

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

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)

October 14, 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) 28.3% (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 on a one-to-one basis.

(2) Based on 416,060,596 shares of Class A Common Stock, comprised of (i) 392,765,372 shares of Class A Common Stock issued and outstanding as of September 14, 2022, as reported in the Issuer's amended Registration Statement on Form S-1 (the "S-1/A"), filed by the Issuer with the Securities and Exchange Commission (the "SEC") on October 7, 2022, (ii) the issuance of 2,687,083 shares of Class A Common Stock and 14,339,110 shares of Class A Common Stock upon the exercise of certain

warrants on September 26, 2022 and September 27, 2022, as reported in the S-1/A and (iii) the issuance of 6,269,031 shares of Class A Common Stock upon the exchange of certain promissory notes, as reported in the Issuer's Current Report on Form 8-K (the "October 11 8-K"), filed by the Issuer with the SEC on October 11, 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) 28.3% (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 on a one-to-one basis.

(2) Based on 416,060,596 shares of Class A Common Stock, comprised of (i) 392,765,372 shares of Class A Common Stock issued and outstanding as of September 14, 2022, as reported in the S-1/A, (ii) the issuance of 2,687,083 shares of Class A Common Stock and 14,339,110 shares of Class A Common Stock upon the exercise of certain warrants on September 26, 2022 and September 27, 2022, as reported in the S-1/A and (iii) the issuance of 6,269,031 shares of Class A Common Stock upon the

exchange of certain promissory notes, as reported in the October 11 8-K. 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) 28.3% (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 on a one-to-one basis.

(2) Based on 416,060,596 shares of Class A Common Stock, comprised of (i) 392,765,372 shares of Class A Common Stock issued and outstanding as of September 14, 2022, as reported in the S-1/A, (ii) the issuance of 2,687,083 shares of Class A Common Stock and 14,339,110 shares of Class A Common Stock upon the exercise of certain warrants on September 26, 2022 and September 27, 2022, as reported in the S-1/A and (iii) the issuance of 6,269,031 shares of Class A Common Stock upon the

exchange of certain promissory notes, as reported in the October 11 8-K. Assumes the conversion of the Class B Common Stock referred to in footnote 1 into shares of Class A Common Stock.

AMENDMENT NO. 13 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, September 9, 2022, September 19, 2022, September 26, 2022 and October 17, 2022 (as so amended through October 17, 2022, the "Original Schedule 13D") and together with this Amendment No. 13, the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined. Except as specifically provided herein, this Amendment No. 13 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 October 14, 2022, FF Top delivered a Notice of Nomination of Replacement FF Top Designees (the "Han Nomination Notice") to the Issuer stating that FF Top was nominating Ms. Li Han to fill the vacancy on the Board left by Ms. Susan Swenson's resignation. In the Han Nomination Notice, FF Top states, among other things, that since "the 'Implementation Condition' (as defined in the [Heads of Agreement]) has not been satisfied and Ms. Swenson's resignation was not effected in accordance with the first sentence of Section 3(b) of Part C of the [Heads of Agreement], the restriction set forth in the second sentence of Section 3(b) of Part C of the [Heads of Agreement] does not apply, and FF Top has the right pursuant to the Shareholder Agreement (as defined in the [Heads of Agreement]) to fill the vacancy created by Ms. Swenson's resignation at any time." A copy of the Han Nomination Notice is included as Exhibit 15 to this Amendment and incorporated herein by reference. FF Top has further communicated to the Issuer that (i) it believes adding Ms. Li Han, who has a strong background in corporate governance and law as a result of having been both a public company general counsel at Shanda Group and a lawyer at several prestigious international law firms, will strengthen and bring needed skills to the Board and (ii) once Mr. Brian Krolicki resigns from the Board, which he is required to do once the "Implementation Condition" (as defined in the Heads of Agreement) has been satisfied, the Issuer will need another independent Board member in order for the Board to continue to be comprised of a majority of independent directors, as required by Nasdaq rules.

FF Top has further communicated to the Issuer that it believes that Ms. Swenson's vacancy should be filled with a nominee of FF Top, notwithstanding the current level of FF Top's beneficial ownership of the Issuer, in light of the manner in which the Issuer has recently substantially diluted FF Top and other pre-existing stockholders of the Issuer.

As of the date of this Amendment, the Issuer has not appointed Ms. Han to the Board, nor has the Board formally directly responded to the Han Nomination Notice."

