

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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: Matthias Ayt
(424) 276-7616

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

June 22, 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).

| | | |
|--|--|---|
| 1 | NAMES OF REPORTING PERSONS FF Top Holding LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 117,705,569 (1) |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 64,000,588 (1) |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,705,569 (1) | |
| 12 | CHECK BOX 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) 38.9% (2) | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 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 302,276,801 shares of Class A Common Stock issued and outstanding as of May 18, 2022, as reported in the Issuer's Form S-1/A, filed by the Issuer with the Securities and Exchange Commission (the "SEC") on June 9, 2022. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

| | | |
|--|--|---|
| 1 | NAMES OF REPORTING PERSONS Pacific Technology Holding LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 117,705,569 (1) |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 65,181,277 (1) |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,705,569 (1) | |
| 12 | CHECK BOX 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) 38.9% (2) | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 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 302,276,801 shares of Class A Common Stock issued and outstanding as of May 18, 2022, as reported in the Issuer's Form S-1/A, filed by the Issuer with the SEC on June 9, 2022. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

| | | |
|--|--|---|
| 1 | NAMES OF REPORTING PERSONS FF Global Partners LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 117,705,569 (1) |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 65,181,277 (1) |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,705,569 (1) | |
| 12 | CHECK BOX 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) 38.9% (2) | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 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 302,276,801 shares of Class A Common Stock issued and outstanding as of May 18, 2022, as reported in the Issuer's Form S-1/A, filed by the Issuer with the SEC on June 9, 2022. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

AMENDMENT NO. 2 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 (as so amended through May 17, 2022, the “[Original Schedule 13D](#)” and together with this Amendment No. 2, the “[Schedule 13D](#)”). Terms defined in the Schedule 13D are used herein as so defined. Except as specifically provided herein, this Amendment No. 2 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 June 22, 2022, FF Top delivered a Notice of Removal of FF Top Designee (the “Removal 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”), stating that FF Top was exercising FF Top’s right to remove Mr. Brian Krolicki, an FF Top Designee, from the Board of Directors. Such notice also stated that FF Top intended to notify the Board of Directors of its nominee to fill the vacancy created by such removal by subsequent notice. A copy of the Removal Notice is included as Exhibit 7 to this Schedule 13D and incorporated herein by reference.

Also on June 22, 2022, FF Top delivered a letter to the Board of Directors requesting a review by a newly appointed independent director of Mr. Krolicki’s conduct while a member of the Board of Directors, in light of, among other things, the significant loss in shareholder value having occurred during his tenure on the Board of Directors.

On June 23, 2022, FF Top delivered a Notice of Nomination of Replacement FF Top Designee to the Board of Directors pursuant to Section 2.1(c) of the Shareholder Agreement, stating that FF Top was nominating Ms. Li Han, formerly a partner at an internationally recognized law firm, to replace Mr. Krolicki as an FF Top Designee (as such term is defined in the Shareholder Agreement) on the Board of Directors. A copy of such notice is included as Exhibit 8 to this Schedule 13D and incorporated herein by reference.

Also on June 23, 2022, the Issuer delivered a letter to FF Top, in which the Issuer stated that it believes the Removal Notice was ineffective. The Reporting Persons believe that the Issuer is in violation, among other things, of the Issuer’s obligations under Section 2.1(c) of the Shareholder Agreement, which states that the Issuer “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 facilitate the removal of any of the FF Top Designees that FF Top intends to remove.””

Item 7. Material to be Filed as Exhibits.

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

[Exhibit 7](#): Notice of Removal of FF Top Designee from FF Top to the Board of Directors, dated June 22, 2022.

[Exhibit 8](#): Notice of Nomination of Replacement FF Top Designee from FF Top to the Board of Directors, dated June 23, 2022.

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: June 24, 2022

FF TOP HOLDING LLC

By: Pacific Technology Holding LLC
Its: Managing Member

By: FF Global Partners LLC
Its: Managing Member

By: /s/ Nan Yang

Name: Nan Yang

Title: Secretary

Dated: June 24, 2022

PACIFIC TECHNOLOGY HOLDING LLC

By: FF Global Partners LLC
Its: Managing Member

By: /s/ Nan Yang

Name: Nan Yang

Title: Secretary

Dated: June 24, 2022

FF GLOBAL PARTNERS LLC

By: /s/ Nan Yang

Name: Nan Yang

Title: Secretary

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; sswenson88@gmail.com; scott@vogelpartners.com; rch0004@gmail.com; edwin.goh.wg07@gmail.com;
jordan@benchmarkrealestate.com; briankrolicki@msn.com; Matthias.aydt@ff.com; bobqingyy@gmail.com; Carsten.breitfeld@ff.com

June 22, 2022

Via Email & Courier

RE: Notice of Removal of FF Top Designee

Reference is made to 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”). Capitalized terms used herein but not otherwise defined shall have their respective meanings set forth in the Shareholder Agreement.

