reverse Stock Split Proposal, by the following vote:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
743,050,342	46,561,658	4,781,951

**Item 7.01 Regulation FD Disclosure.**

On August 16, 2023, the Company issued a press release announcing the execution of sales agreement and Developer Co-Creation agreement with Justin Bell, a world champion race car driver. The Company also announced the receipt of stockholder approval for a reverse stock split and authorized share cap at the Special Meeting. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Current Report on Form 8-K, 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 otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as 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="#">Press release of the Company, dated August 16, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Faraday Future Intelligent Electric Inc.

By: /s/ Jonathan Maroko  
Jonathan Maroko  
Interim Chief Financial Officer

Dated: August 16, 2023

Faraday Future Announces World Champion Race Car Driver  
Justin Bell as the First FF 91 2.0 Futurist Alliance User and  
Developer Co-Creation Officer of the Second Group of Users of  
the Company's Phase-2 Co-Creation Delivery

- A series of activities are now underway during Monterey Car Week, including announcing additional renowned figures representing various industries as FF 91 owners and Developer Co-Creation officers at the FF Developer Co-Creation Festival.
- Faraday Future also announced today that it received stockholder approval for a reverse stock split and authorized share cap at its special meeting.

**Los Angeles, CA (August 16, 2023)** -- Faraday Future Intelligent Electric Inc. (Nasdaq: FFIE) ("Faraday Future", "FF" or "Company"), a California-based global shared intelligent electric mobility ecosystem company, today announced that Justin Bell, a second-generation, world champion race car driver from England, has signed a sales agreement and Developer Co-Creation agreements with the Company. As part of this exciting development, Bell will serve as a Developer Co-Creation Officer and is the first user of the second group of the FF 91 2.0 Futurist Alliance users, who are part of FF's Phase-2 Co-Creation Delivery. This milestone showcases the Company's unwavering commitment towards executing the second phase of its three-phase delivery plan. The Company plans to announce another Hall of fame world champion racer on the 17th during FF's Developer Co-Creation signing ceremony on August 17<sup>th</sup>.

Through collaborative partnerships with external Developer Co-Creation Officers such as Bell, the Company believes that it will gain a substantial value across various aspects such as product development, quality enhancement, brand marketing, elite group engagement, including celebrities and influencers, technological development and advancement, and after-sales services.

In a racing career that spanned 25 years, Bell won the 1997 FIA GT World Championship and the 1998 Le Mans 24 Hours, as well as numerous victories and podium finishes in all forms of the sport. Following a successful racing career, Bell has made a vibrant transition to TV and hosting on the web. Bell currently hosts The Torque Show and Drive to Wynn, a racing podcast broadcast live from inside Blue Wire Studios at Wynn Las Vegas.

"We want to welcome Justin as both an FF 91 2.0 Futurist Alliance user as well as a Developer Co-Creation Officer," said Xuefeng Chen (XF), Global CEO of FF. "FF is committed to continuously delivering the Ultimate AI TechLuxury FF 91 2.0 Futurist Alliance to additional spire users as we move ahead."

Concurrent with the first vehicle delivery milestone that recently occurred, the Developer Co-Creation Festival series of events is now underway. FF will attend the "FuelRun" event beginning today, August 16th and the 17th and "Motorlux" on August 16th, during the Monterey Car Week. The Company will invite Developer Co-Creation Officers, including the first users of the Phase-2 Co-Creation delivery, and Developer Co-Creation candidates to attend the Developer Co-Creation signing ceremony on August 17th.

FF also announced that during a special meeting of stockholders held today, stockholders approved (among other proposals) a proposal authorizing the Company's Board of Directors (the "Board") to effect a reverse stock split of the outstanding shares of the Company's common stock at a range between 1-for-2 and 1-for-90. The reverse stock split, if implemented, will have the effect of increasing the number of authorized and unissued shares of common stock. In addition, at the special meeting, stockholders approved, if and only if the reverse stock split is implemented at a ratio of 1-for-8 or greater, a proposal to limit the number of shares of authorized common stock, if necessary, to a number equal to 12,355,000,000 divided by the reverse stock split ratio determined by the Board. This proposal essentially caps the number of total authorized shares of common stock after the implementation of the reverse stock split to a number that is seven times the amount of total current authorized shares.

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This approval is expected to provide sufficient shares to clear the path for additional future financing to best support FF 91 Futurist ramp up and the Company's other strategic goals.

Additional information regarding the Company's reverse stock split proposal and authorized share cap proposal are available in the definitive proxy statement filed by the Company with the U.S. Securities and Exchange Commission on July 20, 2023. The full and final voting results of the reverse stock split proposal, the authorized share cap proposal and the other proposals presented at the special meeting can be found in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 16, 2023.

Online registration for FF Developer Co-Creation Officers is now available on the FF App and FF.com. Candidates will be admitted based on referrals from pre-order users or Developer Co-Creation Officers subject to approval from FF. The Developer Co-Creation Officer recruitment platform can be accessed here: <http://app-us.ff.com/ff-v3/news/551?lang=en-US>

Users can preorder an FF 91 vehicle via the FF Intelligent App or through our website (English): <https://www.ff.com/us/preorder/> or (Chinese): <https://www.ff.com/cn/preorder/>

Download the new FF Intelligent App: <https://www.ff.com/us/mobile-app/>.

## **ABOUT FARADAY FUTURE**

FF is the pioneer of the Ultimate Intelligent TechLuxury ultra spire market in the intelligent EV era, and a disruptor of the traditional ultra-luxury car industry. FF is not just an EV company, but also a software-driven company of intelligent internet AI product.

## **FOLLOW FARADAY FUTURE:**

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## FORWARD LOOKING STATEMENTS

This press release “forward looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this press release, the words “estimates,” “projected,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes,” “seeks,” “may,” “will,” “should,” “future,” “propose” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements. These forward-looking statements, which include statements regarding the Company’s ability to meet its future production and delivery plan, the success of the Developer Co-Creator program, the consummation of the reverse stock split and the authorized share cap, are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the Company’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Important factors, among others, that may affect actual results or outcomes include , among others: the Board setting the exact stock split ratio, if at all, the Board of approving the filing of an amendment to the Second Amended and Restated Certificate of Incorporation, as amended, decreasing the amount of authorized shares of common stock, if at all, the Company’s ability to execute on its plans to develop and market its vehicles and the timing of these development programs (including timely receipt of parts and satisfactory safety testing); the Company’s estimates of the size of the markets for its vehicles and cost to bring those vehicles to market; the rate and degree of market acceptance of the Company’s vehicles; the success of other competing manufacturers; the performance and security of the Company’s vehicles; potential litigation involving the Company; the result of future financing efforts and general economic and market conditions impacting demand for the Company’s products; potential cost, headcount and salary reduction actions may not be sufficient or may not achieve their expected results; and the ability of the Company to attract and retain employees, any adverse developments in existing legal proceedings or the initiation of new legal proceedings, and volatility of the Company’s stock price. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of the Company’s Form 10-Q filed with the Securities and Exchange Commission (“SEC”) on May 12, 2023, the “Risk Factors” section of the Company’s Annual Report on Form 10-K filed with the SEC on March 9, 2023, and other documents filed by the Company from time to time with the SEC. . These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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