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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

FARADAY FUTURE INTELLIGENT ELECTRIC INC.
(Name of Registrant as Specified In Its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-
-

On July 12, 2024, Faraday Future Intelligent Electric Inc., a Delaware corporation (“FF” or the “Company”) posted the following to its website:



Dear FFIE Stockholders,

Faraday Future Intelligent Electric Inc. plans to hold the **Annual Meeting of Stockholders on July 31, 2024**. The Company's Board of Directors has approved, among other proposals to be submitted to stockholders for approval, a proposal authorizing an increase in the Company's authorized shares and a proposal to authorize the Company's Board of Directors to effect a reverse stock split of the Company's common stock. Whether or not you plan to attend, your vote is very important. You can vote your shares by internet, telephone, or mail.

Vote **FOR** Proposal 3

(Share Authorization Proposal)

Helps clear the path for additional future strategic investments that could support a ramp up in production and delivery of the FF 91.

Vote **FOR** Proposal 4

(Reverse Stock Split Proposal)

Supports meeting the minimum bid price requirement to assist with regaining full Nasdaq compliance and remaining listed on the Nasdaq Capital Market.

These Proposals are Critical to Faraday Future.

Proposal 3, if approved by stockholders, authorizes an increase the number of authorized shares of the Company's common stock, which we expect will help **clear the path for additional future strategic investments that could support a ramp up in production and delivery of the FF 91** and could help **support the development of a China-US automotive industry bridge strategy**.

Proposal 4, if approved by stockholders, authorizes a reverse stock split with a ratio of up to 40 to 1 to help mitigate the risk of the Company's common stock being delisted from the Nasdaq Capital Market. The Nasdaq Hearings Panel granted the Company's request for continued listing on Nasdaq, conditioned in part on meeting the minimum bid price requirement by August 31, 2024. **If the stock price naturally meets Nasdaq's minimum bid requirements, the Company's Board of Directors may determine to defer or not implement a reverse stock split.**

Why are we proposing a reverse stock split of up to 40 to 1?

The reverse stock split is mathematical and doesn't change your relative ownership in the Company, but it does affect the number of shares outstanding and the price per share. While 40 to 1 is the maximum ratio that the Company's Board of Directors may approve, we believe it would be prudent to provide a margin of safety over the longer term with respect to Nasdaq's minimum bid requirement given it is not possible to predict how Faraday Future's stock price will develop.

Our Stockholders Drive Faraday Future.

Your Vote is Very Important, so Please Vote Your Shares Today!

How To Vote Your FFIE Shares

The voting process may vary depending on your broker. To learn how to cast your vote, please follow the steps based on your broker from the list below. If your broker is not listed, select 'All Other Brokers'.

Many brokers outside of the US don't allow retail stockholders to vote. Check with your broker if proxy voting is allowed.



Fidelity

To cast your vote online, you'll need to search for a specific email in your inbox, which may be in your spam folder (same email address that is

associated with your broker account):

- Search for an email received in 2024 using the following keywords: **"Fidelity.Investments.email@ shareholderdocs.fidelity.com"**
- Open the email and follow described instructions to vote.
- If you cannot locate this email, try follow the instructions below voting by mail, phone, ProxyVote.com Website or the QR Code below.



Robinhood

To cast your vote online, you'll need to search for a specific email in your inbox, which may be in your spam folder (same email address that is associated with your broker account).

- Search for an email received in 2024 using the following keywords: **"noreply@robinhood.com Faraday Future"**
- Open the email and click **VOTE**.
- If you cannot locate this email, try follow the instructions below voting by mail, phone, ProxyVote.com Website or the QR Code below.

Interactive Brokers LLC



To cast your vote online, you'll need to search for a specific email in your inbox, which may be in your spam folder (same email address that is associated with your broker account).

- Search for an email received in 2024 using the following keywords: **"interactivebrokers@proxydocs.com Faraday Future"**
- Open the email and follow described instructions.
- If you cannot locate this email, try follow the instructions below voting by mail, phone, ProxyVote.com Website or the QR Code below.

TD Ameritrade Clearings Inc.



- Log into your brokerage account, use the keywords **"Proxy Events"** in the search bar and navigate to proxy events. You may also contact your brokerage directly.
- Alternatively, search for a 16-digit control number in your postal mail. Visit www.proxyvote.com and submit your 16-digit control number to vote.
- You may also try voting following the instructions below by mail, phone, ProxyVote.com Website or the QR Code below.



E*TRADE Securities Inc.

To cast your vote online, you'll need to search for a specific email in your inbox, which may be in your spam folder (same email address that is associated with your broker account).

- Search for an email received in 2024 using the following keywords: **"id@proxyvote.com Faraday Future"**
- Open the email and follow described instructions.
- You may also try voting following the instructions below by mail, phone, ProxyVote.com Website or the QR Code below.



Merrill Lynch

To cast your vote online, you'll need to search for a specific email in your inbox, which may be in your spam folder (same email address that is associated with your broker account).

- Search for an email received in 2024 using the following keywords: **"id@proxyvote.com Faraday Future"**
- Open the email and follow described instructions.
- You may also try voting following the instructions below by mail, phone, ProxyVote.com Website or the QR Code below.



Charles Schwab & Co., LLC

- Log into your brokerage account, use the keywords **"Proxy Events"** in the search bar and navigate to proxy events. You may also contact your brokerage directly.
- Alternatively, search for a 16-digit control number in your postal mail. Visit www.proxyvote.com and submit your 16-digit control number to vote.
- You may also try voting following the instructions below by mail, phone, ProxyVote.com Website or the QR Code below.



Vanguard Brokerage Services

To cast your vote online, you'll need to search for a specific email in your inbox, which may be in your spam folder (same email address that is associated with your broker account).

- Search for an email received in 2024 using the following keywords: **"id@proxyvote.com Faraday Future"**
- Open the email and follow described instructions.
- You may also try voting following the instructions below by mail, phone, ProxyVote.com Website or the QR Code below.

Morgan Stanley

To cast your vote online, you'll need to search for a specific email in your inbox, which may be in your spam folder (same email address that is associated with your broker account).

- Search for an email received in 2024 using the following keywords: "id@proxyvote.com Faraday Future"
• Open the email and follow described instructions.
• You may also try voting following the instructions below by mail, phone, ProxyVote.com Website or the QR Code below.



All Other Brokers

To cast your vote online, you'll need to search for a specific email in your inbox, which may be in your spam folder (same email address that is associated with your broker account).

Try searching for each of these three terms to see if you can locate an email from your broker sent in 2024:

- id@proxyvote.com Faraday Future
• @proxydocs.com Faraday Future
• @saytechnologies.com Faraday Future

If you find an email, open it and follow described instructions.

If you cannot locate this email, try follow the instructions below voting by mail, phone, ProxyVote.com Website or the QR Code below.

VOTE ONLINE

HIGHLY RECOMMENDED

- 1. Locate the web address on the voting instruction form received in the mail, follow the link in the email received, or follow the link to vote online below.
2. Locate the unique Control Number on the voting instruction form.
3. Access the designated voting website by entering your unique Control Number.
4. Follow the instructions provided.

Please have your proxy card in hand when accessing the website. There are easy-to-follow directions to help you complete the electronic voting instruction form.

Click Here to Vote

VOTE WITH YOUR SMARTPHONE

Vote by scanning the Quick Response Code or "QR Code" on the Proxy Card/VIF enclosed.



