

PROSPECTUS SUPPLEMENT NO. 8
(to Prospectus dated May 31, 2023)



Movella Holdings Inc.

Up to 23,523,776 shares of common stock

(including shares of common stock issuable upon the exercise of warrants and options)

This prospectus supplement supplements the prospectus dated May 31, 2023 (the "Prospectus"), which forms a part of our registration statement on Form S-1 (No. 333-271458). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 21, 2024. Accordingly, we have attached the Current Report to this prospectus supplement.

The Prospectus and this prospectus supplement relate to the offer and sale from time to time by the selling stockholders named in the Prospectus or their permitted transferees of up to 23,523,776 shares of our common stock, \$0.00001 par value per share (the "common stock"), which includes (i) up to 4,100,000 shares of common stock held by Pathfinder Acquisition LLC (the "Sponsor") and certain other persons and entities (collectively with the Sponsor, the "Original Holders") holding shares of common stock initially purchased in a private placement at a purchase price of \$0.03 per share in connection with the initial public offering of Pathfinder Acquisition Corporation ("Pathfinder"); (ii) 4,250,000 shares of common stock issuable upon the exercise of warrants purchased at a purchase price of \$2.00 per warrant to purchase shares of common stock at an exercise price of \$11.50 per share held by the Original Holders; (iii) 6,576,036 shares held by certain affiliates and former affiliates of Movella Inc. ("Legacy Movella") (the "Movella-Related Holders"), which shares were purchased at an average purchase price of \$2.88 per share (at per share prices ranging from \$0.31 to \$9.80); (iv) 8,500,000 shares of common stock held by FP Credit Partners II, L.P. and FP Credit Partners Phoenix II, L.P. (collectively, the "FP Purchasers") as a result of the transfer of 1,000,000 shares from Pathfinder to the FP Purchasers pursuant to that certain Equity Grant Agreement, dated as of November 14, 2022, by and among Pathfinder and the FP Purchasers as consideration for the Note Purchase Agreement (as defined in the Prospectus) and the purchase of 7,500,000 shares of common stock at a purchase price of \$10.00 per share by the FP Purchasers from Pathfinder in a private placement in connection with the VLN Facility (as defined in the Prospectus) (the "FP VLN Shares"); and (v) up to 97,740 shares of common stock issuable upon exercise of certain outstanding options to acquire shares of our common stock held by a former employee of Legacy Movella, which options have an average exercise price of \$1.81 per share. The per share prices for the shares of common stock held by the Movella-Related Holders or subject to Legacy Movella options reflect the original per share price as adjusted in connection with the Business Combination. In its initial public offering, Pathfinder issued units at a purchase price of \$10.00 per unit, with each unit consisting of one Class A ordinary share and one-fifth of one public warrant to purchase one Class A ordinary share with a warrant exercise price of \$11.50 per share, with the Class A ordinary shares and warrants to purchase Class A ordinary shares converted into shares of common stock and warrants to purchase common stock following the Domestication (as defined in the Prospectus).

We will not receive any proceeds from the sale of the shares of common stock by the selling stockholders pursuant to the Prospectus. We will receive up to an aggregate of approximately \$49.0 million from the exercise of the warrants and the options, assuming the exercise in full of all warrants and options for cash. If the options or warrants are exercised pursuant to a cashless exercise feature, we will not receive any cash from these exercises. We expect to use the net proceeds from the exercise of the warrants and options, if any, for general corporate purposes. In addition, in connection with the VLN Facility, we are entitled to receive a credit from the sale of any FP VLN Shares toward repayment of the VLN Facility as further described in the section entitled "Use of Proceeds" in the Prospectus. Any cash proceeds associated with the exercise of the warrants are dependent on the price of our common stock. Because the \$11.50 exercise price per share of the warrants substantially exceeds the current trading price per share of our common stock (\$0.29 per share as of March 19, 2024), there is no assurance that the warrants will be in the money prior to their expiration and it is unlikely that the

warrant holders will be able to exercise such warrants in the near future, if at all. As a result, we are unlikely to receive any proceeds from the exercise of the warrants in the near future, if at all, and the warrants may not provide any additional capital. In considering our capital requirements and sources of liquidity, we have not assumed or relied on the receipt of proceeds from the exercise of the warrants. We will pay certain expenses associated with the registration of the securities covered by the Prospectus, as described in the sections entitled “*Use of Proceeds*” and “*Plan of Distribution*” in the Prospectus.

