

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Field Matthew</b>		2. Issuer Name and Ticker or Trading Symbol <b>Joby Aviation, Inc. [JOBY]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/10/2021</b>		See Remarks
C/O JOBY AVIATION, INC., 2155 DELAWARE AVENUE, SUITE #225					
(Street) <b>SANTA CRUZ, CA 95060</b>			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
RSU	\$ 0	08/10/2021		A	V	553,151 (1)	(2)	04/03/2027	Common Stock	553,151	\$ 0 (1)	553,151	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Field Matthew C/O JOBY AVIATION, INC. 2155 DELAWARE AVENUE, SUITE #225 SANTA CRUZ, CA 95060			See Remarks	

## Signatures

/s/ Kate DeHoff, Attorney-in-Fact for Matthew Field	08/12/2021
<small>**Signature of Reporting Person</small>	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On August 10, 2021, pursuant to that certain Agreement and Plan of Merger, dated as of February 23, 2021, by and among the Issuer, RTP Merger Sub Inc. ("Merger Sub") and Joby Aero, Inc. ("Joby"), Merger Sub merged with and into Joby with Joby surviving as a wholly owned subsidiary of the Issuer (the "Merger"). Upon consummation of the Merger, each outstanding (1) Joby restricted stock unit award (each, a "Joby RSU Award") was automatically converted into a restricted stock unit award covering a number of shares of common stock of the Issuer equal to (i) the number of shares of Joby common stock subject to the applicable Joby RSU Award, multiplied by (ii) 3.4572, rounded down to the nearest whole share.

Represents an award of restricted stock units ("RSUs") that vests with respect to 16.66% of the RSUs on April 3, 2022 and as to the remaining 83.34% in 20 quarterly installments thereafter, (2) subject to the reporting person's continued service through the applicable vesting date. Each RSU represents the contingent right to receive one share of Common Stock upon vesting.

**Remarks:**

Chief Financial Officer and Treasurer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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