

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

MOVELLA HOLDINGS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-1575384
(I.R.S. Employer
Identification No.)

3535 Executive Terminal Drive, Suite 110
Henderson, Nevada
(Address of principal executive offices)

89052
(Zip Code)

Movella Holdings Inc. 2022 Stock Incentive Plan
Movella Holdings Inc. 2022 Employee Stock Purchase Plan
(Full titles of the plans)

Dennis Calderon, Esq.
General Counsel
Movella Holdings Inc.
3535 Executive Terminal Drive, Suite 110
Henderson, NV 89052
(Name and address of agent for service)

(310) 481-1800
(Telephone number, including area code, of agent for service)

Copies to:

Allison Leopold Tilley, Esq.
Davina K. Kaile, Esq.
Pillsbury Winthrop Shaw Pittman LLP
2550 Hanover Street
Palo Alto, CA 94304
Tel: (650) 233-4500
Fax: (650) 233-4545

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 ☐
Non-accelerated filer ☒

Accelerated filer ☐
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. ☐

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the “Registration Statement”) in accordance with the provisions of Rule 428 under the Securities Act of 1933 (the “Act”) and the introductory note to Part I of Form S-8.

The document(s) containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Movella Holdings Inc. (the “Registrant”) with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the Commission on March 31, 2023;
- (b) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 25, 2023](#), [February 2, 2023](#), [February 9, 2023](#), [February 13, 2023](#) (Item 8.01), [February 13, 2023](#) (Items 1.01, 2.01, 2.03, 3.02, 3.03, 4.01, 5.01, 5.02, 5.03, 5.05, 5.06, 7.01), [March 29, 2023](#) and [March 31, 2023](#), and on [Form 8-K/A](#) filed on March 31, 2023; and
- (c) The description of the Registrant’s common stock contained in Registrant’s Current Report on Form 8-K, filed on [February 13, 2023](#), pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any portions thereof furnished by the Registrant, including, but not limited to, information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document that also is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145(a) of the DGCL provides, in general, that a corporation may indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by

or in the right of the corporation), because he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the DGCL provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made with respect to any claim, issue or matter as to which he or she shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or other adjudicating court shall deem proper.

Section 145(g) of the DGCL provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the DGCL.

The Registrant has entered into indemnification agreements with each of its directors and executive officers. These agreements provide that the Registrant will indemnify each of its directors and such officers to the fullest extent permitted by law and its charter and its bylaws.

The Registrant also maintains a general liability insurance policy, which will cover certain liabilities of directors and officers of the Registrant arising out of claims based on acts or omissions in their capacities as directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Form of Specimen Common Stock Certificate of Movella Holdings Inc. (incorporated by reference to Exhibit 4.1 to the Registrant's current report on Form 8-K filed on February 13, 2023).</u>
5.1	<u>Opinion of Pillsbury Winthrop Shaw Pittman LLP.</u>
23.1	<u>Consent of RSM US LLP, independent registered public accounting firm of Movella Holdings Inc.</u>
23.2	<u>Consent of WithumSmith+Brown, PC, Independent Registered Public Accounting Firm of Pathfinder Acquisition Corporation.</u>
23.3	<u>Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).</u>

24.1	Power of Attorney (contained on the signature page hereto).
99.1	Movella Holdings Inc. 2022 Stock Incentive Plan and Forms of Stock Option Agreement and Restricted Stock Unit Agreement (incorporated by reference from Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed on February 13, 2023).
99.2	Movella Holdings Inc. 2022 Employee Stock Purchase Plan (incorporated by reference from Exhibit 10.3 to the Registrant's Current Report on Form 8-K, filed on February 13, 2023).
107	Filing Fee Table.

Item 9.Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 on May 2, 2023.

MOVELLA HOLDINGS INC.

By: /s/ Ben A. Lee

Ben A. Lee

President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen Smith and Dennis Calderon, 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 on Form S-8 and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-facts and agents, or his or her substitute or resubstitute, or any of them, 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 below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Brent Lang</u> Brent Lang	Chairman	May 2, 2023
<u>/s/ Ben A. Lee</u> Ben A. Lee	President, Chief Executive Officer and Director (Principal Executive Officer)	May 2, 2023
<u>/s/ Stephen Smith</u> Stephen Smith	Chief Financial Officer (Principal Financial and Accounting Officer)	May 2, 2023
<u>/s/ Wen Hsieh</u> Wen Hsieh	Director	May 2, 2023
<u>/s/ Stuart Huizinga</u> Stuart Huizinga	Director	May 2, 2023
<u>/s/ Patricia Ross</u> Patricia Ross	Director	May 2, 2023
<u>/s/ David Chung</u> David Chung	Director	May 2, 2023
<u>/s/ Eric Salzman</u> Eric Salzman	Director	May 2, 2023

Pillsbury Winthrop Shaw Pittman LLP
2550 Hanover Street
Palo Alto, CA 94304

May 2, 2023

Movella Holdings Inc.
3535 Executive Terminal Drive, Suite 110
Henderson, Nevada 89052

Ladies and Gentlemen:

We are acting as counsel for Movella Holdings Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933 (the “Act”) relating to the registration of 13,750,142 shares (the “Shares”) of the Company’s common stock, par value \$0.00001 per share, issuable pursuant to the Company’s 2022 Stock Incentive Plan and 2022 Employee Stock Purchase Plan (collectively, the “Plans”).

