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

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**LUCID GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**85-0891392**

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

**7373 Gateway Blvd**

**Newark, CA 94560**

**Telephone: (510) 648-3553**

(Address of Principal Executive Offices, Including Zip Code)

**Lucid Group, Inc. Second Amended and Restated 2021 Stock Incentive Plan (including the Lucid Group, Inc. 2021 Employee Stock Purchase Plan  
attached thereto)**

(Full title of the plan)

**Peter Rawlinson**

**Chief Executive Officer**

**7373 Gateway Blvd.**

**Newark, CA 94560**

**Telephone: (510) 648-3553**

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

*With a copy to:*

**Emily Roberts**

**Davis Polk & Wardwell LLP**

**1600 El Camino Real**

**Menlo Park, CA 94025**

**(650) 752-2000**

**Jonathan Butler**

**General Counsel and Secretary**

**Lucid Group, Inc.**

**7373 Gateway Blvd.**

**Newark, CA 94560**

**(510) 648-3553**

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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

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.

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Lucid Group, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register (i) an additional 39,166,575 shares of common stock, \$0.0001 par value per share (the “Common Stock”), issuable to eligible persons under the Lucid Group, Inc. Second Amended and Restated 2021 Stock Incentive Plan (the “Incentive Plan”) and (ii) an additional 3,215,226 shares of Common Stock issuable to eligible persons under the Incentive Plan by reason of the recycling provisions of Section 5 of the Incentive Plan.

The Registrant previously filed with the Commission a registration statement on [Form S-8 on September 24, 2021 \(File No. 333-259794\)](#) (the “Prior Registration Statement”). This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) [The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the Commission on February 28, 2023 \(the “Annual Report”\)](#);
- (b) [The portions of the Registrant’s Definitive Proxy Statement on Schedule 14A, as filed with the Commission on March 13, 2023, that are incorporated by reference into the Annual Report](#);
- (c) [The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, as filed with the Commission on May 8, 2023](#);
- (d) The Registrant’s Current Reports on Form 8-K, as filed with the Commission on [January 27, 2023](#), [February 1, 2023](#), [February 6, 2023](#), [February 22, 2023](#), [March 3, 2023](#), [March 28, 2023](#), [April 25, 2023](#) and [May 2, 2023](#) (except for any portions of such Current Reports on Form 8-K furnished pursuant to Item 2.02 and/or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission); and
- (e) The description of the Registrant’s capital stock which is contained in [Exhibit 4.6](#) of the Annual Report, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document 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 statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">5.1</a>	<a href="#">Opinion of Davis Polk &amp; Wardwell LLP (filed herewith)</a>
<a href="#">23.1</a>	<a href="#">Consent of Grant Thornton LLP (filed herewith)</a>
<a href="#">23.2</a>	<a href="#">Consent of Davis Polk &amp; Wardwell LLP (included in Exhibit 5.1)</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (included in signature page hereof)</a>
<a href="#">99.1</a>	<a href="#">Lucid Group, Inc. Second Amended and Restated 2021 Stock Incentive Plan (including the Lucid Group, Inc. 2021 Employee Stock Purchase Plan, attached thereto) (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Lucid Group, Inc. on April 25, 2023)</a>
<a href="#">107</a>	<a href="#">Filing Fee Table</a>

## 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 City of Newark, State of California on the 8<sup>th</sup> day of May 2023.