VOTE BY CALLING

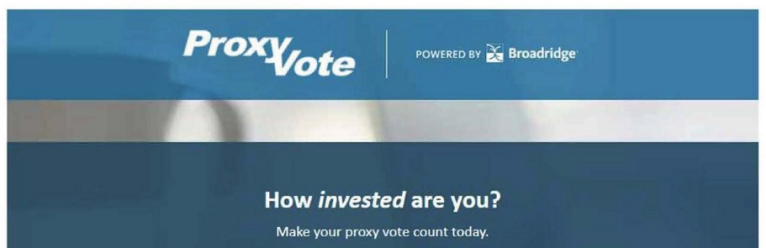
Call 1-800-690-6903 with a touch-tone phone to vote using an automated system.

VOTE BY MAIL

Mark, sign and date your ballot and return it in the postage-paid envelope provided.

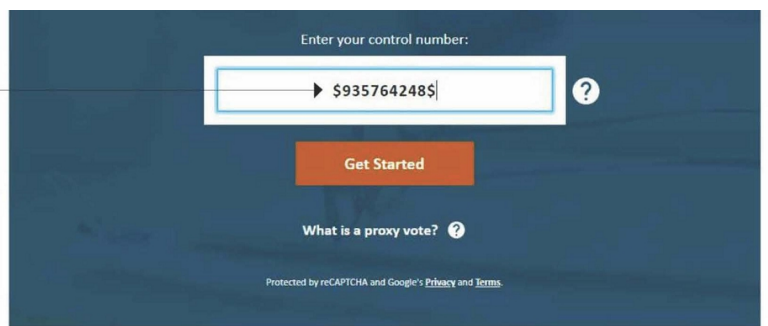
Stockholders who need assistance voting or have questions regarding the Annual Meeting may contact Faraday Future Intelligent Electric's proxy solicitor, Georgeson LLC. Phone:1-866-295-8105 (toll-free within the United States) or 1-781-575-2137 (outside of the United States) Email: Faraday@georgeson.com

You can refer to the step-by-step guidance below if you wish to vote online (Highly Recommended).



