

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

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

FARADAY FUTURE INTELLIGENT ELECTRIC INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

84-4720320

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

18455 S. Figueroa Street
Gardena, CA

(Address of principal executive offices)

90248

(Zip Code)

FARADAY FUTURE INTELLIGENT ELECTRIC INC. 2021 STOCK INCENTIVE PLAN
(Full title of the plan)

Yun Han
Interim Chief Financial Officer
18455 S. Figueroa Street
Gardena, CA 90248
(310) 415-4807

(Name, address and telephone number, including area code, of agent for service)

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

EXPLANATORY NOTE

This Registration Statement is being filed by Faraday Future Intelligent Electric Inc., a Delaware corporation (the “Registrant”) for the purpose of registering an additional 36,601,977 shares of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”) for issuance under the Faraday Future Intelligent Electric Inc. 2021 Stock Incentive Plan (the “2021 Plan”). The Registrant previously filed with the Securities and Exchange Commission (the “Commission”) on August 15, 2022 a registration statement on [Form S-8](#) (SEC File No. 333-266901) (the “Prior Registration Statement”) registering shares of Class A Common Stock issuable under the 2021 Plan. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Registrant are incorporated in this Registration Statement by reference (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)):

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on March 9, 2023;
- (2) The Registrant’s Current Reports on Form 8-K, including any amendments thereto, filed with the Commission on [January 10, 2023](#), [January 17, 2023](#), [January 26, 2023](#), [January 31, 2023](#), [February 1, 2023](#), [February 6, 2023](#), [February 23, 2023](#), [March 1, 2023](#) (as amended March 2, 2023), [March 1, 2023](#), [March 3, 2023](#), [March 9, 2023](#), [March 15, 2023](#), [March 17, 2023](#), [March 23, 2023](#), [March 30, 2023](#), [April 18, 2023](#) and [May 2, 2023](#); and
- (3) The description of the Class A Common Stock included in the Registrant’s Registration Statement on [Form S-1](#), filed with the Commission on August 20, 2021, including any subsequent amendments or reports filed to update such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”).

Any statement contained in an Incorporated Document 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 other subsequently filed Incorporated Document 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.

Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any current report on Form 8-K, including the related exhibits under Item 9.01, that the Registrant may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
4.1	<u>Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on July 22, 2021).</u>
4.2	<u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Registrant, dated as of November 22, 2022 (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed with the Commission on December 8, 2022).</u>
4.3	<u>Second Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Faraday Future Intelligent Electric Inc., dated as of March 1, 2023 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on March 3, 2023).</u>
4.4	<u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed with the Commission on May 13, 2022).</u>
4.5	<u>Faraday Future Intelligent Electric Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Current Report on Form 8-K filed with the Commission on July 22, 2021).</u>
5.1*	<u>Opinion of Sidley Austin LLP with respect to the validity of the securities being registered hereby.</u>
23.1*	<u>Mazars USA LLP</u>
23.2*	<u>Consent of PricewaterhouseCoopers, LLP</u>
23.3*	<u>Consent of Sidley Austin LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page of this Registration Statement).</u>
107*	<u>Calculation of Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing 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 Gardena, State of California on the 4th day of May, 2023.

FARADAY FUTURE INTELLIGENT ELECTRIC INC.

By /s/ Xuefeng Chen
Xuefeng Chen
Global Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Xuefeng Chen, D. Michael Beck and Yun Han, and each or either of them, his or her true and lawful attorney-in-fact and agent, 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 or all amendments (including post-effective amendments) to this Registration Statement under the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on the 4th day of May, 2023.