FF Top hereby exercises its right, pursuant to Section 2.1(c) of the Shareholder Agreement, to remove Mr. Brian Krolicki (an FF Top Designee) (the “Removed Person”) from the board of directors of the Company (the “Board”), with immediate effect. We will notify you of our nominee to fill the vacancy created by the removal of the Removed Person by subsequent notice no later than Friday, June 24, 2022.

FF Top also reminds the Company and the Removed Person that Section 2.1(c) of the Shareholder Agreement also requires the Company to “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 facilitate the removal of any of the FF Top Designees that FF Top intends to remove.” Necessary Action includes but is not limited to the taking by the Company of the actions specified in clauses (i) through (vii) of the definition thereof. Section 2.1(c) of the Shareholder Agreement states, 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.”

FF Top requires the Removed Person and the Company to acknowledge to FF Top in writing no later than 5 pm, New York time, on Thursday, June 23, 2022 that the Removed Person has been removed from the Board by virtue of this notice. FF Top additionally requires that the Board promptly comply and cause the Company to promptly comply with all of their respective obligations, pursuant to the Shareholder Agreement and otherwise, in connection with this matter including by (i) disclosing the removal of the Removed Person under Item 5.02 of Form 8-K within four business days of the date hereof, (ii) promptly appointing our replacement FF Top Designee to the Board upon receipt of our nomination thereof (and disclosing such appointment under Item 5.02 of Form 8-K within four business days of the date of such appointment) and (iii) promptly taking all further Necessary Action (as defined in the Shareholder Agreement) in connection with the subject matter of this notice.

Should the Company or the Removed Person fail to timely provide the acknowledgement referred to in the immediately preceding paragraph, or thereafter fail to timely take any of the other actions contemplated by the immediately preceding paragraph, FF Top will take further action to enforce its rights.

(Remainder of page intentionally left blank.)

Sincerely,

FF Top Holding LLC

By: FF Peak Holding LLC, its sole member

By: Pacific Technology Holding LLC, its sole member

By: FF Global Partners LLC, its managing member

By: /s/ Jay Sheng

Name: Jay Sheng

Title: Head of Operation

cc: Sidley Austin LLP
1999 Avenue of the Stars, 17th Floor
Attention: Vijay S. Sekhon, Esq.
E-mail: vsekhon@sidley.com

Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
Attention: Robert W. Allen
E-mail: bob.allen@kirkland.com

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; sswenson88@gmail.com; scott@vogelpartners.com; rch0004@gmail.com; edwin.goh.wg07@gmail.com;
jordan@benchmarkrealestate.com; Matthias.aydt@ff.com; bobqingvy@gmail.com; Carsten.breitfeld@ff.com

June 23, 2022

Via Email & Courier

RE: Notice of Nomination of Replacement FF Top Designee

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”) and (ii) the Notice of Removal of FF Top Designee (the “Removal Notice”) delivered by FF Top to the Company on June 22, 2022. Capitalized terms used herein but not otherwise defined shall have their respective meanings set forth in the Shareholder Agreement.

As you are aware, FF Top has pursuant to the Removal Notice exercised its right to remove Mr. Brian Krolicki (the “Removed Person”) 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 Ms. Li Han (the “Nominee”) to the Board as replacement FF Top Designee for the Removed Person. Enclosed herewith is a director questionnaire, in the form provided by the Company to its officers and directors earlier this year, that has been duly completed by the Nominee and reflects that the Nominee is “independent” under applicable Nasdaq rules.

FF Top expects the Board to promptly fulfill its obligations in respect of this matter, including by promptly (and in any event no later than noon, Pacific time, on June 27, 2022) appointing the Nominee to the Board (and disclosing such appointment 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.)

Sincerely,

FF Top Holding LLC

By: FF Peak Holding LLC, its sole member

By: Pacific Technology Holding LLC, its sole member

By: FF Global Partners LLC, its managing member

By: /s/ Jay Sheng

Name: Jay Sheng

Title: Authorized Person

cc: Sidley Austin LLP
1999 Avenue of the Stars, 17th Floor
Attention: Vijay S. Sekhon, Esq.
E-mail: vsekhon@sidley.com

Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
Attention: Robert W. Allen
E-mail: bob.allen@kirkland.com