

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**SOUNDHOUND AI, INC.**  
(Exact name of registrant as specified in charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**86-1286799**

(IRS Employer  
Identification No.)

**5400 Betsy Ross Drive  
Santa Clara, CA**

(Address of Principal Executive Offices)

**95054**

(Zip Code)

**SoundHound AI, Inc. 2022 Equity Incentive Plan  
SoundHound, Inc. 2016 Equity Incentive Plan  
Melodis Corporation 2006 Stock Plan  
SoundHound AI, Inc. 2022 Employee Stock Purchase Plan**

(Full Title of the Plan)

**Dr. Keyvan Mohajer  
SoundHound AI, Inc.  
5400 Betsy Ross Drive  
Santa Clara, CA 95054**

(Name and Address of Agent For Service)

**(408) 441-3200**

Telephone Number, Including Area Code of Agent For Service.

**Copy to:**

**Douglas Ellenoff, Esq.  
Matthew Bernstein, Esq.  
Ellenoff Grossman & Schole LLP  
1345 Avenue of the Americas, 11th Floor  
New York, New York 10105  
Telephone: (212) 370-1300  
Facsimile: (212) 370-7889**

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. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

## REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

### Explanatory Note

This Registration Statement is being filed by SoundHound AI, Inc., a Delaware corporation (the “Registrant”, the “Company”, “us”, “our”, or “we”), to register an additional 18,806,859 shares of our Class A Common Stock, par value \$0.0001 per share (the “Common Stock”), which may be offered and sold pursuant to the SoundHound AI, Inc. 2022 Equity Incentive Plan (the “2022 Incentive Plan”) in connection with an increase in the number of shares available for issuance under such plan pursuant to the evergreen provision included therein. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its Common Stock for issuance under the 2022 Incentive Plan, the SoundHound AI, Inc. 2022 Employee Stock Purchase Plan, the SoundHound, Inc. 2016 Equity Incentive Plan, and the Melodis Corporation 2006 Stock Plan on a Registration Statement on [Form S-8](#) filed with the Commission on July 20, 2022 (File No. 333-266239) (the “Prior Registration Statement”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statement.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. Incorporation of Documents by Reference

We are “incorporating by reference” in this prospectus certain documents we file with the Commission, which means that we can disclose important information to you by referring you to those documents. The information in the documents incorporated by reference is considered to be part of this prospectus. Statements contained in documents that we file with the Commission and that are incorporated by reference in this prospectus will automatically update and supersede information contained in this prospectus, including information in previously filed documents or reports that have been incorporated by reference in this prospectus, to the extent the new information differs from or is inconsistent with the old information. We have filed or may file the following documents with the Commission and they are incorporated herein by reference as of their respective dates of filing.

- (i) our Annual Report on [Form 10-K](#) for the year ended December 31, 2023;
- (ii) our Definitive Proxy Statements on [Schedule 14A](#) filed on May 30, 2023;
- (iii) our Current Reports on [Form 8-K](#) dated January 3, 2024; and
- (iv) the description of our Common Stock contained in Exhibit 4.5 to Form 10-K.

All documents that we filed with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act subsequent to the date of this prospectus that indicates that all securities offered under this prospectus have been sold, or that deregisters all securities then remaining unsold, will be deemed to be incorporated in this prospectus by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus shall be deemed modified, superseded or replaced for purposes of this prospectus to the extent that a statement contained in this prospectus, or in any subsequently filed document that also is deemed to be incorporated by reference in this prospectus, modifies, supersedes or replaces such statement. Any statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this prospectus. None of the information that we disclose under Items 2.02 or 7.01 of any Current Report on Form 8-K or any corresponding information, either furnished under Item 9.01 or included as an exhibit therein, that we may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this prospectus, except as otherwise expressly set forth in the relevant document. Subject to the foregoing, all information appearing in this prospectus is qualified in its entirety by the information appearing in the documents incorporated by reference.

You may request, orally or in writing, a copy of these documents, which will be provided to you at no cost (other than exhibits, unless such exhibits are specifically incorporated by reference), by contacting Corporate Secretary, c/o SoundHound AI, Inc., at 5400 Betsy Ross Drive, Santa Clara, CA 95054. Our telephone number is (408) 441-3200. Information about us is also available at our website at <http://www.soundhound.com>. However, the information in our website is not a part of this prospectus and is not incorporated by reference.

