

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

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SOUNDHOUND AI, INC.

(Exact name of registrant as specified in its charter)

Delaware

86-1286799

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification Number)

**5400 Betsy Ross Drive,
Santa Clara, CA 95054
(408) 441 - 3200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Dr. Keyvan Mohajer
SoundHound AI, Inc.
Chief Executive Officer
5400 Betsy Ross Drive,
Santa Clara, CA 95054
(408) 441-3200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send a copy of all communications to:

**Douglas Ellenoff, Esq.
Matthew Bernstein, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, New York 10105-0302
(212) 370-1300**

Approximate date of commencement proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-273393

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, SoundHound AI, Inc. (the “Registrant”) is filing this Registration Statement on Form S-3 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-3](#) (File No. 333-273393) (the “Prior Registration Statement”), which was declared effective by the Commission on August 4, 2023.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate amount of securities offered by the Registrant by a proposed additional aggregate offering price of \$20,000,000. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. The information set forth in the Prior Registration Statement, including all information incorporated by reference therein, and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

The following exhibits are filed with this Registration Statement.

| Exhibit Number | Description of Document |
|---------------------------|---|
| 5.1* | Opinion of Ellenoff Grossman & Schole LLP |
| 23.1* | Consent of PricewaterhouseCoopers LLP |
| 23.2* | Consent of Armanino LLP |
| 23.3* | Consent of Ernst & Young LLP |
| 23.4* | Consent of Ellenoff Grossman & Schole (included in Exhibit 5.1) |
| 24 | Power of Attorney (incorporated by reference to Exhibit 24 of the Prior Registration Statement) |
| 107* | Calculation of Filing Fee Table |

* Filed herewith.

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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 8th day of November, 2024.

SoundHound AI, Inc.

/s/ Dr. Keyvan Mohajer

Name: Dr. Keyvan Mohajer

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|------------------|
| <u>/s/ Keyvan Mohajer</u> Keyvan Mohajer | Chief Executive Officer (Principal Executive Officer) | November 8, 2024 |
| <u>/s/ Nitesh Sharan</u> Nitesh Sharan | Chief Financial Officer (Principal Financial and Accounting Officer) | November 8, 2024 |
| <u>*</u> James Hom | Director | November 8, 2024 |
| <u>*</u> Dr. Eric Ball | Director | November 8, 2024 |
| <u>*</u> Larry Marcus | Director | November 8, 2024 |
| <u>*</u> Diana Sroka | Director | November 8, 2024 |
| <u>* By: /s/ Dr. Keyvan Mohajer</u> Dr. Keyvan Mohajer Attorney-in-Fact | | |

November 8, 2024

SoundHound AI, Inc.
5400 Betsy Ross Drive
Santa Clara, CA 95054

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to SoundHound AI, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of a Registration Statement on Form S-3 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the “**Act**”). The Registration Statement relates to the offer and sale from time to time of additional shares of the Company’s Class A common stock, par value \$0.0001 per share (the “**Common Stock**”), up to a maximum aggregate amount of \$20,000,000 (the “**Shares**”), pursuant to an Equity Distribution Agreement, dated November 8, 2024, among the Company, Barclays Capital Inc., Piper Sandler & Co., D. A. Davidson & Co., H.C. Wainwright & Co., LLC and Joseph Gunnar & Co., LLC. The Registration Statement incorporates by reference the Registration Statement on Form S-3 (Registration No. 333-273393) (the “**Prior Registration Statement**”), which was declared effective on August 4, 2023, including the prospectus which forms part of the Prior Registration Statement (the “**Prospectus**”) and the supplements to the Prospectus referred to therein (each a “**Prospectus Supplement**”). The Shares are covered by the Registration Statement, and we understand that the Shares are to be offered and sold in the manner described in the Prospectus Supplement. This opinion is being delivered at the request of the Company and in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated by the Commission.

