As filed with the Securities and Exchange Commission on September 4, 2026

Registration No. 333-

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

FORM S-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

SoundHound AI, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**7372**	**86-1286799**
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

5400 Betsy Ross Drive
Santa Clara, CA 95054
Telephone: (408) 441-3200
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Dr. Keyvan Mohajer
Chief Executive Officer
SoundHound AI, Inc.
5400 Betsy Ross Drive
Santa Clara, CA 95054
Telephone: (408) 441-3200
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Luke Bergstrom **Max Schleusener** **Lauren Lefcoe** **Latham & Watkins LLP** **505 Montgomery Street, Suite 2000** **San Francisco, CA 94111** **(415) 391-0600**	**Monica Greenberg** **Chief Legal & Administrative Officer** **LivePerson, Inc.** **530 7th Avenue, Floor M1** **New York, NY 10018** **(212) 609-4200**	**Philip Richter** **Mark Hayek** **Adam Cohen** **Fried, Frank, Harris, Shriver & Jacobson LLP** **One New York Plaza** **New York, NY 10004** **(212) 859-8000**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-296284

If this Form is a post-effective amendment filed pursuant to Rule 462(d) 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. ☐

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 ☒	Accelerated filer ☐
Non-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. ☐

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ☐

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-4 is being filed with respect to the registration of the issuance of an additional 726,888 shares of Class A common stock, par value $0.0001 per share, of SoundHound AI, Inc., a Delaware corporation ("SoundHound"), to certain stockholders of LivePerson, Inc., a Delaware corporation ("LivePerson"), immediately following the merger of Lightspeed Merger Sub, Inc., an indirect, wholly owned subsidiary of SoundHound ("Merger Sub I"), with and into LivePerson pursuant to the Amended and Restated Merger Agreement, dated July 2, 2026 (as it may be further amended from time to time, the "Merger Agreement"), by and among LivePerson, SoundHound, Merger Sub I and Lightspeed Merger Sub II Inc., an indirect, wholly owned subsidiary of SoundHound.

This Registration Statement relates to the SoundHound's Registration Statement on Form S-4 (File No. 333-296284) (the "Prior Registration Statement"), initially filed by SoundHound on May 27, 2026, amended on July 2, 2026 and July 8, 2026, and declared effective by the Securities and Exchange Commission (the "Commission") on July 9, 2026. The required opinion of counsel and related consent and accountant's consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits*. All exhibits filed with or incorporated by reference in the Prior Registration Statement on Form S-4 (File No. 333-296284) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit Number	Description
5.1	Opinion of Latham & Watkins LLP regarding the legality of the securities being registered
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm for SoundHound AI, Inc.
23.2	Consent of Ernst & Young LLP, independent auditor for Interactions Corporation
23.3	Consent of BDO USA, P.C., independent registered public accounting firm for LivePerson, Inc.
23.4	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
99.1	Consent of Houlihan Lokey Capital, Inc., financial advisor for LivePerson, Inc.
107	Filing Fee Table

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-4 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Santa Clara, California on the 4th day of September, 2026.

SOUNDHOUND AI, INC.

By: /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 below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Dr. Keyvan Mohajer Dr. Keyvan Mohajer	Director, Chief Executive Officer (Principal Executive Officer)	September 4, 2026
* James Hom	Director (Principal Financial and Accounting Officer)	September 4, 2026
* Dr. Eric Ball	Director	September 4, 2026
* Larry Marcus	Director	September 4, 2026
* Diana Sroka	Director	September 4, 2026

* The undersigned, by signing his name hereto, signs this registration statement on behalf of the directors of the registrant above in front of whose name an asterisk appears pursuant to powers of attorney duly executed by such directors and filed with the SEC.

By: /s/ Dr. Keyvan Mohajer
Dr. Keyvan Mohajer
Attorney-in-Fact

Exhibit 5.1

LATHAM & WATKINS LLP

330 North Wabash Avenue
Suite 2800
Chicago, Illinois 60611
Tel: +1.312.876.7700 Fax: +1.312.993.9767
www.lw.com

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London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

September 4, 2026

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

Re: Registration Statement on Form S-4

To the addressee set forth above:

We have acted as special counsel to SoundHound AI, Inc., a Delaware corporation (the "***Company***"), in connection with the proposed issuance of up to 5,819,020 shares (the "***Shares***") of the Company's Class A common stock, par value $0.0001 per share (the "***Common Stock***"), to be issued pursuant to that certain Amended and Restated Merger Agreement, dated as of July 2, 2026 (the "***Merger Agreement***"), by and among the Company, LivePerson, Inc., a Delaware corporation ("***LivePerson***"), Lightspeed Merger Sub Inc., a Delaware corporation and an indirect wholly owned subsidiary of the Company ("***Merger Sub I***"), and Lightspeed Merger Sub II Inc., an indirect, wholly owned subsidiary of SoundHound ("***Merger Sub II***"). The Shares are included in a registration statement on Form S-4 under the Securities Act of 1933, as amended (the "***Act***"), initially filed with the Securities and Exchange Commission (the "***Commission***") on May 27, 2026, and amended by the filing of the Company's registration statement on Form S-4 pursuant to Rule 462(b) under the Act (collectively and as may be further amended from time to time, the "***Registration Statement***"). The term "***Shares***" shall include any additional shares of Common Stock registered by the Company pursuant to Rule 462(b) under the Act in connection with the offering contemplated by the Registration Statement. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus (the "***Prospectus***"), other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the applicable LivePerson securityholders, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Registration Statement and the Merger Agreement, the issuance of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, we have assumed that (i) at or prior to the time of the delivery of any Shares, the Registration Statement will have been declared effective under the Act and that the registration will apply to all of the Shares and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity of the issuance of such Shares and (ii) the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus under the heading “Legal Matters.” We further consent to the incorporation by reference of this letter and consent into any registration statement or post-effective amendment to the Registration Statement filed pursuant to Rule 462(b) with respect to the Shares. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 of our report dated March 2, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the Registration Statement on Form S-4 (No. 333-296284) of SoundHound AI, Inc.. We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form S-4 (No. 333-296284) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
San Jose, California
September 4, 2026