LOCATE THE UNIQUE CONTROL NUMBER
ON THE VOTING INSTRUCTION FORM
AND ENTER YOUR CONTROL NUMBER

在投票说明表上找到唯一的控制编号，
在此输入您的控制编号



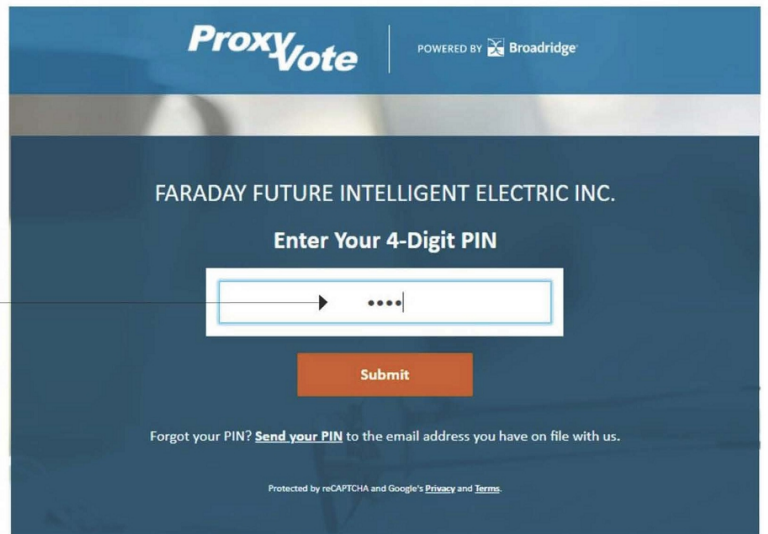
Instruction - ProxyVote

2023/02/01 07:57:11.5247 N 110° 1' 18 32.91487 W

33

Faraday Future

VOTE ONLINE 线上投票
HTTPS://WWW.PROXYVOTE.COM



ENTER YOUR 4-DIGIT PIN
输入您的4位PIN码

Instruction - ProxyVote

Faraday Future

Meeting Agenda

Learn Before You Vote

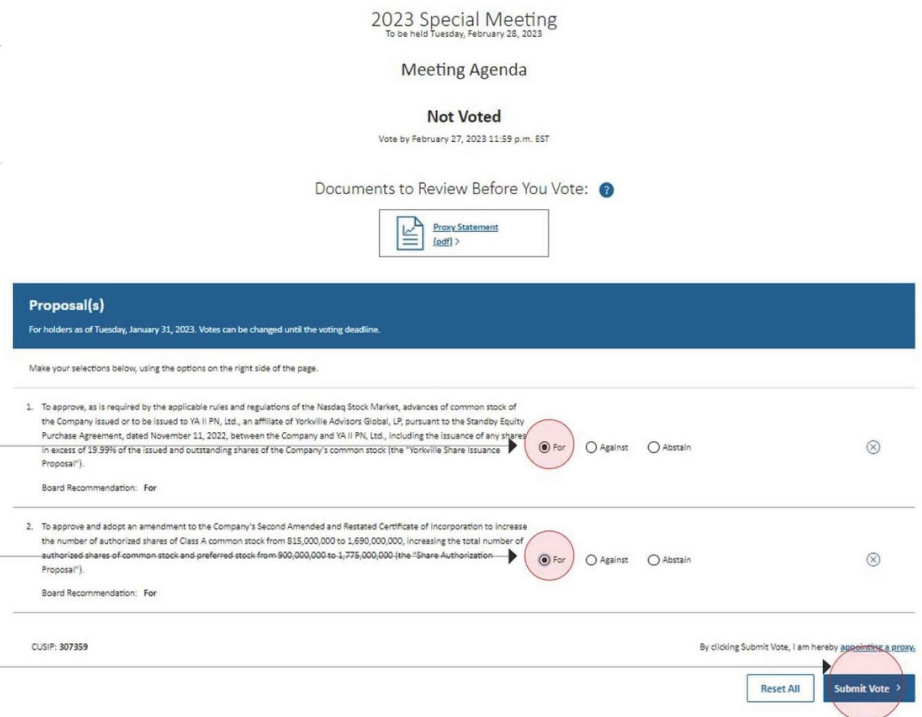
Attend a Meeting

Investor Education

Delivery Settings

34

VOTE ONLINE 线上投票
HTTPS://WWW.PROXYVOTE.COM



STEP 1
第一步

STEP 2
第二步

STEP 3
第三步

FORWARD LOOKING STATEMENTS

This communication includes "forward looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this press release, the words "estimates," "projects," "expects," "anticipates," "forecasts," "plans," "intends," "believes," "seeks," "may," "will," "should," "future," "proposes" and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward looking statements. These forward looking statements, which include statements regarding the Company's plan to regain compliance with Nasdaq listing standards, the Company's intended reverse stock split and increase in authorized shares, the Company's intention to hold its annual meeting, the Company's planned financings, and the Company's growth strategy in the U.S., China and the Middle East, are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the Company's control, that could cause actual results or outcomes to differ materially from those discussed in the forward looking statements.

