

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 15, 2023**

Atlis Motor Vehicles, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-41509

(Commission
File Number)

81-4308534

(IRS Employer
Identification No.)

1828 N. Higley Rd. Ste 116, Mesa, AZ 85205

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(602) 309-5425**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	AMV	NASDAQ

Indicate by checkmark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) of Rule 12B-2 of the Securities Exchange act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On February 21, 2023, Atlis Motor Vehicles Inc., a Delaware corporation (the “Company”), consummated a public offering (the “Offering”) of an aggregate of 8,334,000 units (the “Units”) at an effective public offering price of \$1.56 per Unit, resulting in aggregate gross proceeds of approximately \$13 million. Each unit consists of (i) one share of Class A common stock, \$0.0001 par value per share (“Class A common stock”), of the Company (or one pre-funded warrant to purchase one share of Class A common stock in lieu thereof), (ii) 0.65 Series A warrants to purchase 0.65 shares of Class A common stock (the “Series A Warrants”) and (iii) 0.75 Series B warrants to purchase 0.75 shares of Class A common stock (the “Series B Warrants” and, together with the Series A Warrants, the “Warrants”), each such Warrant being exercisable from time to time for one share of Class A common stock at an exercise price of \$1.56. The Series A Warrants are immediately exercisable and will expire five (5) years after the date of issuance. The Series B Warrants will not be exercisable until after the date the Company effects a corporate reorganization of the Company or until after the date stockholder approval is obtained to have a sufficient number of shares of Class A common stock authorized to permit the exercise in full of the Series B Warrants, and will then expire five (5) years after the date of such corporate reorganization or stockholder approval, as applicable. The shares of Class A common stock (or pre-funded warrants in lieu thereof) and Warrants included in each Unit were issued separately and were immediately separable upon issuance.

In connection with the Offering, on February 15, 2023, the Company entered into a securities purchase agreement (the “Purchase Agreement”) with certain investors named therein (the “Purchasers”), and a placement agency agreement (the “Placement Agency Agreement”) with Maxim Group LLC (the “Placement Agent”), pursuant to which the Company agreed to issue and sell the Units and the Placement Agent agreed to act as placement agent on a “best efforts” basis in connection with the Offering. The Company paid the Placement Agent an aggregate fee equal to 7.0% of the gross proceeds raised in the Offering. The Company reimbursed the Placement Agent \$100,000 for expenses in connection with the Offering.

The Purchase Agreement and Placement Agency Agreement contain customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company, the Purchasers or the Placement Agent, as the case may be, other obligations of the parties and termination provisions. In addition, pursuant to the terms of the Placement Agency Agreement, the executive officers and directors of the Company have entered into agreements providing that each such person may not, without the prior written consent of the Placement Agent, subject to certain exceptions, offer, issue, sell, transfer or otherwise dispose of the Company’s securities for a period of thirty (30) days following the closing date of the Offering.

A registration statement on Form S-1 (the “Registration Statement”) relating to the Offering (File No. 333-269715) was initially filed with U.S. Securities and Exchange Commission (the “SEC”) on February 10, 2023 and was declared effective by the SEC on February 14, 2023. The Offering was made by means of a prospectus forming a part of the effective Registration Statement.

On February 21, 2023, the Company entered into a warrant agency agreement with the Company’s transfer agent, American Stock Transfer & Trust Company, LLC, who is also acting as the warrant agent for the Company, setting forth the terms and conditions of the Warrants and any Pre-Funded Warrants sold in the Offering (the “Warrant Agency Agreement”).

The Company intends to use the net proceeds of the Offering primarily for general corporate purposes, which may include, but is not limited to, research and development and operations, capital equipment and raw materials. In addition, the Company may be required to use up to 40% of the gross proceeds from the Offering to prepay its outstanding convertible notes at the option of the holders of such notes.

The foregoing does not purport to be a complete description of each of the Purchase Agreement, Placement Agency Agreement, the Series A Warrant, the Series B Warrant, the Pre-Funded Warrant, the Purchase Agreement and the Warrant Agency Agreement is qualified in its entirety by reference to the full text of each of such document, which are filed as Exhibits 1.1, 4.1, 4.2, 4.3 and 10.1, respectively, to this Current Report on Form 8-K (this “Form 8-K”) and incorporated herein by reference.

Item 2.04. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The applicable information set forth in Item 1.01 of this Form 8-K with respect to the use of proceeds of the Offering is incorporated herein by reference.