#### Item 4. Description of Securities

Not applicable.

#### Item 5. Interests of Named Experts and Counsel

Not applicable.

## **Item 6. Indemnification of Officers and Directors**

As permitted by Section 102 of the Delaware General Corporation Law, we have adopted provisions in our Amended and Restated Certificate of Incorporation and our Amended and Restated Bylaws that limit or eliminate the personal liability of our directors for a breach of their fiduciary duty of care as a director. The duty of care generally requires that, when acting on behalf of the corporation, directors exercise an informed business judgment based on all material information reasonably available to them. Consequently, a director will not be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for:

- any breach of the director's duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any act related to unlawful stock repurchases, redemptions or other distributions or payment of dividends; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not affect the availability of equitable remedies such as injunctive relief or rescission. Our Amended and Restated Certificate of Incorporation also authorizes us to indemnify our officers, directors and other agents to the fullest extent permitted under Delaware law.

As permitted by Section 145 of the Delaware General Corporation Law, our Amended and Restated Bylaws provide that:

- we may indemnify our directors, officers and employees to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions;
- we may advance expenses to our directors, officers and employees in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions; and
- the rights provided in our Amended Bylaws are not exclusive.

Our Amended and Restated Certificate of Incorporation and our Amended and Restated Bylaws provide for the indemnification provisions described above and elsewhere herein. We have entered or will enter into, and intend to continue to enter into, separate indemnification agreements with our directors and certain of our officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements generally require us, among other things, to indemnify our officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers, other than liabilities arising from willful misconduct. These indemnification agreements also generally require us to advance any expenses incurred by the directors or officers as a result of any proceeding against them as to which they could be indemnified. These indemnification provisions and the indemnification agreements may be sufficiently broad to permit indemnification of our officers and directors for liabilities, including reimbursement of expenses incurred, arising under the Securities Act of 1933, as amended, or the Securities Act.

The Registrant has purchased and currently intends to maintain insurance on behalf of each and every person who is or was a director or officer of the Registrant against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

## **Item 7. Exemption from Registration Claimed**

Not applicable.

## Item 8. Exhibits

The following exhibits are filed with this Registration Statement.

### EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
4.1	<a href="#">SoundHound AI, Inc. 2022 Incentive Award Plan.</a>	Proxy Statement	Annex D	April 8, 2022
4.2	<a href="#">SoundHound AI, Inc. 2022 Employee Stock Purchase Plan.</a>	Proxy Statement	Annex E	April 8, 2022
4.3	<a href="#">Form of Restricted Stock Unit Agreement.</a>	Form 8-K	10.8	May 2, 2022
4.4	<a href="#">Form of Stock Option Award Agreement.</a>	Form 8-K	10.9	May 2, 2022
5.1*	<a href="#">Opinion of Ellenoff Grossman &amp; Schole LLP</a>			
5.2	<a href="#">Opinion of Ellenoff Grossman &amp; Schole LLP</a>	Form S-8	5.1	July 20, 2022
23.1*	<a href="#">Consent of PricewaterhouseCoopers LLP</a>			
23.2*	<a href="#">Consent of Armanino LLP</a>			
23.3	<a href="#">Consent of Ellenoff Grossman &amp; Schole LLP (included in Exhibit 5.1)</a>			
23.4	<a href="#">Consent of Ellenoff Grossman &amp; Schole LLP (included in Exhibit 5.2)</a>			
24	<a href="#">Powers of Attorney (included on signature page)</a>			
107*	<a href="#">Calculation of Filing Fees Table</a>			

\* Filed or furnished herewith

## 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 Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the 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 SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(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 registration statement is on Form S-8, and 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 SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference herein.

(2) That for the purpose of determining any liability under the Securities 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 which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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 Securities 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 Securities 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 Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 April 5, 2024.

