
**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): November 9, 2023

SURF AIR MOBILITY INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41759
(Commission
File Number)

36-5025592
(IRS Employer
Identification No.)

12111 S. Crenshaw Blvd.
Hawthorne, CA 90250
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (424) 332-5480

(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:
Common stock, par value \$0.0001 per share	SRFM	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 7.01 Regulation FD.**Resale S-1 Filing**

On November 9, 2023, Surf Air Mobility Inc., a Delaware corporation (the “Company”), issued a press release announcing the filing of a registration statement on Form S-1. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished with this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

The Company announces material information to its investors using filings with the Securities and Exchange Commission, the investor relations page on the Company’s website (www.surfair.com), press releases, public conference calls, and public webcasts. The information disclosed by the foregoing channels could be deemed to be material information. As such, the Company encourages investors, the media, and others to follow the channels listed above and to review the information disclosed through such channels.

Item 9.01 Exhibits.**(a) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release
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.

SURF AIR MOBILITY INC.

Date: November 13, 2023

By: /s/ David Anderman

Name: David Anderman

Title: Chief Legal Officer

Surf Air Mobility Files Form S-1 registration statement with the SEC registering up to 300 million shares of Common Stock

November 9, 2023

LOS ANGELES—(BUSINESS WIRE)— Surf Air Mobility Inc. (NYSE: SRFM) (“Surf Air Mobility” or “Surf Air”), a company that aims to transform regional flying through electrification technology, today publicly filed a Form S-1 registration statement with the U.S. Securities and Exchange Commission (“the SEC”) registering up to 300 million shares of Common Stock. This represents the balance of the full amount of shares of Common Stock that the Company estimates could be issued and sold to GEM for \$100 million of GEM Advances under the Share Subscription Facility, plus the amount of shares the Company estimates could be issued and sold to GEM for \$50 million of additional drawdowns under the Share Subscription Facility. Registered shares are not issued and sold to GEM unless and until the Company decides to utilize the facility, which is at the Company’s discretion, and may occur from time to time or not at all.

The Company’s estimates related to the GEM Advances reflect, among other items, the Company’s obligation to register at least two times the value of a requested GEM Advance based on a per share price equal to the closing price of SFRM shares of Common Stock as of the close of trading on the trading day immediately preceding the date of the request.

As previously disclosed, the company has access to a total \$400 million under the Share Subscription Facility with GEM. As of today, the Company has \$392.5 million remaining under this agreement. After the initial advance of \$7.5 million, Surf Air Mobility may request advances of up to \$25 million each under the share subscription facility in an aggregate amount of up to \$100 million. Any drawn advance will reduce the amount that Surf Air can request for future draw downs.

Surf Air Mobility intends to utilize the shares registered pursuant to the Form S-1 registration statement to request advances under the share subscription facility and satisfy other current obligations to register shares previously issued to GEM. If all the registered shares are not utilized at this time, they will remain available for future advances under the share purchase facility, to the extent such advances are requested by Surf Air Mobility.

The Company has also separately registered 18,700,000 shares that could be sold to GEM for GEM Advances under a separate prospectus.

The company currently has 73,486,976 common shares outstanding, which excludes any shares that will be issued to GEM in connection with any future GEM Advances or drawdowns under the Share Subscription Facility.

About Surf Air Mobility

Surf Air Mobility is a Los Angeles-based regional air mobility platform expanding the category of regional air travel to reinvent flying through the power of electrification. In an effort to substantially reduce the cost and environmental impact of flying and as the operator of the largest commuter airline in the US, Surf Air Mobility intends to develop powertrain technology with its commercial partners to electrify existing fleets and bring electrified aircraft to market at scale. The management team has deep experience and expertise across aviation, electrification, and consumer technology.

For Press:

press@surfair.com

Source: Surf Air Mobility Inc.