SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
Barel Daniel (Last) (First) (Middle) C/O REE AUTOMOTIVE LTD KIBBUTZ GLIL-YAM (Street) KIBBUTZ GLIL-YAM 4690500 (City) (State) (Zip)	03/18/2026	REE Automotive Ltd. [REE] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director — 10% Owner X Officer (give title below) — Other (specify below) Chief Executive Officer 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Ordinary Shares	833	D	
Class B Ordinary Shares(1)	1,390,287	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options	(3)	01/06/2027	Class A Ordinary Shares	96,341	1.21	D(2)	
Options	07/01/2018	03/22/2028	Class A Ordinary Shares	83,537	1.21	D(2)	
Options	(4)	12/06/2028	Class A Ordinary Shares	217,209	1.21	D(2)	
Options	(5)	12/06/2028	Class A Ordinary Shares	146,597	18.22	D(2)	
Options	04/06/2020	04/06/2030	Class A Ordinary Shares	189,415	0	D(2)	
Options	07/22/2021	07/22/2031	Class A Ordinary Shares	657,188	0	D(2)	
Restricted Stock Units	(6)(7)	(6)(7)	Class A Ordinary Shares(2)	2,580,645	(6)(7)	D(2)	
Restricted Stock Units	(8)(9)	(8)(9)	Class A Ordinary Shares(2)	5,261,164	(8)(9)	D(2)	

Explanation of Responses:

1. The Class B Ordinary Shares each have 10 votes per share and such shares represent 50% of the outstanding Class B Ordinary Shares of the Company.

2. Restricted Share Units ("RSUs") granted under REE Automotive Ltd.'s 2021 Share Incentive Plan ("Plan") and underlying Class A Ordinary Shares are deposited with a trustee approved by the Israeli Tax Authority for this purpose, who holds such securities in trust on behalf of the Reporting Person. Each RSU represents the right to receive, following vesting, one share of the Company's Class A Ordinary Shares.

3. Options included here represent those with the same date of grant, January 6, 2017, that became fully exercisable on either July 1, 2018 or January 12, 2019, which have the same exercise price and expiration date.

4. Options included here represent those with the same date of grant, November 1, 2018, that became fully exercisable on either May 1, 2021 or November 1, 2021, which have the same exercise price and expiration date.

5. Options included here represent those with the same date of grant, November 1, 2018, that became fully exercisable on either May 1, 2021 or November 1, 2021, which have the same exercise price and expiration date.

6. Unless earlier forfeited under the terms of the RSU, the Reporting Person receives an annual equity award in the form of RSUs with a fair value of $2,000,000 that vest quarterly in equal portions, over a three-year period. The RSUs immediately vest in the event of a change of control of the Company, which includes a Merger/Sale event as such term is defined in the Plan.

7. On November 13, 2025, the Reporting Person was granted 2,580,645 RSUs, which vest quarterly in equal portions, over a three-year period that commenced on July 1, 2025.

8. Unless earlier forfeited under the terms of the RSU, the Reporting Person is entitled to receive a one-time equity award in the form of RSUs equal to 10% of the Company's share capital on a fully diluted basis (the "CEO Retention Grant"). In the event the Company's fully diluted share capital increases from the level on November 13, 2025, and prior to such consummation of any such "Strategic Transaction" as defined in the Company's compensation policy, additional RSUs would be granted to the CEO to maintain the 10% ownership target at the time of such approval. In the event of a "Change of Control" transaction, which includes a Merger/Sale event, as such term is defined in the Plan, the vesting period of the CEO Retention Grant will be fully accelerated.

9. On November 13, 2025, the Reporting Person received the CEO Retention Grant of 5,261,164 RSUs. 60% thereof vest upon the consummation of a "Strategic Transaction", as defined in the Company's compensation policy, and 40% thereof vest based on the Company's future stock price performance, as follows: i. 10% would vest upon the Company's stock achieving and maintaining a closing price of at least $2 for a period of 30 consecutive trading days, ii. 10% would vest upon the Company's stock achieving and maintaining a closing price of at least $3 for a period of 30 consecutive trading days, iii. 10% would vest upon the Company's stock achieving and maintaining a closing price of at least $4 for a period of 30 consecutive trading days and iv. 10% would vest upon the Company's stock achieving and maintaining a closing price of at least $5 for a period of 30 consecutive trading days.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Avital Futterman, Attorney-in-Fact	03/18/2026
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 24

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Avital Futterman and Benjamin L. Kalish (admitted to practice law in Maryland and the District of Columbia, USA; not admitted in Israel) with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact (with such person and her substitutes being referred to herein as the "Attorney-in-Fact"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

(1) Prepare, execute, and submit to the Securities and Exchange Commission ("SEC") a Form ID application, including amendments and/or updates/refreshment thereof (including on an ongoing as needed basis), and any other documents necessary or appropriate to obtain and/or update codes and passwords in connection therewith;

(2) To serve as an Account Administrator and Technical Administrator in connection with the undersigned's EDGAR account;

(3) to make any and all filings, as applicable, with the SEC on the undersigned's behalf, to include, but not limited to, reports under the Securities Exchange Act of 1934, as amended, and any and all regulations promulgated thereunder including reports required by Section 16 thereunder (*i.e*., Form 3, 4, and 5) and Section 13 thereunder (*i.e*., Schedule 13D and Schedule 13G), including, without limitation, any Joint Filing Agreement with respect thereto, along with Form 144 under the Securities Act of 1933, as amended, and any and all regulations promulgated thereunder;

(4) seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in securities, from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such Attorney-in-Fact and the undersigned approves and ratifies any such release of information; and

(5) perform any and all other acts which in the discretion of such Attorney-in-Fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

a) This Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his or her discretion on information provided to such Attorney-in-Fact without independent verification of such information;

b) For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, neither Ree Automotive Ltd. nor the Attorney-in-Fact assumes any liability for the undersigned's responsibility in connection with the performance, or non-performance, of any of the actions described in this Power of Attorney, including but not limited to the undersigned's responsibility to comply with the requirements of the Securities Act of 1933 or the Securities Exchange Act of 1934, any liability of the undersigned for any failure to comply with such requirements, or any liability of the undersigned for disgorgement of profits in connection thereto; and

c) This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under applicable law, including, but not limited to, the Securities Act of 1933 and the Securities Exchange Act of 1934.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing requisite, necessary or advisable to be done in connection with the foregoing, as fully, to all intents and purposes, as the undersigned might or could do in person, hereby ratifying and confirming all that the Attorney-in-Fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by authority of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact. This Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of March 15, 2026.

Printed Name: Daniel Barel

Title: Chief Executive Officer and Director of REE Automotive Ltd.

Signature: /s/ Daniel Barel