Item 7. Material to be Filed as Exhibits.

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

[Exhibit 15:](#) Han Nomination Notice, dated October 14, 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: October 18, 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: October 18, 2022

PACIFIC TECHNOLOGY HOLDING LLC

By: FF Global Partners LLC
Its: Managing Member

By: /s/ Jiawei Wang

Name: Jiawei Wang
Title: President

Dated: October 18, 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; rch0004@gmail.com; edwin.goh.wg07@gmail.com; briankrolicki@msn.com;
Matthias.aydt@ff.com; bobqingyy@gmail.com; Carsten.breitfeld@ff.com; hexin2@gmail.com

October 14, 2022

Via Email & Courier

RE: Notice of Nomination of Replacement FF Top Designees

Dear Members of the Board of Directors (the “Board”) of Faraday Future Intelligent Electric, Inc. (“FFIE”):

Reference is made to the Shareholder Agreement, dated July 21, 2021 (the “Shareholder Agreement”), by and between FFIE 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.

Following the recent resignations from the Board of Mr. Scott Vogel, Mr. Jordan Vogel and Ms. Susan Swenson (formerly an FF Top Designee), there are seven members of the Board, four of whom have been deemed to be independent under Nasdaq rules and three of whom are executive directors. One of the remaining independent directors on the Board, Mr. Brian Krolicki, is anticipated to resign by the Heads of Agreement, dated September 23, 2022 (the “HoA”), by and among FF Top Holdings LLC (“FF Top”), FF Global Partners LLC and FFIE, upon the “Implementation Condition” (as defined in the HoA) being satisfied. Following Mr. Krolicki’s resignation from the Board, the Board will only have six members.

As the Board is aware, FFIE has monumental tasks ahead of it over the next several weeks prior to the 2022 annual meeting, and it is important that the Board has sufficient qualified Board members with familiarity with FFIE to ensure the current Board is able to cede to the post-2022 annual meeting Board a financially stronger and more operationally-stable FFIE, and to best position FFIE for a speedy and orderly start of production for the FF 91.

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...resignation 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.”

Since (among other things) the “Implementation Condition” (as defined in the HoA) has not been satisfied and Ms. Swenson’s resignation was not effected in accordance with the first sentence of Section 3(b) of Part C of the HoA, the restriction set forth in the second sentence of Section 3(b) of Part C of the HoA does not apply, and FF Top has the right pursuant to the Shareholder Agreement (as defined in the HoA) to fill the vacancy created by Ms. Swenson’s resignation at any time.

Pursuant to Section 2.1(c) of the Shareholder Agreement, FF Top hereby nominates Ms. Li Han to the Board as replacement FF Top Designee for Ms. Swenson. On June 24, 2022 (i.e., more than three months ago) we provided the Board 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 have also communicated with the Board or its counsel on more than one occasion why Ms. Han is an independent director under Nasdaq rules notwithstanding her former law firm’s prior representations of FFIE (see Nasdaq FAQ 138, the text of which is attached hereto as Annex A). To the extent the Nominating and Corporate Governance Committee would like to do so, Ms. Han is available this week at its convenience for an interview. Given how long the Board has had to consider Ms. Han’s candidacy, we assume that there are no further hurdles to her appointment to the Board beyond such an interview.

FF Top expects the Board to promptly fulfill its obligations in respect of Ms. Han’s nomination, including by promptly (and in any event no later than 12:00 pm, Pacific time, on October 17, 2022) appointing Ms. Han 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). We hope that given recent changes to the Board and the governance resolution reached on September 23, 2022, it is now easier for the current Board to comply with its obligations pursuant to Section 2.1(c) of the Shareholder Agreement and respect FF Top’s contractual rights.

FF Top looks forward to continuing to work collaboratively with the Board towards the betterment of FFIE.

(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

Annex A

Text of Nasdaq FAQ # 138

How does Nasdaq apply the look back set forth in Listing Rule 5605(a)(2)(D)?

Listing Rule 5605(a)(2)(D) precludes a director from being independent if the director is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the company made, or from which the company received certain payments in the current or any of the past three fiscal years. If the director is currently a partner in, controlling shareholder of, or executive officer of an entity which has made or received such payments, then the individual is not eligible to be an independent director. **However, if the director ceases to be associated with the entity, then the director is not precluded from being an independent director under this paragraph of the Rule because the 3 year look back period is no longer applicable.**
