

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

REE Automotive Ltd.

(Exact name of registrant as specified in its charter)

State of Israel

(State or other jurisdiction of
incorporation or organization)

Not Applicable

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

Kibbutz Glil-Yam 4690500, Israel

(Address of Principal Executive Offices)

Not Applicable

(Zip Code)

**REE Automotive Ltd.
2021 Share Incentive Plan**

**REE Automotive Ltd.
Key Employee Share Incentive Plan (2011)**
(Full title of the plan)

**Puglisi & Associates
850 Library Avenue
Newark, DE 19711**
(Name and address of agent for service)

(302) 738-6680
(Telephone number, including area code, of agent for service)

Copies to:

**Gary Emmanuel, Esq.
Greenberg Traurig, P.A.
One Azrieli Center
Round Tower, 30th floor
132 Menachem Begin Rd
Tel Aviv 6701101, Israel
Tel: +972 3-636-6000**

**Ron Ben-Menachem
Joshua Ravitz
Herzog Fox & Neeman
6 Yitzhak Sadeh Street
Tel Aviv 6777506, Israel
Telephone: (972) (3) 692-2020
Fax: (972) (3) 696-6464**

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

REE Automotive Ltd. (the “Company” or the “Registrant”) previously filed with the Securities and Exchange Commission (the “Commission”) a registration statement on Form S-8 (File No. 333-261130) to register under the Securities Act of 1933, as amended (the “Securities Act”) (i) 23,565,818 Class A ordinary shares, without par value (“Class A Ordinary Shares”), of the Registrant issuable pursuant to the REE Automotive Ltd. 2021 Share Incentive Plan (the “2021 Plan”), (ii) 4,628,524 Class A Ordinary Shares of the Registrant reserved for issuance under the REE Automotive Ltd. Employee Stock Purchase Plan (the “ESPP”); and (iii) 31,110,007 Class A Ordinary Shares of the Registrant issuable upon the exercise of options outstanding under the REE Automotive Ltd. Key Employee Share Incentive Plan (2011) (the “2011 Plan”). Each of the 2021 Plan, the 2021 ESPP and the 2011 Plan has been approved by the Company’s board of directors and shareholders. The previously-filed registration statement is referred to herein as the “Prior Registration Statement.”

In accordance with General Instruction E to Form S-8, the Company is filing this registration statement on Form S-8 solely to register (i) an additional 17,669,570 Class A Ordinary Shares of the Registrant which may be issued under the 2021 Plan over and above the number of Class A Ordinary Shares of the Registrant issuable pursuant to the 2021 Plan that were registered under the Prior Registration Statement, and (ii) 83,417,231 Class A Ordinary Shares of the Registrant which may be issued under the 2011 Plan over and above the number of Class A Ordinary Shares of the Registrant issuable pursuant to the 2011 Plan that were registered under the Prior Registration Statement. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement is hereby incorporated by reference in its entirety, with the exception of Items 3 and 8 of Part II of the Prior Registration Statement, each of which is amended and restated in its entirety herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference in this Registration Statement the following:

- the Company's Annual Report on [Form 20-F](#) filed with the SEC on March 28, 2023;
- the Company's Reports of Foreign Issuer on Form 6-K filed on [January 5, 2023](#), [January 19, 2023](#), [February 9, 2023](#), [February 10, 2023](#), [March 15, 2023](#), [April 27, 2023](#) and [May 10, 2023](#), to the extent expressly incorporated by reference into our effective registration statements filed by us under the Securities Act); and
- the description of the Company's Class A Ordinary Shares contained in [Exhibit 2.5](#) to the Company's Annual Report on Form 20-F for the year ended December 31, 2022, filed with the SEC on March 28, 2023, and any amendment or report filed for the purpose of further updating that 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 in this Registration Statement and to be a part hereof from the date of filing of such documents. 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 superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, no information is incorporated by reference in this Registration Statement where such information under applicable forms and regulations of the Commission is not deemed to be "filed" under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered "filed" under the Exchange Act or is to be incorporated by reference in this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description of Documents
4.1	Amended and Restated Articles of Association of REE Automotive Ltd., incorporated by reference to Exhibit 1.1 to the Company's Annual Report on Form 20-F filed with the SEC on March 28, 2022.
4.2	Specimen Class A Ordinary Share Certificate of REE Automotive Ltd., incorporated by reference to Exhibit 4.5 to Amendment No. 3 to the Company's Registration Statement on Form F-4 (File No. 333-254070) filed with the SEC on June 21, 2021.
5.1	Opinion of Herzog, Fox & Neeman with respect to the legality of the Class A Ordinary Shares.
10.1†	2021 REE Automotive Ltd. Share Incentive Plan, incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-8 (File No. 333-261130) filed with the SEC on November 16, 2021.
10.2†	REE Automotive Ltd. Key Employee Share Incentive Plan (2011) incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-8 (File No. 333-261130) filed with the SEC on November 16, 2021.
10.3†	2021 REE Automotive Ltd. Employee Stock Purchase Plan, incorporated by reference to Exhibit 4.6 to the Company's Shell Company Report on Form 20-F (File No. 001-40649) filed with the SEC on July 28, 2021.
23.1*	Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, independent registered accounting firm for the Company.
23.2*	Consent of Herzog, Fox & Neeman (included in Exhibit 5.1 to this Registration Statement).
24.2	Power of Attorney of certain officers and directors (included on the signature page to this Registration Statement).
107*	Filing Fee Table.

* Filed herewith

† Indicates a management contract or compensatory plan

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Kibbutz Glil-Yam, State of Israel, on May 23, 2023.

REE AUTOMOTIVE LTD.

