

PROSPECTUS SUPPLEMENT NO. 12
(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 April 1, 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 (\$0.06 per share as of March 29, 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 29, 2024, the closing price of our shares of common stock was \$0.06 per share and the closing price for our public warrants was \$0.01 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 April 1, 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): April 1, 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
(Address of Principal Executive Offices)

89052
(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 7.01 Regulation FD Disclosure.

On April 1, 2024, Movella Holdings Inc. (“Movella” or the “Company”) issued a letter to stockholders, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Current Report on Form 8-K furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability under that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of 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 or the negative thereof, are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding: the anticipated timing of the suspension of trading and the delisting of the Company’s Securities from Nasdaq; the potential trading of the Company’s Securities after the delisting; the Company’s expectations regarding quotation of the Securities on the OTC (including that a trading market may not continue to exist for the Securities on the OTC or otherwise) and anticipated timing thereof; the timing of actions by Nasdaq or the OTC, including with respect to the suspension of trading and delisting of the Securities or any quotation thereof on the OTC; the Company’s plans to continue to weigh regulatory compliance burdens and seek opportunities to reduce operating costs and increase investment in the business; the Company’s plans with respect to the contemplated restatements of the interim financial statements for the periods ended March 31, 2023 and June 30, 2023, preparation of the interim financial statements for the three months ended September 30, 2023, and audit for the fiscal year 2023, and the timing thereof; the Company’s strategy; and the Company’s intent to continue to drive towards profitability and deliver new products into core markets. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by the forward-looking statements, including, but not limited to, the risks disclosed in Movella’s SEC filings, including Movella’s annual report on Form 10-K, quarterly reports on Form 10-Q, and subsequent filings made by Movella with the SEC. Further, if any of the assumptions underlying the forward-looking statements prove incorrect, actual results could differ materially from the results expressed or implied by these forward-looking statements. There may be additional risks that the Company presently knows or currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. These forward-looking statements 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Stockholder Letter dated April 1, 2024.
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.

April 1, 2024

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

Letter to Stockholders Delivered by Movella Holdings Inc.

April 1, 2024

Dear Stockholders,

Since Movella's merger with Pathfinder Acquisition Corp in February 2023, the Company has faced a number of macroeconomic, geopolitical, and business challenges. These include the Hollywood labor strikes, global supply chain inflationary pressures, a deteriorating Chinese economy, the war in Ukraine, transitioning to operating as a public company, and the pursuit of certain business initiatives outside the Company's historical core business. Taken together, these factors have led to a weakening of demand for the Company's products across each of its core markets and have negatively impacted the Company's ability to grow its revenues in 2023. These factors have also led to an increase in costs and expenses during this period which has negatively impacted the Company's goal of achieving EBITDA break-even by mid-2024. During this time, the Company's stock price and trading liquidity have also declined, while its stock price volatility has increased.

Since joining the Company as Interim CEO on January 1, 2024, we have taken a number of critical steps to address many of these issues and position the Company for future success, including:

- Reorganized and streamlined the reporting structure and management of the Company into three core lines of business, corresponding to our three core markets – Entertainment, Health & Sports, Automation & Mobility
- Refocused our Engineering efforts to support the development, launch, and sale of new products in each of our three core business lines
- Focused our Sales & Marketing efforts on product marketing, demand generation, outbound sales, and key customer account management
- Deemphasized and/or are in the process of exiting a number of business initiatives that do not align with our core lines of business
- Reduced our operating expenses and cash burn
- Developed an operating plan that we believe will achieve EBITDA break-even with our current liquidity, assuming a successful restructuring of our senior debt
- Completed an internal investigation by the Audit Committee of certain accounting and internal control matters, and substantially completed the implementation of remedial measures
- Pursued the delisting of the Company from Nasdaq which will substantially reduce our operating expenses, including accounting, legal, and regulatory compliance
- Retained a new auditing firm which has begun the work necessary to bring the Company current on its financial statements
- Begun discussions with our senior lenders on how to restructure the debt with the goal of supporting the Company's growth and success while balancing the interests of lenders and investors

We are implementing these steps as rapidly and prudently as possible, while leveraging the Company's differentiated technology, marquis customer base, global partner network, and passionate and dedicated employee base. We anticipate that the results of these efforts will take several quarters to materialize, and we appreciate your patience and support throughout this period. Admittedly some of these steps – such as delisting from Nasdaq – may disappoint certain of our investors, but we measure the success of the Company not by whether it is traded on Nasdaq, OTC, or privately held, but whether we can consistently build and deliver great products to our customer base, support their success, while growing the Company's revenues and generating profits. Note that once our financials are published, we intend to host a conference call with our stockholders and provide an update on our financial condition and business strategy.

