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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Faraday Future Intelligent Electric Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

84-4720320

(I.R.S. Employer
Identification No.)

**18455 S. Figueroa Street
Gardena, CA 90248**

(Address, including zip code, of Principal Executive Offices)

**Faraday Future Intelligent Electric Inc.
Amended and Restated 2021 Stock Incentive Plan**
(Full title of the plan)

**Jonathan Maroko
Interim Chief Financial Officer
Faraday Future Intelligent Electric Inc.
18455 S. Figueroa Street
Gardena, CA 90248
(310) 415-4807**

(Name, address and telephone number, including area code, of agent for service)

COPY TO:

**Jeeho M. Lee
O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is filed by Faraday Future Intelligent Electric Inc. (the "Company" or "Registrant") to register additional securities issuable pursuant to the Company's Amended and Restated 2021 Stock Incentive Plan (the "Plan") and consists of only those items required by General Instruction E to Form S-8.

PART I

**INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of Faraday Future Intelligent Electric Inc. (the “Company” or “Registrant”) filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

- (a) The Company’s Registration Statements on Form S-8, filed with the Commission on [August 15, 2022](#) and [May 5, 2023](#) (Commission File Nos. 333-266901 and 333-271662, respectively);
- (b) The Company’s Annual Report on [Form 10-K](#) for its fiscal year ended December 31, 2022, filed with the Commission on March 9, 2023 (as amended by [Form 10-K/A](#), filed with the Commission on August 21, 2023) (Commission File No. 001-39395);
- (c) The portions of the Company’s Definitive Proxy Statement on [Schedule 14A](#), filed with the Commission on March 17, 2023, that are incorporated by reference in Part III of the Company’s Annual Report on [Form 10-K](#) for its fiscal year ended December 31, 2022 (as amended by [Form 10-K/A](#), filed with the Commission on August 21, 2023) (Commission File No. 001-39395);
- (d) The Company’s Quarterly Reports on [Form 10-Q](#) for its fiscal quarter ended March 31, 2023, filed with the Commission on May 12, 2023 (as amended by [Form 10-Q/A](#), filed with the Commission on August 21, 2023) and for its fiscal quarter ended June 30, 2023, filed with the Commission on [August 21, 2023](#) (each, Commission File No. 001-39395);
- (e) The Company’s Current Reports on Form 8-K, filed with the Commission on [January 10, 2023](#), [January 17, 2023](#) (Item 1.01 and Exhibit 10.1 only), [January 26, 2023](#) (Item 5.02 only), [January 31, 2023](#), [February 1, 2023](#) (Item 5.02 and Exhibit 10.1 only), [February 6, 2023](#) (Items 1.01 and 3.02 and Exhibits 4.1, 4.2, 10.1, 10.2, 10.3, 10.4, 10.5 and 10.6 only), [February 23, 2023](#) (Item 5.02 only), [March 1, 2023](#) (Item 5.07 only), [March 1, 2023](#) (Item 8.01 only), [March 2, 2023](#), [March 3, 2023](#) (Items 5.03 and 8.01 and Exhibit 3.1 only), [March 9, 2023](#) (Item 3.02 and Exhibit 10.1 only), [March 15, 2023](#), [March 17, 2023](#), [March 23, 2023](#) (Items 1.01 and 3.02 and Exhibit 10.1 only), [March 30, 2023](#), [April 18, 2023](#) (Item 5.01 only), [May 2, 2023](#) (Item 3.01 only), [May 10, 2023](#) (Items 1.01, 2.03 and 3.02 and Exhibits 4.1, 10.1, 10.2, 10.3, 10.4, 10.5 and 10.6 only), [May 19, 2023](#) (Item 8.01 only), [June 16, 2023](#), [June 20, 2023](#) (Item 8.01 only), [June 27, 2023](#) (Items 1.01, 2.03 and 3.02 and Exhibits 4.1, 4.2, 10.1, 10.2, 10.3, 10.4 and 10.5 only), [July 6, 2023](#) (Item 8.01 only), [July 11, 2023](#) (Items 4.02, 5.02 and Exhibit 10.01 only), [August 4, 2023](#) (Items 3.01, 5.02 and Exhibit 17.1 only), [August 7, 2023](#) (Items 1.01, 2.03 and 3.02 and Exhibits 4.1, 10.1, 10.2, 10.3, 10.4 and 10.5 only), [August 17, 2023](#) (Item 5.07 only), [August 21, 2023](#) (Item 8.01 only), [August 23, 2023](#), and [August 25, 2023](#) (Items 3.03 and 5.03 and Exhibits 3.1 and 3.2 only) (each, Commission File No. 001-39395, and in each case only as to the information “filed” with the Commission thereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and not as to information “furnished” thereunder; and
- (f) The description of the Company’s Class A common stock, par value \$0.0001 per share (the “Common Stock”), included in the Company’s Registration Statement on [Form S-1](#), filed with the Commission on August 20, 2021 (Commission File No. 333-258993), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the “Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits

See the attached Exhibit Index at page 5, which is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4	<u>Faraday Future Intelligent Electric Inc. Amended and Restated 2021 Stock Incentive Plan. (Filed as Annex B to the Company's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on July 20, 2023 (Commission File No. 001-39395) and incorporated herein by this reference.)</u>
5	<u>Opinion of O'Melveny & Myers LLP (opinion re legality).</u>
23.1	<u>Consent of Mazars USA LLP (consent of the Company's independent registered public accounting firm).</u>
23.2	<u>Consent of PricewaterhouseCoopers LLP (consent of the Company's former independent registered public accounting firm).</u>
23.3	<u>Consent of Counsel (included in Exhibit 5).</u>
24	<u>Power of Attorney (included in this Registration Statement under "Signatures").</u>
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Gardena, State of California, on August 28, 2023.

Faraday Future Intelligent Electric Inc.

By: /s/ Jonathan Maroko
Jonathan Maroko
Interim Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Xuefeng Chen, D. Michael Beck and Jonathan Maroko, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Xuefeng Chen</u> Xuefeng Chen	Global Chief Executive Officer and Director (Principal Executive Officer)	August 28, 2023
<u>/s/ Jonathan Maroko</u> Jonathan Maroko	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	August 28, 2023
<u>/s/ Chad Chen</u> Chad Chen	Director	August 28, 2023
<u>/s/ Li Han</u> Li Han	Director	August 28, 2023
<u>/s/ Tin Mok</u> Tin Mok	Director	August 28, 2023
<u>/s/ Lev Peker</u> Lev Peker	Director	August 28, 2023
<u>/s/ Jie Sheng</u> Jie Sheng	Director	August 28, 2023
<u>/s/ Ke Sun</u> Ke Sun	Director	August 28, 2023

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File Number:
0255997 - 00004

August 28, 2023

Faraday Future Intelligent Electric Inc.
18455 S. Figueroa Street
Gardena, CA 90248

Re: ***Registration of Securities of Faraday Future Intelligent Electric Inc.***

Ladies and Gentlemen:

In connection with the registration of up to 2,584,825 shares of Class A Common Stock of Faraday Future Intelligent Electric Inc., a Delaware corporation (the "Company"), par value \$0.0001 per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, such Shares to be issued or delivered pursuant to the Faraday Future Intelligent Electric Inc. Amended and Restated 2021 Stock Incentive Plan (the "Plan"), you have requested our opinion set forth below. Shares are adjusted by the Company to take into account the 1-for-80 reverse stock split of the Company's Class A Common Stock effective as of August 25, 2023.

In our capacity as counsel, we have examined originals or copies of those corporate and other records of the Company we considered appropriate.

On the basis of such examination and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ O'Melveny & Myers LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement of Faraday Future Intelligent Electric, Inc. on Form S-8 of our report dated March 9, 2023, except for the effects of the restatement discussed in Note 2, as to which the date is August 21, 2023, on the restated consolidated financial statements of Faraday Future Intelligent Electric, Inc. as of and for the year ended December 31, 2022, which appears in the Annual Report on Form 10-K/A of Faraday Future Intelligent Electric, Inc. for the year ended December 31, 2022. The report for Faraday Future Intelligent Electric, Inc. includes an explanatory paragraph about the existence of substantial doubt concerning its ability to continue as a going concern.

/s/ Mazars USA LLP
New York, New York
August 28, 2023

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Faraday Future Intelligent Electric Inc. of our report dated May 13, 2022 relating to the financial statements, which appears in Faraday Future Intelligent Electric Inc.'s Annual Report on Form 10-K/A for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
August 28, 2023

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)**Faraday Future Intelligent Electric Inc.**
(Exact Name of Registrant as Specified in its Charter)**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value of \$0.0001 per share, issuable pursuant to the Registrant's Amended and Restated 2021 Stock Incentive Plan	Rule 457(c) and Rule 457(h)	2,584,825(3)	\$ 14.48	\$ 37,428,266.00	0.0001102	\$ 4,124.59
Total Offering Amounts					\$ 37,428,266.00		\$ 4,124.59
Total Fee Offsets							\$ 0
Net Fee Due							\$ 4,124.59

- (1) This Registration Statement covers, in addition to the number of shares of Faraday Future Intelligent Electric Inc., a Delaware corporation (the "Company" or the "Registrant"), Class A common stock, par value \$0.0001 per share (the "Common Stock"), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Faraday Future Intelligent Electric Inc. Amended and Restated 2021 Stock Incentive Plan (the "Plan") as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Stock Market on August 23, 2023, in accordance with Rule 457(c) of the Securities Act.
- (3) Adjusted by the Registrant to take into account the 1-for-80 reverse stock split of the Registrant's Class A Common Stock effective as of August 25, 2023.