Important factors, among others, that may affect actual results or outcomes include, among others: the Company's ability to continue as a going concern and improve its liquidity and financial position; the Company's ability to satisfy the conditions for continued listing set forth by the Nasdaq Hearings Panel; the possibility that stockholder approval for the reverse stock split and/or the increase in authorized shares will not be obtained; the possibility that factors unrelated to the reverse stock split may impact the per share trading price of the Common Stock; the Company's ability to regain compliance with, and thereafter continue to comply with, the Nasdaq listing requirements; the ultimate decision of the Nasdaq Hearings Panel; the Company's ability to pay its outstanding obligations; the Company's ability to remediate its material weaknesses in internal control over financial reporting and the risks related to the restatement of previously issued consolidated financial statements; the Company's limited operating history and the significant barriers to growth it faces; the Company's history of losses and expectation of continued losses; the success of the Company's payroll expense reduction plan; the Company's ability to execute on its plans to develop and market its vehicles and the timing of these development programs; the Company's estimates of the size of the markets for its vehicles and cost to bring those vehicles to market; the rate and degree of market acceptance of the Company's vehicles; the Company's ability to cover future warranty claims; the success of other competing manufacturers; the performance and security of the Company's vehicles; current and potential litigation involving the Company; the Company's ability to receive funds from, satisfy the conditions precedent of and close on the various financings described elsewhere by the Company; the result of future financing efforts; the failure of any of which could result in the Company seeking protection under the Bankruptcy Code; the Company's indebtedness; the Company's ability to cover future warranty claims; insurance coverage; general economic and market conditions impacting demand for the Company's products; potential negative impacts of a reverse stock split, potential cost, headcount and salary reduction actions may not be sufficient or may not achieve their expected results; circumstances outside of the Company's control, such as natural disasters, climate change, health epidemics and pandemics, terrorist attacks, and civil unrest; risks related to the Company's operations in China; the success of the Company's remedial measures taken in response to the Special Committee findings; the Company's dependence on its suppliers and contract manufacturers; the Company's ability to develop and protect its technologies; the Company's ability to protect against cybersecurity risks; the ability of the Company to attract and retain employees; any adverse developments in existing legal proceedings or the initiation of new legal proceedings; and volatility of the Company's stock price. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of the Company's Form 10-K filed with the Securities and Exchange Commission ("SEC") on May 28, 2024, as amended on May 30, 2024 and June 24, 2024, and other documents filed by the Company from time to time with the SEC.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in connection with the proposals to be submitted to FF stockholders at its annual meeting seeking, among other proposals, approval to increase the number of authorized shares of common stock and to authorize a reverse split and proportionate reduction of authorized shares if the reverse stock split is implemented. In connection with the authorized share increase and the reverse stock split and proportionate reduction of authorized shares, the Company filed a proxy statement filed with the SEC on July 5, 2024 in connection with the Company's solicitation of proxies for the vote by the Company's stockholders with respect to the proposed authorized share increase, reverse stock split and proportionate authorized share reduction proposal, and other matters described therein. The proxy statement was mailed to the Company's stockholder or on or around July 5, 2024. The proxy statement includes information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies in connection with the proposed authorized share increase, reverse stock split and proportionate authorized share reduction. The Company has also filed other documents regarding the proposed authorized share increase, reverse stock split and proportionate authorized share reduction with the SEC. Before making any voting decision, investors and security holders of the Company are urged to read the proxy statement and all other relevant documents filed or that will be filed with the SEC in connection with the proposed authorized share increase, reverse stock split and proportionate authorized share reduction as they become available because they contain important information about these proposals.

Investors and security holders can obtain free copies of the proxy statement and all other relevant documents the Company has filed or will file with the SEC through the website maintained by the SEC at www.sec.gov. In addition, the documents filed by the Company may be obtained free of charge from the Company's website at <https://www.ff.com/vr> or by written request to Faraday Future Intelligent Electric at 18455 S. Figueroa Street, Gardena, California 90248.

Participants in the Solicitation

FF and its Board of Directors and executive officers may be deemed to be participants in the solicitation of proxies from FF's stockholders in connection with the proposed authorized share increase, reverse stock split and proportionate authorized share reduction and other matters described in the proxy statement. Information about the directors and executive officers of FF is set forth in the proxy statement for its 2024 annual meeting of stockholders, which was filed with the SEC on July 5, 2024. Investors may obtain additional information regarding the interest of FF and its directors and executive officers in the reverse stock split proposal by reading the proxy statement relating to the annual meeting. You may obtain free copies of these documents as described in the preceding paragraph.