### SoundHound AI, Inc.

/s/ Dr. Keyvan Mohajer

Name: Dr. Keyvan Mohajer

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dr. Keyvan Mohajer his true and lawful attorney-in-fact, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities to sign any and all amendments including post-effective amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

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

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Dr. Keyvan Mohajer</u> Dr. Keyvan Mohajer	Chief Executive Officer and Director (Principal Executive Officer)	April 5, 2024
<u>/s/ Nitesh Sharan</u> Nitesh Sharan	Chief Financial Officer (Principal Financial and Accounting Officer)	April 5, 2024
<u>/s/ James Hom</u> James Hom	Director	April 5, 2024
<u>/s/ Dr. Eric Ball</u> Dr. Eric Ball	Director	April 5, 2024
<u>/s/ Larry Marcus</u> Larry Marcus	Director	April 5, 2024
<u>/s/ Diana Sroka</u> Diana Sroka	Director	April 5, 2024



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FACSIMILE: (212) 370-7889  
www.egsllp.com

April 5, 2024

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

Re: Registration Statement on Form S-8

Gentlemen:

We have acted as counsel to Soundhound AI, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation of the Company’s Registration Statement on Form S-8 (the “**Registration Statement**”) being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”). The Registration Statement has been filed to register an additional 18,806,859 shares (the “**Plan Shares**”) of Company’s Class A common stock to be issued pursuant to the Company’s 2022 Equity Incentive Plan (the “**2022 Incentive Plan**”).

In arriving at the opinion expressed below, we have examined and relied on the following documents:

(1) the Second Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company, each as amended as of the date hereof;

(2) the 2022 Incentive Plan; and

(3) records of meetings and consents of the Board of Directors of the Company provided to us by the Company.

In addition, we have examined and relied on the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinion expressed below. In such examination, we have assumed, without independent verification, the genuineness of all signatures (whether original or photostatic), the accuracy and completeness of each document submitted to us, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified, conformed or photostatic copies thereof. We have further assumed the legal capacity of natural persons, that persons identified to us as officers of the Company are actually serving in such capacity, that the representations of officers and employees of the Company are correct as to questions of fact and that each party to the documents we have examined or relied on (other than the Company) has the power, corporate or other, to enter into and perform all obligations thereunder and also have assumed the due authorization by all requisite action, corporate or other, of the execution and delivery by such parties of such documents, and the validity and binding effect thereon on such parties. We have also assumed that the Company will not in the future issue or otherwise make available so many shares of its Class A Common Stock that there are insufficient authorized and unissued shares of Class A Common Stock for issuance of the shares issuable upon exercise of the options and vesting of the restricted stock units and any other awards being registered in the Registration Statement. We have not independently verified any of these assumptions.

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The opinions expressed in this opinion letter are limited to the General Corporation Law of the State of Delaware. We are not opining on, and we assume no responsibility for, the applicability or effect on any of the matters covered herein of: (a) any other laws; (b) the laws of any other jurisdiction; or (c) the laws of any country, municipality or other political subdivision or local government agency or authority. The opinions set forth below are rendered as of the date of this opinion letter. We assume no obligation to update or supplement such opinions to reflect any change of law or fact that may occur.

Based upon and subject to the foregoing, it is our opinion that the Plan Shares have been duly authorized and, upon issuance and payment therefor in accordance with the terms of the 2022 Incentive Plan, and the awards, agreements or certificates issued thereunder, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement within the meaning of the term "expert" as used in Section 11 of the Securities Act or the rules and regulations promulgated thereunder by the Securities and Exchange Commission, nor do we admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Ellenoff Grossman & Schole LLP

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 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  
April 5, 2024

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 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.

/s/ Armanino<sup>LLP</sup>  
San Jose, California

April 5, 2024

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)SoundHound AI, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.0001 par value	Rule 457(c) and Rule 457(h)	18,806,859 <sup>(2)</sup>	\$ 5.20 <sup>(3)</sup>	\$ 97,795,667	0.00014760	\$ 14,434.64
	Total Offering Amounts					N/A	\$ 14,434.64
	Total Fee Offsets						\$ -
	Net Fee Due						\$ 14,434.64

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 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.
- (2) Shares of Class A common stock represents the number of additional shares available for issuance pursuant to the SoundHound AI, Inc. 2022 Equity Incentive Plan (the “2022 Incentive Plan”) pursuant to the evergreen provision of such plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, based on \$5.20, the average of the high and low sales price of a share of Class A common stock as reported on the Nasdaq Global Market on April 3, 2024.