By: /s/ Yaron Zaltsman
Name: Yaron Zaltsman
Title: Chief Financial Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of REE Automotive Ltd. hereby constitutes and Daniel Barel and Yaron Zaltsman, with full power of substitution, each of them singly our true and lawful attorneys-in-fact and agents to take any actions to enable the Company to comply with the Securities Act, and any rules, regulations and requirements of the SEC, in connection with this registration statement on Form F-1, including the power and authority to sign for us in our names in the capacities indicated below any and all further amendments to this registration statement and any other registration statement filed pursuant to the provisions of Rule 462 under the Securities Act.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
<u>/s/ Daniel Barel</u> Daniel Barel	Chief Executive Officer and Director (Principal Executive Officer)	May 23, 2023
<u>/s/ Yaron Zaltsman</u> Yaron Zaltsman	Chief Financial Officer (Principal Financial and Accounting Officer)	May 23, 2023
<u>/s/ Ahishay Sardes</u> Ahishay Sardes	Chief Technology Officer and Director	May 23, 2023
<u>/s/ Arik Shteinberg</u> Arik Shteinberg	Director	May 23, 2023
<u>/s/ Michal Marom-Brikman</u> Michal Marom-Brikman	Director	May 23, 2023
<u>/s/ Ittamar Givton</u> Ittamar Givton	Director	May 23, 2023
<u>/s/ Hicham Abdessamad</u> Hicham Abdessamad	Director	May 23, 2023
<u>/s/ Alla Felder</u> Alla Felder	Director	May 23, 2023
<u>/s/ Michal Drayman</u> Michal Drayman	Director	May 23, 2023

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of REE Automotive Ltd. has signed this registration statement on May 23, 2023.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Authorized Representative



May 23, 2023

To:
REE Automotive Ltd.
Kibbutz Glil-Yam 4690500
Israel

Re: **Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as Israeli counsel to REE Automotive Ltd., an Israeli company (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement") filed by the Company with the United States Securities and Exchange Commission (the "SEC") on the date hereof pursuant to the United States Securities Act of 1933, as amended (the "Securities Act"), relating to (i) 17,669,570 Class A ordinary shares, without par value of the Company ("Ordinary Shares"), issuable pursuant to the REE Automotive Ltd. 2021 Share Incentive Plan (the "2021 Plan"), and (ii) 83,417,231 Ordinary Shares issuable upon the exercise of options outstanding under the REE Automotive Ltd. Key Employee Share Incentive Plan (2011) (the "2011 Plan") and collectively with the 2021 Plan, the "Plans"). Ordinary Shares issuable under the 2021 Plan and the 2011 Plan shall be referred to herein as the "Shares".

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Plans, the Registration Statement, the Company's Amended and Restated Articles of Association (the "Articles") and such other agreements, certificates, resolutions, minutes and other statements of corporate officers and other representatives of the Company and other documents as we have deemed necessary or appropriate as a basis for this opinion.

In rendering our opinion, we have assumed the authenticity of all original documents submitted to us as certified, conformed or photographic copies thereof, the genuineness of all signatures and the due authenticity of all persons executing such documents. We have assumed the same to have been complete and accurate. We have also assumed the truth of all facts communicated to us by the Company and that all consents, minutes and protocols of meetings of the Company's board of directors which have been provided to us are true and accurate and have been properly prepared in accordance with the Articles and all applicable laws, including, without limitation, the board of director's approval of each of the Plans.

Members of our firm are admitted to the Bar of the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, subject to the requisite corporate approvals will be, when issued and paid for in accordance with the terms of the Plans and the related awards and agreements, validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this opinion and such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder or Item 509 of Regulation S-K promulgated under the Securities Act.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

/s/ Herzog Fox & Neeman

Herzog Fox & Neeman

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www.herzoglaw.co.il

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Share Incentive Plan and Key Employee Share Incentive Plan (2011) of REE Automotive Ltd. of our report dated March 28, 2023, with respect to the consolidated financial statements of REE Automotive Ltd. included in its Annual Report (Form 20-F) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

Tel Aviv, Israel
May 23, 2023

/s/ Kost, Forer, Gabbay & Kasierer

Kost, Forer, Gabbay & Kasierer

A Member of Ernst & Young Global

Calculation of Filing Fee Tables

FORM F-1
(Form Type)

REE Automotive Ltd.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation or Carry Forward Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities							
Fees to Be Paid	Equity	Class A ordinary shares, without par value ("Class A Ordinary Shares"), reserved for issuance under the REE Automotive Ltd. 2021 Share Incentive Plan (the "2021 Plan")					
		Class A Ordinary Shares issuable upon exercise of options outstanding under the REE Automotive Ltd. Key Employee Share Incentive Plan (2011) (the "2011 Plan")	17,669,570	\$ 0.37 ⁽²⁾	\$ 6,537,740.90	0.0001102	\$ 720.46
			83,417,231	0.06 ⁽³⁾	5,005,033.86	0.0001102	551.56
		Total Offering Amounts			\$11,542,774.76		\$ 1,272.02
		Total Fees Previously Paid					\$ 0.00
		Total Fee Offsets					\$ 0.00
		Net Fee Due					<u>\$ 1,272.02</u>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also includes an indeterminate number of additional shares that become issuable under the 2021 Plan, and the 2011 Plan, as applicable, as a result of anti-dilution provisions described therein by reason of any dividend, share split, recapitalization or other similar transaction effected without the receipt of consideration leading to an increase in the number of outstanding shares.
- (2) Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high (\$0.38) and low (\$0.3576) sales prices of the registrant's Class A Ordinary Shares as reported on the Nasdaq Capital Market on May 19, 2023.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act based on the weighted-average exercise price for such outstanding share option awards.