<u>Signature</u>	<u>Title</u>
<u>/s/ Xuefeng Chen</u> Xuefeng Chen	Global Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Yun Han</u> Yun Han	Interim Chief Financial Officer and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Adam (Xin) He</u> Adam (Xin) He	Interim Chairman of the Board
<u>/s/ Chad Chen</u> Chad Chen	Director
<u>Li Han</u>	Director
<u>/s/ Jie Sheng</u> Jie Sheng	Director
<u>/s/ Ke Sun</u> Ke Sun	Director
<u>/s/ Chui Tin Mok</u> Chui Tin Mok	Director

SIDLEY

Sidley Austin LLP
One South Dearborn Street
Chicago, IL 60603
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AMERICA • ASIA PACIFIC • EUROPE

May 4, 2023

Faraday Future Intelligent Electric Inc.
18455 S. Figueroa Street
Gardena, California 90248

Re: 36,601,977 shares of Class A Common Stock, \$0.0001 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Faraday Future Intelligent Electric Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 36,601,977 shares (the "Registered Shares") of Class A Common Stock, \$0.0001 par value per share (the "Common Stock"), of the Company which may be issued under the Faraday Future Intelligent Electric Inc. Amended and Restated 2021 Stock Incentive Plan (the "2021 Plan").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the 2021 Plan, the Registration Statement, the Company's Second Amended and Restated Certificate of Incorporation, the Company's Amended and Restated Bylaws, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the 2021 Plan, and the proposal adopted by the stockholders of the Company relating to the 2021 Plan at the Special Meeting of Stockholders held on July 20, 2021. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

SIDLEY

Faraday Future Intelligent Electric Inc.

May 4, 2023

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Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the 2021 Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the 2021 Plan; and (iii) a certificate representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the 2021 Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP
Sidley Austin LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Faraday Future Intelligent Electric, Inc.'s 2021 Stock Incentive Plan of our report dated March 9, 2023, with respect to the consolidated financial statements of Faraday Future Intelligent Electric, Inc. included in its Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission. The report for Faraday Future Intelligent Electric, Inc. includes an explanatory paragraph about the existence of substantial doubt about its ability to continue as a going concern.

/s/ Mazars USA LLP
New York, New York
May 4, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Faraday Future Intelligent Electric Inc. of our report dated May 13, 2022 relating to the financial statements, which appears in Faraday Future Intelligent Electric Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
May 4, 2023

Calculation of Filing Fee Table

FORM S-8
(Form Type)Faraday Future Intelligent Electric Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.0001 par value	Rule 457(c) and Rule 457(h)	36,601,977	\$0.1583	\$ 5,782,262.86	0.00011020	\$ 638.31
Total Offering Amounts					\$ 5,782,262.86		\$ 638.31
Total Fee Offsets							\$ --
Net Fee Due							\$ 638.31

- (1) The number of shares of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of Faraday Future Intelligent Electric Inc., a Delaware corporation (the "Registrant"), available for issuance under the Faraday Future Intelligent Electric Inc. 2021 Stock Incentive Plan (the "Plan") is subject to an automatic annual increase on the first day of each calendar year, beginning with the calendar year ending December 31, 2022, and continuing until (and including) the calendar year ending December 31, 2031, in an amount equal to the lesser of (i) 5% of the number of shares of Class A Common Stock issued and outstanding on December 31 of the immediately preceding fiscal year and (ii) an amount determined by the Board of Directors of the Registrant (the "Evergreen Provision"). Accordingly, the number of shares of Class A Common Stock available for issuance under the Plan was increased by 36,601,977 shares, which is equal to the sum of (i) 5% of the total number of shares of Class A Common Stock outstanding as of December 31, 2021 and (ii) 5% of the total number of shares of Class A Common Stock outstanding as of December 31, 2022. This Registration Statement registers the 36,601,977 additional shares of Class A Common Stock available for issuance under the Plan as of January 1, 2023 as a result of the Evergreen Provision. In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of the registrant's common stock that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the registrant's receipt of consideration which would increase the number of outstanding shares of Class A Common Stock.
- (2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee, based on the average of the high and low sales prices of the Class A Common Stock reported on The Nasdaq Stock Market LLC on May 2, 2023.