### LUCID GROUP, INC.

By: /s/ Sherry House

Name: Sherry House

Title: Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Peter Rawlinson and Sherry House, and each of them, 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) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Peter Rawlinson</u> Peter Rawlinson	Chief Executive Officer, Chief Technology Officer and Director (Principal Executive Officer)	May 8, 2023
<u>/s/ Sherry House</u> Sherry House	Chief Financial Officer (Principal Financial Officer)	May 8, 2023
<u>/s/ Gagan Dhingra</u> Gagan Dhingra	Vice President of Accounting (Principal Accounting Officer)	May 8, 2023
<u>/s/ Turqi Alnowaiser</u> Turqi Alnowaiser	Director	May 8, 2023
<u>/s/ Glenn R. August</u> Glenn R. August	Director	May 8, 2023
<u>/s/ Andrew Liveris</u> Andrew Liveris	Director	May 8, 2023
<u>/s/ Sherif Marakby</u> Sherif Marakby	Director	May 8, 2023
<u>/s/ Nichelle Maynard-Elliott</u> Nichelle Maynard-Elliott	Director	May 8, 2023
<u>/s/ Chabi Nouri</u> Chabi Nouri	Director	May 8, 2023
<u>/s/ Ori Winitzer</u> Ori Winitzer	Director	May 8, 2023
<u>/s/ Janet S. Wong</u> Janet S. Wong	Director	May 8, 2023

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New York  
Northern California  
Washington DC  
São Paulo  
London

Paris  
Madrid  
Tokyo  
Beijing  
Hong Kong



Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017

212 450 4000 tel  
212 701 5800 fax

### OPINION OF DAVIS POLK & WARDWELL LLP

May 8, 2023

Lucid Group, Inc.  
7373 Gateway Blvd.  
Newark, CA 94560

Ladies and Gentlemen:

We have acted as counsel for Lucid Group, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to 42,381,801 shares of the Company’s Class A common stock, par value \$0.0001 per share (the “**Common Stock**”), issuable pursuant to the Lucid Group, Inc. Second Amended and Restated 2021 Stock Incentive Plan (the “**Incentive Plan**”). As counsel, we have made such legal and factual examination and inquiries as we have deemed necessary or appropriate for purposes of this opinion and have made such additional assumptions as are set forth below. This opinion is furnished pursuant to the requirements of Item 601(b)(5) of Regulation S-K.

We, as your counsel, have examined originals or copies of such documents and such matters of fact and law as we have deemed necessary for the purposes of rendering the opinion expressed herein.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Upon the basis of the foregoing, we are of the opinion that the Common Stock issuable pursuant to the Incentive Plan has been duly authorized and, when and to the extent issued pursuant to the Incentive Plan upon receipt by the Company of adequate consideration for the Common Stock specified therein, will be validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention of any changes in laws which may hereafter occur.

We are members of the Bars of the State of New York and the State of California, and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware. The opinion is strictly limited to the matters stated herein and no other or more extensive opinion is intended, implied or to be inferred beyond the matters expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 28, 2023, with respect to the consolidated financial statements and internal control over financial reporting of Lucid Group, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2022, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

San Francisco, California  
May 8, 2023

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## FILING FEE TABLES FOR

## FORM S-8

Calculation of Filing Fee Tables  
**Form S-8**  
(Form Type)

**LUCID GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Title of each Class of Securities to be Registered	Fee Calculation Rule	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee (4)
Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the Lucid Group, Inc. Second Amended and Restated 2021 Stock Incentive Plan (the "Incentive Plan")	Rule 457(c) and Rule 457(h)	42,381,801(2)	\$ 7.27	\$308,115,693.27	0.0001102	\$ 33,954.35
	<b>Total</b>		<u>42,381,801</u>		<u>\$308,115,693.27</u>		<u>\$ 33,954.35</u>
	<b>Total Fee Offsets (5)</b>						<u>-</u>
	<b>Net Fee Due</b>						<u>\$ 33,954.35</u>

- (1) In the event of a stock split, stock dividend or similar transaction involving the Registrant's common stock, \$0.0001 par value per share ("Common Stock"), the number of shares registered hereby shall automatically be adjusted in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Represents (i) 39,166,575 shares of Common Stock available for future issuance under the Incentive Plan by reason of the stockholder amendment to the Incentive Plan on April 24, 2023 and (ii) 3,215,226 shares of Common Stock available for future issuance under the Incentive Plan by reason of the recycle provisions of Section 5 of the Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The Proposed Maximum Offering Price Per Share is based on the average of the high and low prices of the Registrant's Common Stock on The Nasdaq Global Select Market on May 2, 2023.
- (4) Rounded to the nearest cent.
- (5) The Registrant does not have any fee offsets.