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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 9)***

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 6, 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) 35.9% (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 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.

| | | |
|--|--|---|
| 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) 35.9% (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 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.

| | | |
|--|--|---|
| 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) 35.9% (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 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. 9 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 and August 23, 2022 (as so amended through August 23, 2022, the "Original Schedule 13D") and together with this Amendment No. 9, the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined. Except as specifically provided herein, this Amendment No. 9 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 6, 2022, FF Top delivered a Notice of Removal of FF Top Designee (the "Second 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 Ms. Susan Swenson, an FF Top Designee (as such term is defined in the Shareholder Agreement), from the Board of Directors. In the Second Removal Notice, FF Top also required that the Issuer "no later than 4:05 p.m., New York time, on Wednesday, September 7, 2022, either (i) cause Ms. Swenson and Mr. Krolicki to resign from the Board [of Directors], and all other positions they may hold with the [Issuer], with immediate effect and disclose the same under Item 5.02 of Form 8-K by such same deadline or (ii) (A) remove Ms. Swenson and Mr. Krolicki from all management, Board, and Board committee positions with immediate effect (disclosing the same on Form 8-K by such same deadline), (B) request via public announcement the immediate resignation of Ms. Swenson and Mr. Krolicki in the best interests of the [Issuer] and (C) file a revised Special Meeting proxy statement, adding the Swenson [r]emoval [p]roposal to the items to be voted on and including the meeting and record dates for the Special Meeting." FF Top also more generally required in the Second Removal Notice that, among other things, the Issuer take all "Necessary Action" (as defined in the Shareholder Agreement) in connection with the subject matter of the Second Removal Notice. A copy of the Second Removal Notice is included as Exhibit 10 to this Schedule 13D and incorporated herein by reference."

ITEM 7. Material to be Filed as Exhibits.

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

[Exhibit 10:](#) Second Removal Notice, dated September 6, 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: September 9, 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 9, 2022

PACIFIC TECHNOLOGY HOLDING LLC

By: FF Global Partners LLC
Its: Managing Member

By: /s/ Jiawei Wang

Name: Jiawei Wang
Title: President

Dated: September 9, 2022

FF GLOBAL PARTNERS LLC

By: /s/ Jiawei Wang

Name: Jiawei Wang
Title: President

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;
Bob.Ye@ff.com; Carsten.Breitfeld@ff.com

September 6, 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 Ms. Susan Swenson (an FF Top Designee) from the board of directors of the Company (the “Board”). FF Top previously exercised its right to remove Mr. Brian Krolicki (also an FF Top Designee) from the Board on June 22, 2022. The Company has yet to effectuate the removal of Mr. Krolicki, in violation of its obligations under the Shareholder Agreement.

FF Top understands that on June 27, 2022 (five days after FF Top exercised its right to remove Mr. Krolicki), the Board approved the calling of a Special Meeting of Stockholders (the “Special Meeting”) to remove Mr. Krolicki. Notwithstanding that Board action and the Company’s obligation under the Shareholder Agreement to facilitate the removal of Mr. Krolicki, the Company did not file a preliminary proxy statement to remove Mr. Krolicki (the “Krolicki Removal Proxy Statement”) for forty-three days, and the Special Meeting has *still* not been called. We also note that notwithstanding our repeated requests that the Company publicly announce the meeting date and record date for the Special Meeting, it has refused to do so, allegedly because SEC comments (which it has told FF Top had not been received as of August 22, 2022) could affect the record date and meeting date used; however we remind the Company that neither the Securities Exchange Act of 1934 (as amended) nor Delaware law prohibits a Delaware corporation from changing previously announced meeting and record dates if it becomes legally impossible to maintain those announced dates. Company counsel previously informed FF Top’s counsel that the Company had initiated Rule 14a-13 compliant broker searches for July 28, 2022 and August 29, 2022—we expect the Company to immediately publicly announce August 29, 2022 as the record date for the Special Meeting and also immediately publicly announce a meeting date to occur promptly thereafter.

FF Top reminds the Company, Ms. Swenson and Mr. Krolicki that Section 2.1(c) of the Shareholder Agreement 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 further 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.”

It is clear that the Company is delaying discharging its obligations under the Shareholder Agreement. FF Top hereby demands that, in the event Ms. Swenson and Mr. Krolicki do not immediately resign from the Board on their own initiative, the Board and the Company promptly take all Necessary Actions to remove Ms. Swenson and Mr. Krolicki from the Board, including, without limitation, by (i) requesting via public announcement the immediate resignation of Ms. Swenson and Mr. Krolicki in the best interests of the Company, (ii) calling the Special Meeting and (iii) adding the removal of Ms. Swenson (the “Swenson Removal Proposal”) to the matters to be voted on by the Company’s stockholders at the Special Meeting. Concurrently, as part of the Board’s obligation to take all “Necessary Action” with respect to the removal of Ms. Swenson and Mr. Krolicki, we demand that the Board (i) immediately remove Ms. Swenson from all management and Board positions she holds, including by immediately removing her as Executive Chairperson and Chairperson of the Board, and (ii) immediately remove Mr. Krolicki from all Board committee positions he holds.

FF Top requires that the Company, no later than 4:05 p.m., New York time, on Wednesday, September 7, 2022, either (i) cause Ms. Swenson and Mr. Krolicki to resign from the Board, and all other positions they may hold with the Company, with immediate effect and disclose the same under Item 5.02 of Form 8-K by such same deadline or (ii) (A) remove Ms. Swenson and Mr. Krolicki from all management, Board, and Board committee positions with immediate effect (disclosing the same on Form 8-K by such same deadline), (B) request via public announcement the immediate resignation of Ms. Swenson and Mr. Krolicki in the best interests of the Company and (C) file a revised Special Meeting proxy statement, adding the Swenson Removal Proposal to the items to be voted on and including the meeting and record dates for the Special Meeting. FF Top additionally requires that the Board promptly comply and cause the Company to promptly comply with all of their other respective obligations pursuant to the Shareholder Agreement and otherwise in connection with this matter, including by (i) promptly appointing any replacement FF Top Designee to the Board upon receipt of FF Top’s 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 (ii) promptly taking all further Necessary Action (as defined in the Shareholder Agreement) in connection with the subject matter of this notice. Furthermore, the Board should refrain from taking any action which would require the votes of Ms. Swenson and Mr. Krolicki, and FF Top will seek to hold them personally liable for any damages to the Company or its stockholders resulting from such actions.

Should the Company fail to timely take any of the actions contemplated by the immediately preceding paragraph, FF Top will take further action to enforce its rights. FF Top additionally warns the Board that to the extent the Board makes any attempts to abuse corporate processes, Nasdaq rules or bankruptcy or insolvency processes to further entrench themselves or dilute or disenfranchise Company stockholders, FF Top will seek to hold all Board members voting in favor of such steps liable, including in their personal capacities.

(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

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
Attention: Marshall S. Huebner
Joseph A. Hall
Darren S. Klein
E-mail: marshall.huebner@davispolk.com
joseph.hall@davispolk.com
darren.klein@davispolk.com