

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Faraday Future Intelligent Electric Inc.

(Name of Issuer)

CLASS A COMMON STOCK, \$0.0001 PAR VALUE

(Title of Class of Securities)

74348Q108

(CUSIP Number)

Season Smart Limited
C/O China Evergrande Group
23F, China Evergrande Centre
No.38 Gloucester Road
Wanchai, Hong Kong

Baker McKenzie LLP
Attn: Derek Liu
Two Embarcadero Center, 11th Floor
San Francisco, California 94111
Tel: +1 415 984 3841

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

August 24, 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 that 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 §240.13d-7 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 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 the 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).

CUSIP No.

74348Q108

1	NAMES OF REPORTING PERSON: Season Smart Limited I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: -0-
	8	SHARED VOTING POWER: 66,494,117 shares of Class A Common Stock
	9	SOLE DISPOSITIVE POWER: -0-
	10	SHARED DISPOSITIVE POWER: 66,494,117 shares of Class A Common Stock
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 66,494,117 shares of Class A Common Stock	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.5%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

CUSIP No.

74348Q108

1	NAMES OF REPORTING PERSON: China Evergrande Group I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
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3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: -0-
	8	SHARED VOTING POWER: 66,494,117 shares of Class A Common Stock
	9	SOLE DISPOSITIVE POWER: -0-
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.5%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

CUSIP No.

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1	NAMES OF REPORTING PERSON: New Garland Limited I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: -0-
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.5%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

CUSIP No.

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1	NAMES OF REPORTING PERSON: Global Development Limited I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: -0-
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14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

CUSIP No.

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1	NAMES OF REPORTING PERSON: Acelin Global Limited I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: -0-
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.5%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

CUSIP No.

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1	NAMES OF REPORTING PERSON: Evergrande Health Industry Holdings Limited I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: -0-
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.5%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

CUSIP No.

74348Q108

1	NAMES OF REPORTING PERSON: China Evergrande New Energy Vehicle Group Limited I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: -0-
	8	SHARED VOTING POWER: 66,494,117 shares of Class A Common Stock
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.5%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

CUSIP No.

74348Q108

1	NAMES OF REPORTING PERSON: Xin Xin (BVI) Limited I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: British Virgin Islands	
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14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

CUSIP No.

74348Q108

1	NAMES OF REPORTING PERSON: Hui Ka Yan I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Hong Kong Special Administrative Region, People's Republic of China	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: -0-
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14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IN	

EXPLANATORY NOTE

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 of Faraday Future Intelligent Electric Inc., a Delaware corporation (the “Issuer”) on August 1, 2022 (the “Original Schedule 13D”) and together with this Amendment No. 1, the “Schedule 13D”). Terms defined in the Schedule 13D are used herein as so defined. Except as specifically provided herein, this Amendment No. 1 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 August 24, 2022, Season Smart delivered a letter to the Board of Directors of the Issuer (the “Board”), regarding the previously announced proposed special meeting of shareholders. The letter expressed Season Smart’s view that the Board should hold such special meeting expeditiously in order to resolve the Issuer’s ongoing governance disputes and supported the right of FF Top Holding LLC (“FF Top”) to remove its director nominees pursuant to the terms of its Shareholder Agreement with the Issuer. On September 10, 2022, Season Smart delivered a second letter to the Board, reiterating its support for holding the special meeting and reaffirming its views regarding the right of FF Top to remove its director nominees, including Sue Swenson and Brian Krolicki.

In light of the ongoing governance dispute between the Issuer and FF Top, Season Smart may from time to time deliver additional written communications to the Board to express its views in its capacity as a significant shareholder of the Company. Season Smart believes that such communications are vital for the preservation of the value of its interests in the Issuer.”

Item 7. Material to be Filed as Exhibit

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

[Exhibit 3](#) [Letter from Season Smart to the Board, dated August 24, 2022.](#)

[Exhibit 4](#) [Letter from Season Smart to the Board, dated September 10, 2022.](#)

SIGNATURES

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 15, 2022

Season Smart Limited

on behalf of itself and each other Reporting Person hereunder

By: /s/ Qin Liyong

Name: Qin Liyong

Title: Director



Baker & McKenzie LLP

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San Francisco, CA 94111-3802
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August 24, 2022

Board of Directors
Faraday Future Intelligent Electric Inc.
Via e-mail

RE: Special Meeting of Shareholders

Dear Board:

We write on behalf of our client, Season Smart Limited ("Season Smart"), the second largest shareholder of Faraday Future Intelligent Electric Inc. (the "Company").

For the reasons described below, Season Smart strongly urges the Company to hold the special meeting contemplated by its preliminary proxy statement filed with the SEC on August 8, 2022 (the "Special Meeting") as soon as practicable, and to establish a date for its annual meeting as soon as practicable thereafter. We note in this respect that the 10 calendar day waiting period after filing the preliminary proxy statement has already passed, and the only reason for any further delays in holding the meeting would be resolving any SEC comments.

