

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 10)\*

**Faraday Future Intelligent Electric Inc.**

(Name of Issuer)

**Class A Common Stock, \$0.0001 par value per share**

(Title of Class of Securities)

**74348Q108**

(CUSIP Number)

**FF Top Holding LLC**  
**3655 Torrance Blvd, Suite 361-362**  
**Torrance, California 90503**  
**Attention: Jiawei Wang**  
**(424) 247-1184**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**September 15, 2022**

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> FF Top Holding LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 117,705,569 (1)
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 64,000,588 (1)
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 117,705,569 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 35.9% (2)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(1) Includes (i) 53,704,981 shares of Class A Common Stock held by certain other stockholders of the Issuer over which the Reporting Persons exercise voting control pursuant to voting agreements, including 1,180,689 shares of Class A Common Stock held directly by Pacific Technology Holding LLC, and (ii) 64,000,588 shares of Class B common stock, par value \$0.0001 per share (the "Class B Common Stock") held directly by FF Top Holding LLC. Shares of Class B Common Stock are convertible into an equal number of shares of Class A Common Stock of the Issuer at any time. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock.

(2) Based on 327,913,934 shares of Class A Common Stock issued and outstanding as of August 9, 2022, as reported in the Issuer's Form 10-Q, filed by the Issuer with the Securities and Exchange Commission (the "SEC") on August 15, 2022. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Pacific Technology Holding LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 117,705,569 (1)
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 65,181,277 (1)
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 117,705,569 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 35.9% (2)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(1) Includes (i) 52,524,292 shares of Class A Common Stock held by certain other stockholders of the Issuer over which the Reporting Persons exercise voting control pursuant to voting agreements, (ii) 1,180,689 shares of Class A Common Stock held directly by Pacific Technology Holding LLC, and (iii) 64,000,588 shares of Class B Common Stock held directly by FF Top Holding LLC. Shares of Class B Common Stock are convertible into an equal number of shares of Class A Common Stock of the Issuer at any time. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock.

(2) Based on 327,913,934 shares of Class A Common Stock issued and outstanding as of August 9, 2022, as reported in the Issuer's Form 10-Q, filed by the Issuer with the SEC on August 15, 2022. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> FF Global Partners LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> OO	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 117,705,569 (1)
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 65,181,277 (1)
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 117,705,569 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 35.9% (2)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(1) Includes (i) 52,524,292 shares of Class A Common Stock held by certain other stockholders of the Issuer over which the Reporting Persons exercise voting control pursuant to voting agreements, (ii) 1,180,689 shares of Class A Common Stock held directly by Pacific Technology Holding LLC, and (iii) 64,000,588 shares of Class B Common Stock held directly by FF Top Holding LLC. Shares of Class B Common Stock are convertible into an equal number of shares of Class A Common Stock of the Issuer at any time. Assumes the conversion of the Class B Common Stock referred to above into shares of Class A Common Stock.

(2) Based on 327,913,934 shares of Class A Common Stock issued and outstanding as of August 9, 2022, as reported in the Issuer's Form 10-Q, filed by the Issuer with the SEC on August 15, 2022. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

## AMENDMENT NO. 10 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Class A Common Stock and Class B Common Stock of the Issuer on August 2, 2021, as amended on May 17, 2022, June 24, 2022, June 27, 2022, July 15, 2022, July 18, 2022, August 2, 2022, August 8, 2022, August 23, 2022 and September 9, 2022 (as so amended through September 9, 2022, the "Original Schedule 13D") and together with this Amendment No. 10, the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined. Except as specifically provided herein, this Amendment No. 10 does not modify any of the information previously reported in the Schedule 13D.

### ITEM 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented as follows:

"On September 15, 2022, FF Top delivered a Notice of Nomination of Replacement FF Top Designees (the "Second Nomination Notice") to the Board of Directors pursuant to Section 2.1(c) of the Shareholder Agreement dated as of July 21, 2021, by and between FF Top and the Issuer (the "Shareholder Agreement"). The Second Nomination Notice explicitly supersedes the Notice of Nomination of Replacement FF Top Designee delivered by FF Top to the Company on June 23, 2022 (the "Original Nomination Notice") and states that FF Top is nominating (i) Ms. Li Han (who was originally nominated to replace Mr. Brian Krolicki as an FF Top Designee pursuant to the Original Nomination Notice) to the Board of Directors as replacement FF Top Designee for Ms. Susan Swenson and (ii) Mr. Xin (Adam) He, currently a senior business executive and Certified Public Accountant, to the Board of Directors as replacement FF Top Designee for Mr. Brian Krolicki. The Second Nomination Notice states that FF Top expects Ms. Han and Mr. He to be appointed to the Board of Directors by 4:05 pm, New York time, on September 15, 2022. The Second Nomination Notice also states the following, among other things:

- 'With respect to Ms. Han, FF Top further notes that the Board [of Directors] no longer needs to agree with FF Top that Ms. Han is independent under Nasdaq rules in order to appoint her to the Board [of Directors] since she is being nominated to replace Ms. Swenson, who is not an independent director.'
- 'The Board [of Directors] has had almost three months to consider Ms. Han's qualifications and almost two months to consider Mr. He's qualifications.'

A copy of the Second Nomination Notice is included as Exhibit 11 to this Schedule 13D and incorporated herein by reference. As of the date hereof, the Issuer has not complied with the Second Nomination Notice.

On September 19, 2022, FF Top filed a lawsuit against the Issuer, Ms. Swenson and Mr. Krolicki in the Delaware Court of Chancery to enforce its rights under the Shareholder Agreement."

### Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby supplemented to include the following exhibit:

Exhibit 11: Second Nomination Notice, dated September 15, 2022.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 19, 2022

**FF TOP HOLDING LLC**

By: Pacific Technology Holding LLC  
Its: Managing Member

By: FF Global Partners LLC  
Its: Managing Member  
By: /s/ Jiawei Wang

Name: Jiawei Wang  
Title: President

Dated: September 19, 2022

**PACIFIC TECHNOLOGY HOLDING LLC**

By: FF Global Partners LLC  
Its: Managing Member  
By: /s/ Jiawei Wang

Name: Jiawei Wang  
Title: President

Dated: September 19, 2022

**FF GLOBAL PARTNERS LLC**

By: /s/ Jiawei Wang  
Name: Jiawei Wang  
Title: President

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## FF TOP HOLDING LLC

Faraday Future Intelligent Electric Inc.  
c/o Faraday & Future  
18455 S. Figueroa Street  
Los Angeles, CA 90248

Attention: Board of Directors and Acting General Counsel

Email: [Brian.Fritz@ff.com](mailto:Brian.Fritz@ff.com); [sswenson88@gmail.com](mailto:sswenson88@gmail.com); [scott@vogelpartners.com](mailto:scott@vogelpartners.com); [rch0004@gmail.com](mailto:rch0004@gmail.com);  
[edwin.goh.wg07@gmail.com](mailto:edwin.goh.wg07@gmail.com); [jordan@benchmarkrealestate.com](mailto:jordan@benchmarkrealestate.com); [briankrolicki@msn.com](mailto:briankrolicki@msn.com); [Matthias.aydt@ff.com](mailto:Matthias.aydt@ff.com);  
[bobqingyy@gmail.com](mailto:bobqingyy@gmail.com); [Carsten.breitfeld@ff.com](mailto:Carsten.breitfeld@ff.com)

September 15, 2022

Via Email & Courier

**RE: Notice of Nomination of Replacement FF Top Designees**

Reference is made to (i) the Shareholder Agreement, dated July 21, 2021 (the “Shareholder Agreement”), by and between Faraday Future Intelligent Electric Inc. (the “Company”) and FF Top Holding LLC (“FF Top”), (ii) the Notice of Removal of FF Top Designee delivered by FF Top to the Company on June 22, 2022 (the “Krolicki Removal Notice”), (iii) the Notice of Removal of FF Top Designee delivered by FF Top to the Company on September 6, 2022 (the “Swenson Removal Notice”) and (iv) the Notice of Nomination of Replacement FF Top Designee delivered by FF Top to the Company on June 24, 2022 (the “Original Nomination Notice”). Capitalized terms used herein but not otherwise defined shall have their respective meanings set forth in the Shareholder Agreement. This Notice of Nomination of Replacement FF Top Designees supersedes the Original Nomination Notice.

As you are aware, FF Top has, pursuant to the Krolicki Removal Notice and the Swenson Removal Notice, exercised its right to remove each of Mr. Brian Krolicki and Ms. Sue Swenson from the board of directors of the Company (the “Board”).

Section 2.1(c) of the Shareholder Agreement requires, among other things, that “[i]n the event that a vacancy is created at any time by the...removal...of any FF Top Designee or for any other reason, any individual nominated by or at the direction of the Board or the Nominating and Corporate Governance Committee to fill such vacancy shall be, and the Company shall use its reasonable best efforts to cause such vacancy to be filled, as soon as possible, by a new nominee of FF Top who qualifies as an FF Top Designee, and the Company shall use its reasonable best efforts to take or cause to be taken, to the fullest extent permitted by Law, at any time and from time to time, all Necessary Actions to accomplish the same.”

Pursuant to Section 2.1(c) of the Shareholder Agreement, FF Top hereby nominates (i) Ms. Han to the Board as replacement FF Top Designee for Ms. Swenson and (ii) Mr. Xin (Adam) He as replacement FF Top Designee for Mr. Krolicki. On June 24, 2022 (i.e., almost three months ago) we provided you with a director questionnaire, duly completed by Ms. Han, in the same form as provided by the Company to its own officers and directors, and on July 26, 2022 we provided you with a director questionnaire, duly completed by Mr. He, in such same form. On August 19, 2022, we further provided you a duly completed copy of a supplementary questionnaire that the Company itself requested in respect of Mr. He, and we were told by Company counsel on August 25, 2022 that “the FFIE Board and Nom/Gov Committee are evaluating Adam He and will revert asap”.

With respect to Ms. Han, FF Top further notes that the Board no longer needs to agree with FF Top that Ms. Han is independent under Nasdaq rules in order to appoint her to the Board since she is being nominated to replace Ms. Swenson, who is not an independent director. With that “obstacle” out of the way, FF Top sincerely hopes that the Board will not now try to find another pretext to avoid appointing Ms. Han to the Board.

The Board has had almost three months to consider Ms. Han’s qualifications and almost two months to consider Mr. He’s qualifications, notwithstanding that the Shareholder Agreement does not, in FF Top’s view, grant the Board broad discretion over who may be appointed as an FF Top Designee. FF Top expects the Board to promptly fulfill its obligations in respect of Ms. Han’s and Mr. He’s nominations, including by promptly (and in any event no later than 4:05 pm, New York time, on September 15, 2022) appointing each of Ms. Han and Mr. He to the Board (and disclosing such appointments under Item 5.02 of Form 8-K within four business days of the date of such appointment).

Should the Company fail to so act, FF Top will take further action to enforce its rights.

*(Remainder of page intentionally left blank.)*



