

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

**AMENDMENT NO. 5  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**SOAR TECHNOLOGY ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

Cayman Islands  
(State or other jurisdiction of  
incorporation or organization)

6770  
(Primary Standard Industrial  
Classification Code Number)  
228 Park Avenue S PMB 74335  
New York, New York 10003-1502  
Telephone: (212) 503-2855

98-1580216  
(I.R.S. Employer  
Identification No.)

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

Mark J. Coleman, Esq.  
Executive Vice President and General Counsel  
228 Park Avenue S PMB 74335  
New York, New York 10003-1502  
Telephone: (212) 503-2855

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

*Copies of all communications, including communications sent to agent for service, should be sent to:*

Christopher J. Cummings, Esq.  
Raphael M. Russo, Esq.  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, New York 10019  
Tel: (212) 373-3000  
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Joel L. Rubinstein  
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White & Case LLP  
1221 Avenue of the Americas,  
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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

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, 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.

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 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   
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.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee
Units, each consisting of one Class A ordinary share, \$0.0001 par value, and one-third of one redeemable warrant(2)	23,000,000 units	\$10.00	\$230,000,000	\$25,093.00
Class A ordinary shares included as part of the units(3)	23,000,000 shares	—	—	—(4)
Redeemable warrants included as part of the units(3)	7,666,667 warrants	—	—	—(4)
Class A ordinary shares issuable upon exercise of redeemable warrants included as part of the units(5)	7,666,667 shares	\$11.50	\$88,166,670.50	\$9,618.98(5)
<b>Total</b>			<b>\$318,166,670.50</b>	<b>\$34,711.98(6)</b>

(1) Estimated solely for the purpose of calculating the registration fees.

(2) Includes 3,000,000 units, consisting of 3,000,000 Class A ordinary shares and 1,000,000 redeemable warrants, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.

(3) Pursuant to Rule 416(a), there are also being registered an indeterminate number of additional securities as may be offered or issued to prevent dilution resulting from share sub-divisions, share dividends or similar transactions.

(4) No fee pursuant to Rule 457(g).

(5) Calculated pursuant to Rule 457(g) under the Securities Act, based on the price of warrants.

(6) Previously paid.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the United States Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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**EXPLANATORY NOTE**

This Amendment No. 5 (Amendment No. 5) to the Registration Statement on FormS-1 (File No. 333-253273) of SOAR Technology Acquisition Corp. (Registration Statement) is being filed solely for the purpose of filing certain exhibits as indicated in Part II of this Amendment No. 5. This Amendment No. 5 does not modify any provision of the prospectus that forms a part of the Registration Statement. Accordingly, a preliminary prospectus has been omitted.

## Part II

### Information not required in prospectus

#### Item 13. Other expenses of issuance and distribution.

The estimated expenses payable by us in connection with the offering described in this registration statement (other than the underwriting discount and commissions) will be as follows:

SEC expenses	\$ 34,712
FINRA expenses	48,225
Accounting fees and expenses	52,000
Printing and engraving expenses	45,000
Legal fees and expenses	315,000
Stock exchange listing and filing fees	177,000
Miscellaneous	328,063
Total	\$ 1,000,000

#### Item 14. Indemnification of directors and officers.

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, willful neglect, civil fraud or the consequences of committing a crime. Our amended and restated memorandum and articles of association provide for indemnification of our officers and directors to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their own actual fraud, willful default or willful neglect. We will enter into agreements with our directors and officers to provide contractual indemnification in addition to the indemnification provided for in our amended and restated memorandum and articles of association. We expect to purchase a policy of directors' and officers' liability insurance that insures our officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and insures us against our obligations to indemnify our officers and directors.

Our officers and directors have agreed to waive any right, title, interest or claim of any kind in or to any monies in the trust account, and have agreed to waive any right, title, interest or claim of any kind they may have in the future as a result of, or arising out of, any services provided to us and will not seek recourse against the trust account for any reason whatsoever (except to the extent they are entitled to funds from the trust account due to their ownership of public shares). Accordingly, any indemnification provided will only be able to be satisfied by us if (i) we have sufficient funds outside of the trust account or (ii) we consummate an initial business combination.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### Item 15. Recent sales of unregistered securities.

On February 5, 2021, we entered into a securities subscription agreement with our sponsor whereby the sponsor would pay the company \$25,000, or approximately \$0.003 per share, to cover certain of our offering and formation costs in consideration of 7,187,500 Class B ordinary shares, par value \$0.0001. On February 18, 2021, our sponsor transferred 25,000 founder shares to each of Martha Tredgett and Greg Greeley, in each case

for consideration of \$87, resulting in our sponsor holding 7,137,500 founder shares. On August 31, 2021, we effected a split of the outstanding Class B ordinary shares, resulting in our sponsor holding 7,613,335 founder shares, having a par or nominal value of approximately \$0.00009 each, and Martha Tredgett and Greg Greeley each holding 26,666 founder shares, having a par or nominal value of approximately \$0.00009 each. Such securities were issued in connection with our organization pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act.

