

**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): February 5, 2024

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)

(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 3.03 Material Modifications to Rights of Security Holders

On February 5, 2024, Faraday Future Intelligent Electric Inc. (the “Company”) filed an amendment (the “Certificate of Amendment”) to the Company’s Third Amended and Restated Certificate of Incorporation (as amended, the “Charter”) with the office of the Secretary of State of the State of Delaware to effect an increase in the number of authorized shares of common stock, par value \$0.0001 per share, of the Company (“Common Stock”) from 154,437,500 to 1,389,937,500, increasing the total number of authorized shares of Common Stock and preferred stock from 164,437,500 to 1,399,937,500. The Certificate of Amendment was authorized by the stockholders of the Company at the Company’s Special Meeting of Stockholders held on February 5, 2024 (the “Special Meeting”).

The foregoing description of the Certificate of Amendment is a summary and is qualified in its entirety by the terms of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The disclosure set forth under Item 3.03 above is incorporated herein by reference.

On February 5, 2024, prior to the Company’s filing of the Certificate of Amendment with the office of the Secretary of State of the State of Delaware, the Company filed a Certificate of Elimination (the “Certificate of Elimination”) with the office of the Secretary of State of the State of Delaware with respect to the Company’s Series A Preferred Stock, par value \$0.0001 per share (“Series A Preferred Stock”), following the automatic redemption of all outstanding shares of Series A Preferred Stock after the conclusion of the Special Meeting. The Certificate of Elimination (i) eliminated the previous designation of one (1) share of Series A Preferred Stock from the Charter, which was not outstanding at the time of filing, and (ii) caused such share of Series A Preferred Stock to resume its status as an authorized but unissued and non-designated share of preferred stock.

The foregoing description of the Certificate of Elimination is a summary and is qualified in its entirety by the terms of the Certificate of Elimination, a copy of which is filed as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company convened the Special Meeting on February 5, 2024. The purpose of the Special Meeting was described in the Company’s definitive proxy statement as filed with the Securities and Exchange Commission on January 10, 2024, as supplemented on January 24, 2024 (the “Definitive Proxy Statement”).

As of December 21, 2023, the record date for the Special Meeting (the “Record Date”), 124,270,721 shares of the Common Stock and one share of Series A Preferred Stock were outstanding and entitled to vote at the Special Meeting. A total of 65,891,861 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 53.0% 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 (collectively, the “Proposals”), each of which is set forth below and described in detail in the Definitive Proxy Statement.

Proposal 1: Share Authorization Proposal

The Company's stockholders approved an amendment to the Charter, to increase the number of authorized shares of Common Stock from 154,437,500 to 1,389,937,500, increasing the total number of authorized shares of Common Stock and preferred stock from 164,437,500 to 1,399,937,500. The final voting results, including 4,500,000,000 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:

Votes For	Votes Against	Abstentions	Broker Non-Votes
4,131,720,492	361,426,341	41,552,676	31,192,352

Proposal 2: Reverse Stock Split Proposal

The Company's stockholders approved an amendment to the Charter to effect a reverse stock split of the Common Stock by a ratio of 1-for-3, 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 and a corresponding reduction in the total number of shares of Common Stock the Company is authorized to issue. The final voting results, including 4,500,000,000 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 2, are as follows:

Votes For	Votes Against	Abstentions
4,114,183,294	445,590,883	6,117,684

Proposal 3: Share Issuance Proposal

The Company's stockholders approved, as is required by the applicable rules and regulations of The Nasdaq Stock Market LLC ("Nasdaq"), transactions involving unsecured convertible senior promissory notes and a common stock purchase warrant of the Company issued pursuant to the Securities Purchase Agreement, dated August 4, 2023, by and between, the Company and Streeterville Capital, LLC, including the issuance of any shares in excess of 19.99% of the issued and outstanding shares of the Company's Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), in respect of such notes and warrants, by the following vote:

Votes For	Votes Against	Abstentions	Broker Non-Votes
28,817,560	5,489,962	391,988	31,192,351

Proposal 4: Share Purchase Proposal

The Company's stockholders approved, as is required by the applicable rules and regulations of Nasdaq, a new program pursuant to which selected employees of the Company may elect, or have elected, to have a portion of their base salary (on an after-tax basis) be used to purchase Common Stock on each payroll date over a three-month period at the then-current volume weighted average trading price of the Class A Common Stock by entering into a Salary Deduction and Share Purchase Agreement with the Company, by the following vote:

Votes For	Votes Against	Abstentions	Broker Non-Votes
29,767,125	4,865,959	66,426	31,192,351

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 Proposals, by the following vote:

Votes For	Votes Against	Abstentions
57,619,753	7,904,529	367,579

Item 9.01. Financial Statements and Exhibits

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

No.	Description of Exhibits
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Faraday Future Intelligent Electric Inc.
3.2	Certificate of Elimination of Series A Preferred Stock
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: February 7, 2024

By: /s/ Jonathan Maroko

Name: Jonathan Maroko

Title: Interim Chief Financial Officer

CERTIFICATE OF AMENDMENT
TO THE
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FARADAY FUTURE INTELLIGENT ELECTRIC INC.