We are registering the offer and sale of certain of the shares covered by the Prospectus to satisfy registration rights we have granted to the selling stockholders. Our registration of the shares covered by the Prospectus does not mean that the selling stockholders will offer or sell any of the shares. The selling stockholders may sell the shares of common stock covered by the Prospectus in a number of different ways and at varying prices. We provide more information about how the selling stockholders may sell the shares in the section entitled “*Plan of Distribution*” in the Prospectus. In connection with any sales of securities offered thereunder, the selling stockholders, any underwriters, agents, brokers or dealers participating in such sales may be deemed to be “underwriters” within the meaning of the Securities Act of 1933, as amended.

Due to the significant number of shares of the then-outstanding Class A ordinary shares that were redeemed in connection with the Business Combination, the number of shares of common stock that the selling stockholders can sell into the public markets pursuant to the Prospectus will constitute a considerable percentage of our public float. The 23,523,776 shares of common stock that may be resold and/or issued into the public markets pursuant to the Prospectus represent approximately 46% of the 50,907,431 shares of common stock outstanding as of August 9, 2023 (based on shares of common stock outstanding as of August 9, 2023 and assuming the issuance of shares covered by the Prospectus which are subject to warrants and options but excluding shares of common stock underlying any other outstanding options and warrants). As a result, the resale of shares of our common stock pursuant to the Prospectus could have a significant negative impact on the trading price of our common stock. This impact may be exacerbated by the fact that, as described above, certain of the selling stockholders purchased shares of our common stock at prices that are well below the current trading price of our common stock.

The shares covered by the Prospectus were issued in connection with consummation of the business combination among Pathfinder, Motion Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Pathfinder (“Merger Sub”) and Legacy Movella pursuant to which Pathfinder’s name was changed to “Movella Holdings Inc.” (“Movella”) and Legacy Movella merged into Merger Sub and became a wholly owned subsidiary of Movella.

Our shares of common stock and warrants to purchase shares of common stock (the “public warrants”) are listed on Nasdaq under the symbols “MVLA” and “MVLAW,” respectively. On March 19, 2024, the closing price of our shares of common stock was \$0.29 per share and the closing price for our public warrants was \$0.02 per warrant. We are an “emerging growth company” and a “smaller reporting company” as those terms are defined under the federal securities laws and, as such, have elected to comply with certain reduced public company disclosure and reporting requirements.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

See the section entitled “Risk Factors” beginning on page 15 of the Prospectus and in the documents incorporated by reference in the Prospectus to read about factors you should consider before buying our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March 21, 2024.

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): March 20, 2024

MOVELLA HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40074
(Commission
File Number)

98-1575384
(IRS Employer
Identification No.)

Suite 110, 3535 Executive Terminal Drive
Henderson, NV 89052
(Address of Principal Executive Offices) (Zip Code)

(725) 238-5682
(Registrant's telephone number, including area code)

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
Common stock, \$0.00001 par value per share	MVLA	The Nasdaq Stock Market LLC
Warrants, each warrant exercisable for one share of common stock at an exercise price of \$11.50	MVLAW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 20, 2024, Movella Holdings Inc. (the “Company”), notified the Nasdaq Stock Market LLC (“Nasdaq”) of the Company’s decision to voluntarily delist its shares of common stock, par value \$0.00001 per share (the “Common Stock”) and its warrants exercisable for one share of Common Stock at an exercise price of \$11.50 (the “Warrants” and together with the Common Stock, the “Securities”) from the Nasdaq Global Market and deregister the Securities under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Company intends to file a Form 25 with the SEC to remove the Securities from listing on the Nasdaq Global Market on or about April 1, 2024 and deregister the Securities under Section 12(b) of the Exchange Act, and as a result, the Company expects that the last trading day of the Securities on the Nasdaq Global Market will be on or about April 11, 2024. The Company will remain subject to reporting obligations under Sections 13 and 15(d) of the Exchange Act.

The board of directors of the Company (the "Board") has determined that delisting the Securities is in the best interests of the Company and its stockholders after concluding that the significant costs and regulatory compliance burden of remaining a Nasdaq-listed company were impairing the Company’s ability to execute on its business plan and to generate value for its stockholders. In coming to this decision, the Board, among other factors, considered the advantages and disadvantages of being a Nasdaq-listed company, the number of Company stockholders and the ongoing relatively low-level of trading in its Securities on Nasdaq.