Certain representatives of FF Global Partners Investment LLC, formerly FF Top Holding LLC ("FF Top"), and its indirect parent entity FF Global Partners, LLC ("FF Global"), including, without limitation, Jerry Wang and Weiwei Zhao (collectively, the "FF Top Representatives"), are additional participants in the solicitation of proxies in connection with the authorized share increase and the reverse stock split and proportionate reduction of authorized shares and other matters as described in the proxy statement. Information regarding the direct and indirect interests in the Company, by security holdings or otherwise, of FF Global, FF Top and the FF Top Representatives is included in the proxy statement and the Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on May 28, 2024, as amended by the Form 10-K/A filed with the SEC on May 30, 2024 and June 24, 2024. Changes to the direct or indirect ownership of FF Top and FF Global are set forth in SEC filings on Schedule 13D/A.

No Offer or Solicitation

This communication shall not constitute a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed reverse stock split or authorized share cap. This communication shall also not constitute an offer to sell or a solicitation of an offer to buy any securities of FF. FF nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

[FF 91 2.0 Futurist Alliance](#)

[FF aiHyper 6x4 Architecture 2.0](#)

[Live & Event](#)

[Charging](#)

[Contact Us](#)

[FF 91 2.0 Futurist](#)

[All-Ability aiHypercar](#)

[Press Room](#)

[Service](#)

[My Account](#)

[FF 91 2.0](#)

[FF Labs](#)

[Investor Relations](#)

[FF Shop](#)

[FF aiHypercar+](#)

[FF Open Platform](#)

[Get Updates](#)



[Faraday&Future Inc. © 2024](#)

[Privacy Policy](#)

[About Us](#)

[Our Team](#)

[Careers](#)

[Terms of Use](#)

[United States\(English\)](#)

FORWARD LOOKING STATEMENTS

This communication includes “forward looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this press release, the words “estimates,” “projected,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes,” “seeks,” “may,” “will,” “should,” “future,” “propose” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements. These forward-looking statements, which include statements regarding the Company’s plan to regain compliance with Nasdaq listing standards, the Company’s intended reverse stock split and increase in authorized shares, the Company’s intention to hold its annual meeting, the Company’s planned financings, and the Company’s growth strategy in the U.S., China and the Middle East, are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the Company’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements.