The Company's current financial situation is of significant concern for Season Smart. The Company's share price has fallen from the initial \$10.00 de-SPAC value down recently to as low as \$1.73, and the Company's cash situation has deteriorated from \$505 million as of December 31, 2021 to a reported \$52.2 million as of August 9, 2022.

Season Smart was extremely disappointed with the terms of the convertible notes financing announced on August 15. Between the 10% (or 15%) coupon, below-market conversion price, warrant coverage, original issue discount, make-whole, full ratchet anti-dilution and optional purchase of Tranche B notes, the convertible notes were highly unfavorable to the Company and represent substantial dilution to Season Smart and other existing shareholders. Moreover, Season Smart was shocked to learn of such financing without the Company's consulting with Season Smart or other large shareholders, particularly given that the Company is required to obtain shareholder approval to authorize such substantial dilution pursuant to NASDAQ rules. The Company appears to be engineering an end-run on its shareholders' voting rights by seeking financial viability exemption.

At this sensitive moment, it is Season Smart's view that the current boardroom turmoil is exceedingly counterproductive and is distracting the Company from making the right decisions for the Company and its shareholders. The narrative presented to outside shareholders within both the Company's August 8th proxy materials and FF Top's August 17th proxy materials portrays a board that is beset by internal turmoil and factionalism. Without taking either side in the broader debate, it does seem clear based on the terms of the Shareholders Agreement that FF Top has the contractual right to remove Brian Krolicki. It is Season Smart's view that expeditiously executing that removal is the clearest path to restoring some semblance of order to the boardroom.

It is clearly not in the best interests of the Company to continue with a split board, where the potential tie-breaking vote is a lame duck director. It appears that Mr. Krolicki has lost the support of the shareholder that originally appointed him, and his removal is only a matter of time. However, the Company does not have the luxury of time at this moment. Under the very unfortunate terms of the recently announced financing, the Company appears to only have 90 days after the initial closing to secure additional financing, and, after that, will be severely limited in the types of financing it can obtain. The Company needs to be hyper-focused to pursue that task -- and hopefully improve on the subpar terms it was able to obtain initially. Doing so with a fractured board and a lame duck director calls into question the legitimacy of every decision the Board takes going forward, and is unproductive to the collective goal of stabilizing the Company's finances.

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Season Smart further calls for the Board to also immediately comply with its obligations under Delaware law to hold its annual shareholders meeting. The Company has not held an annual meeting since becoming a public company, and is well overdue per the 13-month requirement under Delaware law.¹ Given the issues facing the Company, its shareholders deserve the right to have a forum to discuss the Company's direction. With the further effort to avoid a shareholder vote on the convertible note financing, there seems to be a disconcerting pattern of shareholder disenfranchisement, which Season Smart sincerely hopes is not the case. If the Company cannot fulfill such basic corporate functions, Season Smart reserves all rights to pursue remedies, and this letter is with full reservation and without waiver of any such rights.

As a next step, Season Smart would welcome an update from the Company as its earliest convenience as to the status of the proxy statement and a firm commitment as to the timing of the Special Meeting, as well as the setting of a record date and meeting date for an annual meeting.

Sincerely yours,

Chang Derek Liu

C. Derek Liu
Principal

cc: Season Smart Limited
Perrie Weiner, Principal, Baker & McKenzie LLP
Jeremy Moore, Principal, Baker & McKenzie LLP

¹ Delaware General Corporation Law Section 211(c).



Baker & McKenzie LLP

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United States

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September 10, 2022

Board of Directors
Faraday Future Intelligent Electric Inc.
Via e-mail

RE: Special Meeting of Shareholders and Governance Changes

Dear Board:

We write on behalf of our client, Season Smart Limited ("Season Smart"), the second largest shareholder of Faraday Future Intelligent Electric Inc. (the "Company").

We write as a follow-up to our prior letter of August 24, 2022. Our client has appreciated the engagement from the Company and its counsel since our letter. However, our client remains significantly concerned that the urgent actions to effectuate the necessary governance changes at the Company still have not been taken.

Our client read with significant concern the recently filed notice from FF Top Holding LLC ("FF Top"), dated September 6, 2022, and publicly filed yesterday. It agrees with FF Top's argument in such notice that (1) the Shareholder Agreement between FF Top and the Company entitles FF Top to remove its board designees and (2) that the Company has not taken sufficient action to effectuate such removal.

Based on our observations from public filings, the amended preliminary proxy statement was filed on August 29, 2022, and the ten-calendar day waiting period has expired. Assuming that the Company has received comments from the U.S. Securities and Exchange Commission, it should have at minimum filed by now a revised preliminary proxy to address any such comments. The fact that it has not done so seems to evidence that the Company is intentionally delaying the special meeting, in order to preserve the existing board of directors.

To reiterate our client's view, as contained in our prior letter: Season Smart is supportive of governance changes at the Company to remedy the ongoing dysfunctionality at the board level and calls upon the Company and its board to effectuate such changes as soon as possible.

Sincerely yours,

C. Derek Liu
Principal

cc: Season Smart Limited
Perrie Weiner, Principal, Baker & McKenzie LLP
Jeremy Moore, Principal, Baker & McKenzie LLP

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