

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): May 14, 2026

Archer Aviation Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39668
(Commission File Number)

85-2730902
(IRS Employer Identification No.)

190 West Tasman Drive
San Jose, CA
(Address of principal executive offices)

95134
(Zip Code)

Registrant's telephone number, including area code: **650-272-3233**

N/A
(Former Name or Former Address, if Changed Since Last Report)

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:

- 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	ACHR	New York Stock Exchange
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	ACHR WS	New York Stock Exchange

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 8.01 Other Events

On May 14, 2026, Archer Aviation Inc. (the "Company") filed a prospectus supplement pursuant to Rule 424(b) under the Securities Act of 1933, as amended, with the Securities and Exchange Commission (the "SEC") relating to the resale of 3,266,870 shares (the "Resale Shares") of Class A common stock, \$0.0001 par value per share ("Class A common stock"), of the Company that were issued by the Company to the selling stockholders. The Resale Shares were issued pursuant to stock purchase agreements, on or about May 13, 2026, by and among the Company and the purchaser named therein. The prospectus supplement forms a part of the Company's Registration Statement on Form S-3 (No. 333-284812), which was originally filed with the SEC on February 11, 2025 (the "Registration Statement").

On or about May 19, 2026, the Company will issue up to an aggregate \$8 million of shares of Class A common stock (the "Vendor Shares"), issuable in satisfaction of payment to certain vendors in exchange for services rendered and/or goods purchased. The Vendor Shares are being offered by the Company pursuant to the Registration Statement, including the prospectus supplement dated May 14, 2026, and accompanying prospectus.

Copies of the legal opinions of Fenwick & West LLP relating to the validity of the Resale Shares and the Vendor Shares are filed as Exhibit 5.1 and Exhibit 5.2, respectively, to this Current Report on Form 8-K and are filed with reference to, and are hereby incorporated by reference into, the Registration Statement.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit Number	Description
5.1	<u>Opinion of Fenwick & West LLP.</u>
5.2	<u>Opinion of Fenwick & West LLP.</u>
23.1	<u>Consent of Fenwick & West LLP. (included in Exhibit 5.1).</u>
23.2	<u>Consent of Fenwick & West LLP. (included in Exhibit 5.2).</u>
104	Cover Page Interactive Data File (formatted in the Inline XBRL and contained in Exhibit 101)

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.

ARCHER AVIATION INC.

Date: May 14, 2026

By: /s/ Eric Lentell
Name: Eric Lentell
Title: Chief Legal & Strategy Officer

May 14, 2026

Archer Aviation Inc.
190 West Tasman Drive
San Jose, California 95134

Re: Registration Statement on Form S-3ASR

Ladies and Gentlemen:

As counsel to Archer Aviation Inc., a Delaware Corporation (the “**Company**”), we deliver this opinion with respect to certain matters in connection with the resale from time to time of 3,266,870 shares (the “**Shares**”) of the Company’s Class A common stock, \$0.0001 par value per share (“**Class A Common Stock**”), by the selling stockholders as described in the Prospectus (as defined below). The resale of the Shares is covered by the Registration Statement on Form S-3ASR (File No. 333-284812) filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on February 11, 2025 (the registration statement at the time it automatically became effective, including the documents or portions thereof incorporated by reference therein, as modified or superseded as described therein, and the information deemed to be a part thereof pursuant to Rule 430B under the Securities Act of 1933, as amended (the “**Securities Act**”), the “**Registration Statement**”) under the Securities Act, including the prospectus dated February 11, 2025 included therein (the “**Base Prospectus**”) as supplemented by the final prospectus supplement dated May 14, 2026, filed with the Commission pursuant to Rule 424(b) under the Securities Act (the “**Prospectus Supplement**” and, collectively with the Base Prospectus, the “**Prospectus**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the “**Opinion Certificate**”). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinions set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document

is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect (the “**Applicable Laws**”). We express no opinion with respect to any other laws.

We express no opinion regarding the effectiveness of any waiver or stay, extension or of unknown future rights. Further, we express no opinion regarding the effect of provisions relating to indemnification, exculpation or contribution to the extent such provisions may be held unenforceable as contrary to federal or state securities laws or public policy.

Based upon the foregoing, and subject to the qualifications and exceptions contained herein, we are of the opinion that the Shares are validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Current Report on Form 8-K to be filed by the Company with the Commission in connection with the offering of the Shares and further consent to all references to us, if any, in the Registration Statement, the Prospectus and any amendments thereto. In giving this consent we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

[Concluding Paragraph Follows on Next Page]

Archer Aviation Inc.
May 14, 2026
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This opinion is intended solely for use in connection with the resale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, is based solely on our understanding of facts in existence as of such date after the aforementioned examination and does not address any potential changes in facts, circumstance or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

May 14, 2026

Archer Aviation Inc.
190 West Tasman Drive
San Jose, California 95134

Re: Registration Statement on Form S-3ASR

Ladies and Gentlemen:

As counsel to Archer Aviation Inc., a Delaware Corporation (the “**Company**”), we deliver this opinion with respect to certain matters in connection with the offering by the Company of up to \$8,000,000.00 of shares (the “**Shares**”) of the Company’s Class A common stock, \$0.0001 par value per share (“**Class A Common Stock**”) to be issued pursuant to those fee and retainer agreements (the “**Agreements**”), dated between November 6, 2025 and May 19, 2026, by and between the Company and certain service providers of the Company. The Shares will be registered pursuant to the Registration Statement on Form S-3ASR (File No. 333-284812) filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on February 11, 2025 (the registration statement at the time it automatically became effective, including the documents or portions thereof incorporated by reference therein, as modified or superseded as described therein, and the information deemed to be a part thereof pursuant to Rule 430B under the Securities Act of 1933, as amended (the “**Securities Act**”), the “**Registration Statement**”) under the Securities Act, including the prospectus dated February 11, 2025 included therein (the “**Base Prospectus**”) as supplemented by the final prospectus supplement dated May 14, 2026, filed with the Commission pursuant to Rule 424(b) under the Securities Act (the “**Prospectus Supplement**” and, collectively with the Base Prospectus, the “**Prospectus**”). The offering of the Shares by the Company pursuant to the Registration Statement, the Prospectus and the Agreements is referred to herein as the “**Offering**.” This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the “**Opinion Certificate**”). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinions set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect (the “**Applicable Laws**”). We express no opinion with respect to any other laws.

We express no opinion regarding the effectiveness of any waiver or stay, extension or of unknown future rights. Further, we express no opinion regarding the effect of provisions relating to indemnification, exculpation or contribution to the extent such provisions may be held unenforceable as contrary to federal or state securities laws or public policy.

Based upon the foregoing, and subject to the qualifications and exceptions contained herein, we are of the opinion that the Shares, when issued, sold and delivered in the manner and for the consideration stated in the Registration Statement and the Prospectus and in accordance with the resolutions adopted by the Company’s board of Directors and the pricing committee thereof (the “**Board**”), will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Current Report on Form 8-K to be filed by the Company with the Commission in connection with the offering of the Shares and further consent to all references to us, if any, in the Registration Statement, the Prospectus and any amendments thereto. In giving this consent we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

[Concluding Paragraph Follows on Next Page]

Archer Aviation Inc.
May 14, 2026
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This opinion is intended solely for use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, is based solely on our understanding of facts in existence as of such date after the aforementioned examination and does not address any potential changes in facts, circumstance or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP
