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

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2023
Commission File Number: 001-40649

REE AUTOMOTIVE LTD.
(Translation of registrant's name into English)

Kibbutz Glil-Yam
4690500, Israel
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F Form 40-F

EXPLANATORY NOTE

On February 10, 2023, REE Automotive Ltd. (the “Company”) issued a press release announcing the receipt of a notice of deficiency from the Nasdaq Stock Market resulting from a previously announced departure of a member of the audit committee of the Company’s board of directors.

A copy of the press release entitled “REE Automotive Ltd. Announces Receipt of Notice of Deficiency from Nasdaq Resulting from Previously Announced Departure of Director” is attached to this Form 6-K as Exhibit 99.1.

The information contained in this Report of Foreign Private Issuer on Form 6-K shall be deemed to be filed with the SEC and incorporated by reference into the Company’s registration statements, including its registration statement on [Form S-8](#) (File No. 333-261130) and registration statement on [Form F-3](#) (File No. 333-266902), and shall be a part thereof, to the extent not superseded by documents or reports subsequently filed or furnished.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 10, 2023

REE Automotive Ltd.

By: /s/ Avital Futterman

Name: Avital Futterman

Title: General Counsel

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Press release of REE Automotive Ltd., dated February 10, 2023
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REE Automotive Ltd. Announces Receipt of Notice of Deficiency from Nasdaq Resulting from Previously Announced Departure of Director

February 10, 2023

TEL-AVIV, Israel, February 10, 2023 (GLOBE NEWSWIRE) -- REE Automotive Ltd. (NASDAQ: REE) (“REE” or the “Company”), an automotive technology company and developer of electric vehicle platforms, announced that it received a notice of deficiency (the “Notice”) from the Nasdaq Stock Market (“Nasdaq”). The non-compliance cited by Nasdaq in the Notice is the result of the previously-announced departure of Ms. Lilach Geva-Harel from her position on the audit committee of the Company’s board of directors. With the departure of Ms. Lilach Geva-Harel, the Company is currently not in compliance with Nasdaq Listing Rule 5605(c)(2)(A) requiring three members on its audit committee.

The Notice indicated that, consistent with Nasdaq Listing Rule 5605(c)(4), Nasdaq will provide the Company a cure period until the earlier of the Company’s next annual shareholders’ meeting or January 5, 2024 in order to regain compliance (the “Cure Period”). The Company is actively searching for an additional independent director for its audit committee and expects to fill the current vacancy and appoint a third independent director to the audit committee of the Company’s board of directors as soon as possible and within the Cure Period.

About REE

REE Automotive (NASDAQ: REE) is an automotive technology company that focuses on enabling companies to build any size or shape of electric vehicle on their modular platforms. With design freedom, vehicles Powered by REE are equipped with the REEcorner, which packs critical vehicle components (steering, braking, suspension, powertrain and control) into a single compact module positioned between the chassis and the wheel, enabling REE to build the industry’s flattest EV platforms with more room for passengers, cargo and batteries. REE platforms are designed to be autonomous capable, offer a low total cost of ownership, and reduce the time to market for fleets looking to electrify. For more information visit www.ree.auto.

Caution About Forward-Looking Statements

This communication includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements regarding expectations, hopes, beliefs or intentions regarding the future. The words “expect,” “foresee,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “seek,” “should,” “would,” and similar expressions (or the negative version of such words or expressions) may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. All statements, other than statements of historical facts, may be forward-looking statements. These forward-looking statements are based on information available as of the date of this communication. Although REE believes that the expectations reflected in forward-looking statements are reasonable, such statements involve unknown number of risks, uncertainties, judgments, and other factors that may cause results to be materially different. These factors are difficult to predict accurately and may be beyond REE’s control. Forward-looking statements in this communication speak only as of the date made and REE undertakes no obligation to update its forward-looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws. Uncertainties that could cause actual results to differ from those projected in forward-looking statements include, but are not limited to REE’s ability to comply with Nasdaq Listing Rules in the future and other risks and uncertainties set forth in the sections entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in REE’s Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 28, 2022 and in subsequent filings with the SEC.

Contacts

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