Our sponsor is an accredited investor for purposes of Rule 501 of Regulation D. Each of the equity holders in our sponsor is an accredited investor under Rule 501 of Regulation D. The sole business of our sponsor is to act as the company's sponsor in connection with this offering.

Our sponsor has committed, pursuant to a written agreement, to purchase an aggregate of 8,666,667 private placement warrants (or 9,666,667 private placement warrants if the underwriters' over-allotment option is exercised in full), each exercisable to purchase one ordinary share at \$11.50 per share, subject to adjustment, at a price of \$1.50 per warrant (approximately \$13,000,000 in the aggregate or \$14,500,000 if the underwriters' over-allotment option is exercised in full), in a private placement that will close simultaneously with the closing of this offering. This issuance will be made pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act.

No underwriting discounts or commissions were paid with respect to such sales.

#### **Item 16. Exhibits and financial statement schedules.**

- (a) The Exhibit Index is incorporated herein by reference.
- (b) The financial statements and notes thereto beginning on page F-1 are incorporated herein by reference.

#### **Item 17. Undertakings.**

(i) The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

(ii) Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange 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 Act and will be governed by the final adjudication of such issue.

(iii) The undersigned registrant hereby undertakes that:

1. For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.
2. For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus 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.

# Exhibit index

Exhibit no.	Description
1.1*	<a href="#">Form of Underwriting Agreement.</a>
3.1*	<a href="#">Memorandum and Articles of Association.</a>
3.2*	<a href="#">Form of Amended and Restated Memorandum and Articles of Association.</a>
4.1*	<a href="#">Specimen Unit Certificate.</a>
4.2*	<a href="#">Specimen Class A Ordinary Share Certificate.</a>
4.3*	<a href="#">Specimen Warrant Certificate.</a>
4.4*	<a href="#">Form of Warrant Agreement between Continental Stock Transfer &amp; Trust Company and the Registrant.</a>
5.1*	<a href="#">Opinion of Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP.</a>
5.2*	<a href="#">Opinion of Walkers, Cayman Islands legal counsel to the Registrant.</a>
10.1*	<a href="#">Form of Investment Management Trust Agreement between Continental Stock Transfer &amp; Trust Company and the Registrant.</a>
10.2*	<a href="#">Form of Registration and Shareholder Rights Agreement among the Registrant, the Sponsor and the Holders signatory thereto.</a>
10.3*	<a href="#">Form of Private Placement Warrants Purchase Agreement between the Registrant and the Sponsor.</a>
10.4*	<a href="#">Form of Indemnity Agreement.</a>
10.5*	<a href="#">Promissory Note, dated February 5, 2021, issued by the Registrant to the Sponsor.</a>
10.6*	<a href="#">Securities Subscription Agreement, dated as of February 5, 2021, between the Registrant and the Sponsor.</a>
10.7*	<a href="#">Form of Letter Agreement among the Registrant, the Sponsor and director and executive officer of the Registrant.</a>
10.8*	<a href="#">Form of Administrative Support Agreement between the Registrant and the Sponsor.</a>
23.1	<a href="#">Consent of Marcum LLP.</a>
23.2*	<a href="#">Consent of Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP (included on Exhibit 5.1).</a>
23.3*	<a href="#">Consent of Walkers (included on Exhibit 5.2).</a>
24*	<a href="#">Power of Attorney (included on signature page to the initial filing of this Registration Statement).</a>

\* Previously filed.





INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the inclusion in this Registration Statement of SOAR Technology Acquisition Corp. ("the Company") on Amendment No. 4 to Form S-1 (File No. 333-253273) of our report dated February 18, 2021, except for the discussions regarding accounting for warrants in Note 2 as to which the date is May 17, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of SOAR Technology Acquisition Corp. as of February 5, 2021 and June 30, 2021 (unaudited) and for the periods from January 29, 2021 (inception) through February 5, 2021 and January 29 through June 30, 2021 (unaudited), which report appears in the Prospectus, which is part of this Registration Statement. We also consent to the reference to our Firm under the heading "Experts" in such Prospectus.

*Marcum LLP*

Marcum LLP  
New York, NY  
September 1, 2021



Marcum LLP 730 Third Avenue 11th Floor New York, New York 10017 Phone 212.485.5500 Fax 212.485.5501 [marcumllp.com](http://marcumllp.com)