Faraday Future Intelligent Electric Inc. (the “*Corporation*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (“*DGCL*”), hereby certifies as follows:

1. The name of the Corporation is Faraday Future Intelligent Electric Inc. (originally incorporated as Property Solutions Acquisition Corp.).
2. The original Certificate of Incorporation of the Corporation (the “*Original Certificate*”) was filed with the Secretary of State of the State of Delaware on February 11, 2020.
3. The Corporation amended and restated the Original Certificate, which was filed with the Secretary of State of the State of Delaware on July 21, 2020 (the “*Amended and Restated Certificate*”).
4. The Corporation further amended and restated the Amended and Restated Certificate, which was filed with the Secretary of State of the State of Delaware on July 21, 2021 (the “*Second Amended and Restated Certificate*”).
5. The Corporation has four times amended the Second Amended and Restated Certificate, (i) which certificate of amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on November 22, 2022, (ii) which second certificate of amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on March 1, 2023, (iii) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on June 16, 2023, and (iv) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on August 24, 2023.
6. The Corporation further amended and restated the Second Amended and Restated Certificate, which was filed with the Secretary of State of the State of Delaware on August 24, 2023 (the “*Third Amended and Restated Certificate*”).
7. The Corporation has two times amended the Third Amended and Restated Certificate, (i) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on December 21, 2023 and (ii) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on February 5, 2024.
8. The first two paragraphs of Section 4.1 of the Third Amended and Restated Certificate of Incorporation are hereby amended and restated to read in their entirety as follows:

“**Section 4.1** The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 1,399,937,500, consisting of two classes of stock: (i) 1,389,937,500 shares of common stock, par value \$0.0001 per share (the “*Common Stock*”), and (ii) 10,000,000 shares of preferred stock, par value \$0.0001 per share (the “*Preferred Stock*”). The class of Common Stock shall be divided into two series of stock composed of (i) 1,330,875,000 shares of Class A common stock (the “*Class A Common Stock*”) and (ii) 59,062,500 shares of Class B common stock (the “*Class B Common Stock*”). For the avoidance of doubt, the Class A Common Stock and Class B Common Stock are separate series within a single class of Common Stock, and are referred to herein together as the “*Common Stock*.””
9. This Amendment to the Third Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the DGCL.

[Signature Page Follows]

IN WITNESS WHEREOF, Faraday Future Intelligent Electric Inc. has caused this Certificate of Amendment to be signed by its Chief Executive Officer on this 5th day of February, 2024.

FARADAY FUTURE INTELLIGENT ELECTRIC INC.

By: /s/ Matthias Aydt

Name: Matthias Aydt

Title: Global Chief Executive Officer

**CERTIFICATE OF ELIMINATION OF
SERIES A PREFERRED STOCK OF
FARADAY FUTURE INTELLIGENT ELECTRIC INC.**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

FARADAY FUTURE INTELLIGENT ELECTRIC INC. (the "**Company**"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "**DGCL**"), hereby certifies as follows:

FIRST: That, pursuant to Section 151 of the DGCL and the authority granted in the Third Amended and Restated Certificate of Incorporation of the Company, as theretofore amended, the Board of Directors of the Company, by resolution duly adopted, authorized the issuance of a series of preferred stock designated Series A Preferred Stock, par value \$0.0001 per share (the "**Series A Preferred Stock**"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on December 21, 2023, filed a Certificate of Designation with respect to the Series A Preferred Stock in the office of the Secretary of State of the State of Delaware (the "**Certificate of Designation**").

SECOND: That no shares of said Series A Preferred Stock are outstanding and no shares thereof will be issued subject to said Certificate of Designation.

THIRD: That the Board of Directors of the Company has adopted the following resolutions:

WHEREAS, by resolution of the Board of Directors of the Company and by a Certificate of Designation (the "**Certificate of Designation**") filed in the office of the Secretary of State of the State of Delaware on December 21, 2023, the Company authorized the issuance of a series of preferred stock designated Series A Preferred Stock, par value \$0.0001 per share (the "**Series A Preferred Stock**"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof;

WHEREAS, on February 5, 2024, the single authorized share of Series A Preferred Stock was redeemed by the Company pursuant to the Certificate of Designation;

WHEREAS, as of the date hereof, no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock will be issued subject to said Certificate of Designation; and

WHEREAS, it is desirable that all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock be eliminated from the Third Amended and Restated Certificate of Incorporation, as heretofore amended, of the Company (the "**Certificate of Incorporation**").

NOW, THEREFORE, BE IT RESOLVED, that as of the date hereof, no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock will be issued subject to said Certificate of Designation;

RESOLVED FURTHER, that all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock be eliminated from the Certificate of Incorporation; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed to file a certificate of elimination with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock shall be eliminated from the Certificate of Incorporation.

FOURTH: Pursuant to the provisions of Section 151(g) of the DGCL, all references to Series A Preferred Stock in the Certificate of Incorporation are hereby eliminated, and the share that was designated to such series is hereby returned to the status of authorized but unissued shares of preferred stock of the Company, without designation as to series.

IN WITNESS WHEREOF, Faraday Future Intelligent Electric Inc. has caused this Certificate of Elimination to be executed by its duly authorized officer on this 5th day of February, 2024.

FARADAY FUTURE INTELLIGENT ELECTRIC INC.

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