For purposes of this opinion, we have examined such documents and reviewed such questions of law as we have considered necessary and appropriate for the purposes of our opinion set forth below. In rendering our opinion, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to our opinions, we have relied upon certificates of officers of the Company and of public officials.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and paid for as described in the Prospectus Supplement, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the laws of the General Corporation Law of the State of Delaware as currently in effect, and no opinion is expressed with respect to any other laws or any effect that such other laws may have on the opinions expressed herein.

We consent to the filing of this opinion with the SEC as Exhibit 5.1 to the Registration Statement. We also consent to the reference of our firm under the caption “Experts” in the Prospectus Supplement and in each case in any amendment or supplement thereto. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 and Section 11 of the Act or the rules and regulations of the Commission promulgated thereunder, nor do we admit that we are experts with respect to any part of the Prospectus Supplement within the meaning of the term “expert” as used in the Act or the related rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ellenoff Grossman & Schole LLP
Ellenoff Grossman & Schole LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of SoundHound AI, Inc. of our report dated March 1, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in SoundHound AI Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP

San Francisco, California
November 8, 2024

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3MEF of our audit report dated March 28, 2023, except for the effects of the tables reflecting the impact of the revisions as of and for the year ended December 31, 2022 discussed in Note 20 (not presented herein) to the consolidated financial statements, as to which the date is March 1, 2024, relating to the consolidated financial statements of SoundHound AI, Inc. (the "Company"), for the year ended December 31, 2023, which report appears in the Company's 2023 Annual Report on Form 10-K. We also consent to the reference to us under the heading "Experts" in this Registration Statement.

/s/ Armanino^{LLP}
San Jose, California

November 8, 2024

Consent of Independent Auditors

We consent to the reference to our firm under the caption "Experts" in this Registration Statement on Form S-3 and related Prospectus Supplement of SoundHound AI, Inc. for the registration of its Class A Common Stock. and to the incorporation by reference therein of our report dated October 22, 2024, with respect to the consolidated and combined financial statements of Amelia Holdings, Inc. and Subsidiaries as of and for the year ended December 31, 2023 and as of December 31, 2022 (Successor), and the periods from December 21, 2022 through December 31, 2022 (Successor), and January 1, 2022 through December 20, 2022 (Predecessor) incorporated by reference in the Current Report on Form 8-K/A of SoundHound AI, Inc., filed with the Securities and Exchange Commission on October 22, 2024.

/s/ Ernst & Young LLP

November 8, 2024
New York, New York

CALCULATION OF FILING FEE TABLES

S-3

SOUNDHOUND AI, INC.

Table 1: Newly Registered and Carry Forward Securities

| Line Item Type | Security Type | Security Class Title | Notes | Fee Calculation Rule | Amount Registered | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|------------------------------------|---------------|--|-------|----------------------|-------------------|--|----------------------------------|------------------|----------------------------|
| <i>Newly Registered Securities</i> | | | | | | | | | |
| Fees to be Paid | Equity | Class A Common Stock, \$0.0001 par value | (1) | 457(o) | | | \$ 20,000,000.00 | 0.0001531 | \$ 3,062.00 |
| | | | | | | | Total Offering Amounts: | \$ 20,000,000.00 | 3,062.00 |
| | | | | | | | Total Fees Previously Paid: | | 0.00 |
| | | | | | | | Total Fee Offsets: | | |
| | | | | | | | Net Fee Due: | | <u>\$ 3,062.00</u> |

Offering Note(s)

- (1) The Registrant previously registered the offering, issuance and sale of securities, including its Class A common stock, of up to \$400,000,000 under the Registration Statement on Form S-3 (File No. 333-273393), which was filed by the Registrant on July 24, 2023 and declared effective on August 4, 2023 (the "Prior Registration Statement"). As of the date hereof, a balance of \$100,000,000 of securities remains unsold under the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), an additional amount of securities having a proposed maximum aggregate offering price of \$20,000,000 is hereby registered, representing no more than 20% of the maximum aggregate offering price of securities available for issuance under the Prior Registration Statement. Pursuant to Rule 416 under the Securities Act, this Registration Statement on Form S-3 shall also cover any additional shares of the Registrant's Class A common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the registrant's Class A common stock.