Important factors, among others, that may affect actual results or outcomes include, among others: the Company’s ability to continue as a going concern and improve its liquidity and financial position; the Company’s ability to satisfy the conditions for continued listing set forth by the Nasdaq Hearings Panel; the possibility that stockholder approval for the reverse stock split and/or the increase in authorized shares will not be obtained; the possibility that factors unrelated to the reverse stock split may impact the per share trading price of the Common Stock; the Company’s ability to regain compliance with, and thereafter continue to comply with, the Nasdaq listing requirements; the ultimate decision of the Nasdaq Hearings Panel; the Company’s ability to pay its outstanding obligations; the Company’s ability to remediate its material weaknesses in internal control over financial reporting and the risks related to the restatement of previously issued consolidated financial statements; the Company’s limited operating history and the significant barriers to growth it faces; the Company’s history of losses and expectation of continued losses; the success of the Company’s payroll expense reduction plan; the Company’s ability to execute on its plans to develop and market its vehicles and the timing of these development programs; the Company’s estimates of the size of the markets for its vehicles and cost to bring those vehicles to market; the rate and degree of market acceptance of the Company’s vehicles; the Company’s ability to cover future warrant claims; the success of other competing manufacturers; the performance and security of the Company’s vehicles; current and potential litigation involving the Company; the Company’s ability to receive funds from, satisfy the conditions precedent of and close on the various financings described elsewhere by the Company; the result of future financing efforts, the failure of any of which could result in the Company seeking protection under the Bankruptcy Code; the Company’s indebtedness; the Company’s ability to cover future warranty claims; insurance coverage; general economic and market conditions impacting demand for the Company’s products; potential negative impacts of a reverse stock split; potential cost, headcount and salary reduction actions may not be sufficient or may not achieve their expected results; circumstances outside of the Company’s control, such as natural disasters, climate change, health epidemics and pandemics, terrorist attacks, and civil unrest; risks related to the Company’s operations in China; the success of the Company’s remedial measures taken in response to the Special Committee findings; the Company’s dependence on its suppliers and contract manufacturer; the Company’s ability to develop and protect its technologies; the Company’s ability to protect against cybersecurity risks; the ability of the Company to attract and retain employees; any adverse developments in existing legal proceedings or the initiation of new legal proceedings; and volatility of the Company’s stock price. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of the Company’s Form 10-K filed with the Securities and Exchange Commission (“SEC”) on May 28, 2024, as amended on May 30, 2024 and June 24, 2024, and other documents filed by the Company from time to time with the SEC.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in connection with the proposals to be submitted to FF stockholders at its annual meeting seeking, among other proposals, approval to increase the number of authorized shares of common stock and to authorize a reverse split and proportionate reduction of authorized shares if the reverse stock split is implemented. In connection with the authorized share increase and the reverse stock split and proportionate reduction of authorized shares, the Company filed a proxy statement filed with the Securities and Exchange Commission on July 5, 2024 in connection with the Company's solicitation of proxies for the vote by the Company's stockholders with respect to the proposed authorized share increase, reverse stock split and proportionate authorized share reduction proposals, and other matters described therein. The proxy statement was mailed to the Company's stockholders on or around July 5, 2024. The proxy statement includes information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies in connection with the proposed authorized share increase, reverse stock split and proportionate authorized share reduction. The Company has also filed other documents regarding the proposed authorized share increase, reverse stock split and proportionate authorized share reduction with the SEC. Before making any voting decision, investors and security holders of the Company are urged to read the proxy statement and all other relevant documents filed or that will be filed with the SEC in connection with the proposed authorized share increase, reverse stock split and proportionate authorized share reduction as they become available because they contain important information about these proposals.

Investors and security holders can obtain free copies of the proxy statement and all other relevant documents the Company has filed or will file with the SEC through the website maintained by the SEC at www.sec.gov. In addition, the documents filed by the Company may be obtained free of charge from the Company's website at <https://www.ff.com> or by written request to Faraday Future Intelligent Electric at 18455 S. Figueroa Street, Gardena, California 90248.

Participants in the Solicitation

FF and its Board of Directors and executive officers may be deemed to be participants in the solicitation of proxies from FF's stockholders in connection with the proposed authorized share increase, reverse stock split and proportionate authorized share reduction and other matters described in the proxy statement. Information about the directors and executive officers of FF is set forth in the proxy statement for its 2024 annual meeting of stockholder, which was filed with the SEC on July 5, 2024. Investors may obtain additional information regarding the interest of FF and its directors and executive officers in the reverse stock split proposal by reading the proxy statement relating to the annual meeting. You may obtain free copies of these documents as described in the preceding paragraph.

Certain representatives of FF Top Holding LLC ("FF Top") and of its indirect parent entity FF Global Partners Investment LLC ("FF Global"), including, without limitation, Jerry Wang, Weiwei Zhao and Wenyi Yan (collectively, the "FF Top Representatives"), are additional participants in the solicitation of proxies in connection with the authorized share increase and the reverse stock split and proportionate reduction of authorized shares and other matters as described in the Proxy Statement. Information regarding the direct and indirect interests in the Company, by security holdings or otherwise, of FF Global, FF Top and the FF Top Representatives is included in the Proxy Statement and the Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on May 28, 2024, as amended by the Form 10-K/A filed with the SEC on May 30, 2024 and June 24, 2024. Changes to the direct or indirect ownership of FF Top and FF Global are set forth in SEC filings on Schedule 13D/A.

No Offer or Solicitation

This communication shall not constitute a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed reverse stock split or authorized share cap. This communication shall also not constitute an offer to sell or a solicitation of an offer to buy any securities of FF, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.