Recent Filings

The following is a summary of the Company's recent filings including the notice of our intent to delist from Nasdaq.

As previously reported, on March 20, 2024, the Company notified the Nasdaq Stock Market LLC ("Nasdaq") of its decision to voluntarily delist its Common Stock and Warrants ("Securities") from the Nasdaq

Global Market . As stated in the Company's Form 8-K filed on March 27, 2024, the Company expects that the last trading day of the Securities on the Nasdaq Global Market will be on or about April 1, 2024. Thereafter, the Company expects to have the Securities quoted on a market operated by OTC Markets Group Inc. (the "OTC"), beginning around or after April 12, 2024, 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.

As stated in the Company's Form 8-K filed on November 14, 2023, the Company concluded that previously issued unaudited financial statements included in Quarterly Reports on Form 10-Q for the periods ended March 31, 2023 and June 30, 2023 should no longer be relied upon and should be restated as noted in the Form 8-K. As stated in the Company's Form 8-K filed on November 15, 2023, the Company announced a delay in the filing of its quarterly report on Form 10-Q for the three months ended September 30, 2023 as a result of the required restatements. As stated in the Company's Form 8-K filed on January 30, 2024, RSM, LLP resigned as the Company's independent registered public accounting firm. The lack of an independent registered accounting firm has adversely affected the Company's ability to complete the restatements, and has delayed the filing of our 10-Q for the quarter ended September 30, 2023, the completion of our 2023 annual audit and the filing of our Form 10-K, resulting in non-compliance with Nasdaq's continued listing standards.

On March 21, 2024, the Company announced that its Audit Committee appointed Marcum LLP ("Marcum") as the Company's independent registered public accounting firm effective March 19, 2024. Now that Marcum has been engaged, the Company is working to complete the restatements of the interim financial statements for the periods ended March 31, 2023 and June 30, 2023, complete the audit review of the interim financial statements for the three months ended September 30, 2023, and complete the fiscal year 2023 annual audit as quickly as possible. While the Company and its auditors are working as quickly as possible, at this stage the Company cannot provide a specific timeline for the completion of the work.

We thank you for your support.
Sincerely,

Eric C. Salzman
Interim Chief Executive Officer

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.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of 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," "commit," "continue," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "plan," "position," "project," "seek," "should," "target," "will," "would," variations of such words, and similar expressions or the negative thereof, are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding: the anticipated impact, benefits, and timing of the steps taken to position the Company for future success, including the refocus of the engineering and sales and marketing efforts to support new products in the Company's three core business lines, the deemphasis or exiting of business initiatives that do not align with such core business lines, the development of an operating plan that the Company believes will achieve EBITDA break-even with the Company's current liquidity levels, the restructuring of the Company's senior debt, remedial measures taken in response to the Audit Committee internal investigation, the delisting of the Company from Nasdaq and the expected reduction of operational costs and compliance burden related to the same, and the work being undertaken to become current on the Company's financial statements; the Company's belief that it is on the right path to turn around the Company and realize the full potential for all

stakeholders; potential reaction, including from investors, to the steps taken to position the Company for long-term success; the Company's intent to continue to drive the Company towards profitability and deliver compelling new products into its core markets; the anticipated timing of the suspension of trading and the delisting of the Company's Securities from Nasdaq; the potential trading of the Company's Securities after the delisting; the Company's expectations regarding quotation of the Securities on the OTC (including that a trading market may not continue to exist for the Securities on the OTC or otherwise) and anticipated timing thereof; the timing of actions by Nasdaq or the OTC, including with respect to the suspension of trading and delisting of the Securities or any quotation thereof on the OTC; and the Company's plans with respect to the contemplated restatements of the interim financial statements for the periods ended March 31, 2023 and June 30, 2023, preparation of the interim financial statements for the three months ended September 30, 2023, and audit for the fiscal year 2023, and the timing thereof. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by the forward-looking statements, including, but not limited to, risks related to: the restructuring of the Company's senior debt and the terms of any such restructuring; the Company's ability to realize the anticipated results and benefits of the steps taken to position the Company for future success within the timeframe expected or at all; the completion of the delisting of the Company's securities from Nasdaq and the ability to have the Company's securities quoted on the OTC or otherwise traded after the delisting; the completion, timing, and impact of the remedial measures taken as a result of the Audit Committee internal investigation; the Company's ability to become current in its financial reporting obligations; and other risks disclosed in Movella's SEC filings, including Movella's annual report on Form 10-K, quarterly reports on Form 10-Q, and subsequent filings made by Movella with the SEC. Further, if any of the assumptions underlying the forward-looking statements prove incorrect, actual results could differ materially from the results expressed or implied by these forward-looking statements. There may be additional risks that the Company presently knows or currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. These forward-looking statements 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.

Media

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Investors

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