Following the delisting of the Securities from trading on Nasdaq, any trading in the Securities would only occur in privately negotiated sales and potentially on an over-the-counter market. The Company expects to have the Securities quoted on a market operated by OTC Markets Group Inc. (the “OTC”) so that a trading market may continue to exist for the Securities. There is no guarantee, however, that a broker will continue to make a market in the Securities and that trading of the Securities will continue on an OTC market or otherwise.

A copy of the Company’s press release, dated March 20, 2024, announcing its intention to voluntarily delist from the Nasdaq Global Market is filed as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated March 20, 2024 related to delisting.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Movella Holdings Inc.

March 20, 2024

By:	<u>/s/ Stephen Smith</u>
Name:	Stephen Smith
Title:	Chief Financial Officer

Movella Announces Voluntary Delisting from Nasdaq Global Market

HENDERSON, Nev., March 20, 2024 (GLOBE NEWSWIRE) -- Movella Holdings Inc. (NASDAQ: MVLA) ("Movella" or the "Company"), a leading full-stack provider of sensors, software, and analytics that enable the digitization of movement, announced today that it has notified the Nasdaq Stock Market LLC ("Nasdaq") of its decision to voluntarily delist its shares of common stock, par value \$0.00001 per share (the "Common Stock") and its warrants exercisable for one share of Common Stock at an exercise price of \$11.50 (the "Warrants") from the Nasdaq Global Market. Movella intends to file a Form 25 with the Securities and Exchange Commission (the "SEC") to remove its Common Stock and Warrants from listing on the Nasdaq Global Market on or about April 1, 2024 and deregister such securities under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and as a result, Movella expects that the last trading day of its Common Stock and Warrants on the Nasdaq Global Market will be on or about April 11, 2024. Movella will remain subject to such reporting obligations under Sections 13 and 15(d) of the Exchange Act.

As previously noted in the Company's Current Report on Form 8-K filed with the SEC on October 2, 2023, the Company had received written notice from Nasdaq that the Company was not in compliance with the minimum bid price required for continued listing on the Nasdaq Global Market under Nasdaq Listing Rule 5450(a)(1) based upon the closing bid price of the Common Stock for the 30 consecutive business days prior to the date of the notice. Additionally, as previously disclosed in the Company's Current Report on Form 8-K filed on November 16, 2023, the Company received a notice from Nasdaq on November 16, 2023 indicating that the Company was not in compliance with Nasdaq's Listing Rule 5250(c)(1) because it did not timely file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 (the "Quarterly Report") with the SEC.

On January 26, 2024, the Company received a notice from Nasdaq notifying the Company that it has been granted an exception to enable it to regain compliance with Listing Rule 5250(c)(1) subject to the requirement that, on or before May 13, 2024, the Company must file the Quarterly Report, as required by Rule 5250(c)(1).

Following the delisting of Movella's Common Stock and Warrants from trading on Nasdaq, any trading in such securities would only occur in privately negotiated sales and potentially on an over-the-counter market. Movella expects to have its Common Stock and Warrants quoted on a market operated by OTC Markets Group Inc. (the "OTC") so that a trading market may continue to exist for such securities. There is no guarantee, however, that a broker will continue to make a market in Movella's Common Stock and Warrants and that trading thereof will continue on an OTC market or otherwise.

About Movella Holdings Inc.

Movella is a leading full-stack provider of sensors, software, and AI analytics that transforms movement data into lifelike animations and valuable, actionable insights. Our motion capture technology enables a wide array of innovative solutions in end markets including entertainment and gaming, health and sports, and automation and mobility. We bring meaning to movement for some of the most esteemed global brands including Electronic Arts, EPIC Games, 20th Century Studios, Netflix, BMW, Toyota, and Siemens. To learn more, please visit www.movella.com. This press release contains forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the Private Securities Litigation Reform Act of 1995. These statements reflect the beliefs and assumptions of Movella's management as of the date hereof. Words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "plan," "project," "seek," "should," "target," "will," "would," variations of such words, and similar expressions are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding Movella's plans and its ability to successfully delist its securities from Nasdaq. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict. Movella's actual results could differ materially and adversely from those expressed in or contemplated by the forward-looking statements. Factors that could cause actual results to differ include, but are not limited to, those risk factors contained in Movella's SEC filings available at www.sec.gov, including without limitation, Movella's annual report on Form 10-K, quarterly reports on Form 10-Q and subsequent filings made by Movella with the SEC. Readers are cautioned not to place undue reliance on any forward-looking statements,

which speak only as of the date on which they are made. Except as required by law, Movella undertakes no obligation to update or revise any forward-looking statements.

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