Exhibit 23.2

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement on Form S-4 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference therein of our report dated November 14, 2025, relating to the consolidated financial statements of Interactions Corporation as of and for the year ended December 31, 2024 included in the Current Report on Form 8-K/A of SoundHound AI, Inc., filed with the Securities and Exchange Commission on November 14, 2025.

/s/ Ernst & Young LLP

Boston, MA
September 4, 2026

Exhibit 23.3

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 of our reports dated March 13, 2026, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of LivePerson, Inc., which are incorporated by reference in the Registration Statement on Form S-4 (No. 333-296284).

We also consent to the reference to us under the caption “Experts” in such Registration Statement.

/s/ BDO USA, P.C.
New York, New York

September 4, 2026

Exhibit 99.1

CONSENT OF HOULIHAN LOKEY CAPITAL, INC.

September 4, 2026

The Board of Directors of LivePerson, Inc.
530 7th Avenue
Floor M1
New York, NY 10018

RE: Registration Statement on Form S-4 (the “Registration Statement”) of SoundHound AI, Inc. (“SoundHound”).

Dear Members of the Board:

Reference is made to our opinion letter (“opinion”), dated April 21, 2026, to the Board of Directors (the “Board”) of LivePerson, Inc. (“LivePerson”). We understand that LivePerson has determined to include our opinion in the Proxy Statement of LivePerson / Prospectus of SoundHound (the “Proxy Statement/Prospectus”) included in the registration statement on Form S-4 (File No. 333- 296284) (the “Prior Registration Statement”), initially filed by SoundHound on May 27, 2026, amended on July 2, 2026 and July 8, 2026, and declared effective by the Securities and Exchange Commission on July 9, 2026. We also understand that the contents of the Prior Registration Statement, including the exhibits thereto, are to be incorporated by reference into the Registration Statement.

Our opinion was provided for the Board (in its capacity as such) in connection with its consideration of the transaction contemplated therein and may not be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with, included in or referred to in whole or in part in any registration statement, proxy statement or any other document, except, in each instance, in accordance with our prior written consent. In that regard, we hereby consent to the reference to our opinion in the Proxy Statement/Prospectus included in the Prior Registration Statement and its incorporation by reference into the Registration Statement filed with the Securities and Exchange Commission as of the date hereof under the following captions of the Proxy Statement/Prospectus: “SUMMARY – Opinion of LivePerson’s Financial Advisor,” “THE MERGERS — Background of the Mergers,” “THE MERGERS — Recommendation of the LivePerson Board of Directors; LivePerson’s Reasons for the Mergers,” and “THE MERGERS — Opinion of LivePerson’s Financial Advisor” and to the inclusion of our opinion as Annex B to the Proxy Statement/Prospectus included in the Prior Registration Statement and its incorporation by reference into the Registration Statement. Notwithstanding the foregoing, it is understood that this consent is being delivered solely in connection with the filing of the above-mentioned Registration Statement as of the date hereof and that our opinion is not to be filed with, included in or referred to in whole or in part in any other registration statement (including any amendments to the above-mentioned Registration Statement), proxy statement or any other document, except, in each instance, in accordance with our prior written consent.

In giving such consent, we do not thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term “expert” as used in, or that we come within the category of persons whose consent is required under, the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Houlihan Lokey Capital, Inc.

HOULIHAN LOKEY CAPITAL, INC.

CALCULATION OF FILING FEE TABLES

S-4

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
				Newly Registered Securities					
Fees to be Paid	Equity	Common Stock, par value $0.0001	(1)	Other	726,888	$	$ 2,006,210.88	0.0001381	$ 277.06
						Total Offering Amounts:	$ 2,006,210.88		277.06
						Total Fees Previously Paid:			0.00
						Total Fee Offsets:			
						Net Fee Due:			$ 277.06

Offering Note(s)

(1) Calculated pursuant to Rules 457(c) and 457(f)(1) promulgated under the Securities Act of 1933, as amended, and solely for the purpose of calculating the registration fee the proposed maximum aggregate offering price of $2,006,210.88 of the securities being registered was calculated based on the product of (a) $2.76, the average of the high and low prices per share of Common Stock, par value $0.001 per share (“LivePerson common stock”), of LivePerson, Inc. (“LivePerson”) on the New York Stock Exchange on August 28, 2026, multiplied by (b) 726,888, the estimated maximum number of shares of LivePerson common stock to be exchanged for shares of Class A common stock, par value $0.0001 per share, of SoundHound AI, Inc. (“SoundHound”) upon completion of the transactions contemplated by the Amended and Restated Agreement and Plan of Merger, dated as of July 2, 2026, by and among SoundHound, LivePerson, Lightspeed Merger Sub, Inc., an indirect wholly owned subsidiary of SoundHound, and Lightspeed Merger Sub II Inc., an indirect, wholly owned subsidiary of SoundHound.