We have reviewed the Registration Statement, the Plans, and such other documents, records, certificates, and other materials, and have reviewed and are familiar with such corporate proceedings and satisfied ourselves as to such other matters, as we have considered relevant or necessary as a basis for our opinions set forth in this letter. In such review, we have assumed the accuracy and completeness of all agreements, documents, records, certificates, and other materials submitted to us, the conformity with the originals of all such materials submitted to us as copies (whether or not certified and including facsimiles), the authenticity of the originals of such materials and all materials submitted to us as originals, the genuineness of all signatures and the legal capacity of all natural persons.

On the basis of the assumptions and subject to the qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plans, will be validly issued, fully paid, and nonassessable.

Our opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware, as in effect on the date hereof.

We hereby consent to the filing of this letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Pillsbury Winthrop Shaw Pittman LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Movella Holdings Inc. of our report dated March 31, 2023, relating to the consolidated financial statements of Movella Inc., appearing in the Current Report on Form 8-K/A of Movella Holdings Inc. filed on March 31, 2023.

/s/ RSM US LLP

San Jose, California
May 1, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement on Form S-8 of our report dated March 31, 2023 relating to the consolidated financial statements of Movella Holdings Inc. (fka Pathfinder Acquisition Corporation) appearing in the Movella Holdings Inc. Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ WithumSmith+Brown, PC

New York, New York

May 2, 2023

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	12,732,592 ⁽³⁾	\$1.38 ⁽²⁾	\$17,507,314.00 ⁽²⁾	\$1,929 ⁽²⁾
Common Stock, par value \$0.0001 per share	1,017,550 ⁽⁴⁾	\$1.17 ⁽⁵⁾	\$1,189,261.56 ⁽⁵⁾	\$131 ⁽⁵⁾
Total	13,750,142		\$18,696,575.56	\$2,060

- (1) Pursuant to Rule 416(a) under the Act, this Registration Statement also covers an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the plans described herein in the event of a stock dividend, stock split, reverse stock split, extraordinary dividend, extraordinary distribution, recapitalization, reorganization, merger, combination, consolidation, split-up, spin-off, combination, exchange of shares, rights offering, separation, reorganization, liquidation or similar event.
- (2) Computed in accordance with Rules 457(c) and 457(h) under the Act, solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on April 28, 2023 (such date being within five business days of the date that this registration statement was filed with the SEC).
- (3) Represents shares issuable pursuant to the Movella Holdings Inc. 2022 Stock Incentive Plan (the "SIP"), which number includes (i) 6,105,301 shares of Common Stock plus (ii) 939,911 reserved shares of Common Stock not issued or subject to outstanding grants under the 2019 Plan (as defined below) as of February 10, 2023 and (iii) 5,687,380 shares of Common Stock underlying outstanding awards previously granted under Movella Inc.'s 2009 Equity Incentive Plan (the "2009 Plan") and Movella Inc.'s 2019 Equity Incentive Plan (the "2019 Plan" and, collectively with the 2009 Plan, the "Predecessor Plans") that were cancelled and exchanged by the Registrant for awards under the SIP effective as of February 10, 2023 pursuant to the Business Combination Agreement, dated as of October 3, 2022, by and among Pathfinder Acquisition Corporation ("Pathfinder"), our predecessor company, Motion Merger Sub, Inc., a wholly owned subsidiary of Pathfinder incorporated in the state of Delaware, and Movella Inc., a Delaware corporation (the "Converted Awards"). To the extent that Converted Awards are forfeited, cancelled, surrendered or terminated without issuance of shares, the shares of Common Stock subject to such awards will be available for future issuance under the SIP. See footnote 6 below.
- (4) Represents shares issuable pursuant to the Movella Holdings Inc. 2022 Employee Stock Purchase Plan (the "ESPP").
- (5) Estimated in accordance with Rule 457(h) under the Act solely for the purpose of calculating the registration fee on the basis of 85% of the average of the high and low prices of the Registrant's Common Stock as reported on the on the Nasdaq Global Select Market on April 28, 2023 (such date being within five business days of the date that this registration statement was filed with the SEC). Pursuant to the ESPP, the purchase price of Common Stock will be at least 85% of the lower of the fair market value of the Common Stock on the first trading day of the offering period or on the purchase date.