Cautionary Statement Regarding Forward-Looking Statements

This Form 8-K contains forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements that express the Company's intentions, beliefs, expectations, strategies, predictions or any other statements related to the Company's future activities, or future events or conditions, which can be identified by terminology such as "may," "will," "expects," "anticipates," "aims," "potential," "future," "intends," "plans," "believes," "estimates," "continue," "likely to" and other similar expressions intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These statements are not historical facts and are based on current expectations, estimates and projections about the Company's business based, in part, on assumptions made by its management, including, without limitation, the intended use of proceeds upon consummation of the Offering. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict, many of which are beyond the Company's control, including, among other things, the Company's ability to maintain its listing of Class A common stock on the Nasdaq Capital Market, other risks impacting the Company's business, such as, current macroeconomic uncertainties associated with the COVID-19 pandemic; global economic conditions and political and economic developments, economic and competitive conditions, the availability of capital resources, capital expenditures and other contractual obligations, inflation rates, the availability of goods and services, legislative, regulatory or policy changes, cyber-attacks and the securities or capital markets and related risks such as general credit, liquidity, market and interest-rate risks, and those risks that may be included in the periodic reports and other filings that the Company files from time to time with the SEC, which may cause the Company's actual results, performance and achievements to differ materially from those contained in any forward-looking statement. Any forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date of this Form 8-K, except as required by applicable law.

Item 8.01. Other Events

The Company issued press releases announcing the pricing and closing of the Offering on February 16, 2023 and February 21, 2023, respectively. Copies of the press releases are filed herewith as Exhibit 99.1 and Exhibit 99.2, respectively.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
1.1	Form of Placement Agency Agreement by and between the Company and the Placement Agent (incorporated by reference to Exhibit 1.1 of the Registration Statement on Form S-1 filed with the SEC on February 10, 2023)
4.1	Form of Warrant Agency Agreement (incorporated by reference to Exhibit 4.3 of the Registration Statement on Form S-1 filed with the SEC on February 10, 2023)
4.2	Form of Series A and Series B Warrant (incorporated by reference to Exhibit 4.4 of the Registration Statement on Form S-1 filed with the SEC on February 10, 2023)
4.3	Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.5 of the Registration Statement on Form S-1 filed with the SEC on February 10, 2023)
10.1	Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.13 of the Registration Statement on Form S-1 filed with the SEC on February 10, 2023)
99.1	Press Release dated February 16, 2023
99.2	Press Release dated February 21, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

Atlis Motor Vehicles Inc.

Date: February 21, 2023

By: /s/ Mark Hanchett
Mark Hanchett
Chief Executive Officer

**Atlis Motor Vehicles, Inc. Announces Pricing of
\$13.0 Million Public Offering**

MESA, Ariz, Feb. 16, 2023 (GLOBE NEWSWIRE) – Atlis Motor Vehicles, Inc. (NASDAQ: AMV) (“Atlis” or the “Company”), a vertically integrated electric vehicle technology ecosystem company, and the first battery cell manufacturer to be fully owned and operated in the US, today announced the pricing of its public offering of 8,334,000 units, with each unit consisting of one share of Class A common stock (or one pre-funded warrant to purchase one share of Class A common stock in lieu thereof), 0.65 Series A Warrants to purchase 0.65 shares of Class A Common Stock, and 0.75 Series B Warrants to Purchase 0.75 Shares of Class A Common Stock. Each unit is being sold at a public offering price of \$1.56.

Gross proceeds, before deducting placement agent fees and other offering expenses, are expected to be approximately \$13.0 million. The offering is expected to close on February 21, 2023, subject to customary closing conditions.

Maxim Group LLC is acting as the sole placement agent in connection with this offering.

The securities described above are being offered pursuant to a registration statement on Form S-1, as amended (File No. 333-269715) (the “Registration Statement”), which was declared effective by the Securities and Exchange Commission (the “SEC”) on February 14, 2023. The offering is being made only by means of a prospectus which is a part of the Registration Statement. A preliminary prospectus relating to the offering has been filed with the SEC. Copies of the final prospectus relating to this offering, when available, will be filed with the SEC and may be obtained from Maxim Group LLC, 300 Park Avenue, 16th Floor, New York, NY 10022, at (212) 895-3745.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Atlis Motor Vehicles, Inc.

Atlis Motor Vehicles is a vertically integrated EV technology ecosystem company leveraging its intellectual properties and U.S.-manufactured battery innovations to support e-Mobility and energy storage solutions.

The Atlis Ecosystem will consist of industry leading Battery Cell and Pack technologies, Grid Level Energy Storage Solutions, Charging Infrastructure, Platform and Medium-Duty Electric Mobility Solutions, and Over-Air Cloud Management – all wrapped in Atlis Motor Vehicles’ seamless subscription-based models. For more information, visit www.atlismotorvehicles.com.

Forward-Looking Safe Harbor Statement

This communication includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "shall," "expect," "anticipate," "believe," "seek," "target," "continue," "could," "may," "might," "possible," "potential," "predict" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding the offering, sale of securities, our ability to complete the offering and our intended use of proceeds. These statements are based on various assumptions, whether or not identified in this communication, and on the current expectations of management. These forward-looking statements are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ from these forward-looking statements. Many actual events and circumstances are beyond the control of Atlis and Atlis management. These forward-looking statements are subject to a number of risks and uncertainties, including all of the risk factors stated under the heading "Risk Factors" in Registration Statement, as well as other documents Atlis has filed or will file with the Securities and Exchange Commission. If any of these risks materialize or Atlis's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks of which Atlis does not currently know or that Atlis currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Atlis's expectations, plans or forecasts of future events and views as of the date of this communication. Atlis anticipates that subsequent events and developments will cause Atlis's assessments to change. However, while Atlis may elect to update these forward-looking statements at some point in the future, Atlis specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Atlis's assessments as of any date subsequent to the date of this communication. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Contacts:

Mary Trout
Atlis Motor Vehicles
info@atlismotorvehicles.com

**Atlis Motor Vehicles, Inc. Announces Closing of
\$13.0 Million Public Offering**

MESA, Ariz, Feb. 21, 2023 (GLOBE NEWSWIRE) – Atlis Motor Vehicles, Inc. (NASDAQ: AMV) (“Atlis” or the “Company”), a vertically integrated electric vehicle technology ecosystem company, and the first battery cell manufacturer to be fully owned and operated in the US, today announced the closing of its public offering of 8,334,000 units, with each unit consisting of one share of Class A common stock (or one pre-funded warrant to purchase one share of Class A common stock in lieu thereof), 0.65 Series A Warrants to purchase 0.65 shares of Class A Common Stock, and 0.75 Series B Warrants to Purchase 0.75 Shares of Class A Common Stock. Each unit was sold at a public offering price of \$1.56.

Gross proceeds, before deducting placement agent fees and other offering expenses, were approximately \$13.0 million.

Maxim Group LLC acted as the sole placement agent in connection with this offering.

The securities described above were offered pursuant to a registration statement on Form S-1, as amended (File No. 333-269715) (the “Registration Statement”), which was declared effective by the Securities and Exchange Commission (the “SEC”) on February 14, 2023. The offering was made only by means of a prospectus which is a part of the Registration Statement. A final prospectus relating to the offering has been filed with the SEC, and copies of the final prospectus may be obtained from Maxim Group LLC, 300 Park Avenue, 16th Floor, New York, NY 10022, at (212) 895-3745.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Atlis Motor Vehicles, Inc.

Atlis Motor Vehicles is a vertically integrated EV technology ecosystem company leveraging its intellectual properties and U.S.-manufactured battery innovations to support e-Mobility and energy storage solutions.

The Atlis Ecosystem will consist of industry leading Battery Cell and Pack technologies, Grid Level Energy Storage Solutions, Charging Infrastructure, Platform and Medium-Duty Electric Mobility Solutions, and Over-Air Cloud Management – all wrapped in Atlis Motor Vehicles’ seamless subscription-based models. For more information, visit www.atlismotorvehicles.com.

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This communication includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "shall," "expect," "anticipate," "believe," "seek," "target," "continue," "could," "may," "might," "possible," "potential," "predict" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding the offering, sale of securities, our ability to complete the offering and our intended use of proceeds. These statements are based on various assumptions, whether or not identified in this communication, and on the current expectations of management. These forward-looking statements are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ from these forward-looking statements. Many actual events and circumstances are beyond the control of Atlis and Atlis management. These forward-looking statements are subject to a number of risks and uncertainties, including all of the risk factors stated under the heading "Risk Factors" in Registration Statement, as well as other documents Atlis has filed or will file with the Securities and Exchange Commission. If any of these risks materialize or Atlis's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks of which Atlis does not currently know or that Atlis currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Atlis's expectations, plans or forecasts of future events and views as of the date of this communication. Atlis anticipates that subsequent events and developments will cause Atlis's assessments to change. However, while Atlis may elect to update these forward-looking statements at some point in the future, Atlis specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Atlis's assessments as of any date subsequent to the date of this communication. Accordingly, undue reliance should not be placed upon the forward-looking statements.

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