

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

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

**Reinvent Technology Partners**

(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)

**98-1548118**  
(I.R.S. Employer  
Identification Number)

**215 Park Avenue, Floor 11**  
**New York, New York 10003**  
**Telephone: (212) 457-1272**

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

**Maples Fiduciary Services (Delaware) Inc.**  
**4001 Kennett Pike, Suite 302**  
**Wilmington, Delaware 19807**  
**Telephone: (302) 338-9130**

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

*Copies to:*

**Howard L. Ellin, Esq.**  
**Christopher M. Barlow, Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**One Manhattan West**  
**New York, NY 10001**  
**(212) 735-3000**

**Jack Sheridan, Esq.**  
**Ryan J. Maierson, Esq.**  
**Benjamin A. Potter, Esq.**  
**Brian D. Paulson, Esq.**  
**Saad Khanani, Esq.**  
**Latham & Watkins LLP**  
**140 Scott Drive Menlo**  
**Park, CA 94025 (650)**  
**328-4600**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this registration statement is declared effective and all other conditions to the Business Combination described in the Registration Statement on Form S-4 filed by Reinvent Technology Partners on April 2, 2021, as amended (File No. 333-254988), which was declared effective by the Commission on July 16, 2021, have been satisfied or waived.

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:

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, anon-accelerated filer, 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.

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)

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share security	Proposed maximum aggregate offering price	Amount of registration fee
Common stock(2)(3)	<b>1,511,110</b>	\$0.0000033(4)	\$4.99(4)	\$0.01
<b>Total</b>			<b>\$4.99</b>	<b>\$0.01</b>

- (1) This Registration Statement relates to the Registration Statement on Form S-4 filed by Reinvent Technology Partners on April 2, 2021 (File No. 333-254988), as amended, which was declared effective by the Commission on July 16, 2021 (the "Prior Registration Statement"). Immediately prior to the consummation of the Merger described in the Prior Registration Statement, Reinvent Technology Partners, a Cayman Islands exempted company ("RTP"), intends to effect a deregistration under the Cayman Islands Companies Act (As Revised) and a domestication under Section 388 of the Delaware General Corporation Law, pursuant to which RTP's jurisdiction of incorporation will be changed from the Cayman Islands to the State of Delaware (the "Domestication"). All securities being registered will be issued by RTP (after the Domestication), the continuing entity following the Domestication, which will be renamed "Joby Aviation, Inc." ("Joby Aviation"), as further described in the Prior Registration Statement. As used herein, "Joby Aviation" refers to RTP after the Domestication, including after such change of name.
- (2) Pursuant to Rule 416(a) of the Securities Act, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (3) The number of shares of common stock of Joby Aviation being registered represents the sum of (a) 66,085,868 shares of Joby Aviation common stock to be issued in connection with the Merger described in the Prior Registration Statement (excluding shares of Joby Aviation common stock issued to current shareholders of Joby who already voted in favor of the Merger as described in the Prior Registration Statement), (b) the product of (i) 6,501,833 shares of Joby common stock reserved for issuance upon the exercise of options to purchase Joby common stock outstanding as of July 29, 2021 and that may be issued after such date pursuant to the terms of the Merger Agreement described in the Prior Registration Statement, which will convert into options to purchase shares of Joby Aviation common stock in accordance with the terms of the Merger Agreement described in the Prior Registration Statement and (ii) an exchange ratio of 3.4572 shares of Joby Aviation common stock for each share of Joby common stock, and (c) the product of (i) 2,951,600 shares of Joby common stock reserved for issuance upon the settlement of Joby restricted stock units outstanding as of July 29, 2021 and that may be issued after such date pursuant to the terms of the Merger Agreement described in the Prior Registration Statement, which will convert into restricted stock units, each of which will represent the right to receive one share of Joby Aviation common stock upon the satisfaction of vesting conditions in accordance with the terms of the Merger Agreement described in the Prior Registration Statement and (ii) an exchange ratio of 3.4572 shares of Joby Aviation common stock for each share of Joby common stock, in each case of clauses (a)-(c) above, less the number of shares of common stock registered under the Prior Registration Statement (97,257,166 shares) pursuant to the prior exchange ratio
- (4) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(f)(2) of the Securities Act of 1933. Joby is a private company, no market exists for its securities and has an accumulated deficit. Therefore, the proposed maximum aggregate offering price is one-third of the aggregate par value of the Joby securities expected to be exchanged in the Merger.
- \* Prior to the consummation of the Merger described in the Prior Registration Statement, the Registrant intends to effect a deregistration under Article 206 of the Cayman Islands Companies Act (As Revised) and a domestication under Section 388 of the Delaware General Corporation Law, pursuant to which the Registrant's jurisdiction of incorporation will be changed from the Cayman Islands to the State of Delaware. All securities being registered will be issued by Reinvent Technology Partners (after its domestication as a corporation incorporated in the State of Delaware), the continuing entity following the Domestication, which will be renamed "Joby Aviation, Inc."

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#### EXPLANATORY NOTE

This Registration Statement on Form S-4 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering additional shares of Reinvent Technology Partners (the "Company") common stock, par value \$0.0001 per share. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement on Form S-4 filed by the Company with the Securities and Exchange Commission (the "Commission") filed on April 2, 2021, as amended (File No. 333-254988), which was declared effective by the Commission on July 16, 2021 (the "Prior Registration Statement"). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

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

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 21. Exhibits and Financial Statements Schedules.**

(a) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#"><u>Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP</u></a>
8.1	<a href="#"><u>Tax Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP</u></a>
23.1	<a href="#"><u>Consent of WithumSmith+Brown, PC</u></a>
23.2	<a href="#"><u>Consent of Deloitte &amp; Touche LLP</u></a>
23.3	<a href="#"><u>Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page of the Registration Statement on Form S-4 (File No. 333-254988), originally filed with the Commission on April 2, 2021 and incorporated herein by reference).</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on the 30th day of July, 2021.

**REINVENT TECHNOLOGY PARTNERS**

By: /s/ Michael Thompson  
Name: Michael Thompson  
Title: Chief Executive Officer, Chief Financial Officer and Director

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Thompson</u> Michael Thompson	Chief Executive Officer, Chief Financial Officer and Director (Principal Executive, Financial and Accounting Officer)	July 30, 2021
<u>*</u> Sherry Coutu	Director	July 30, 2021
<u>*</u> Charles Hudson	Director	July 30, 2021
<u>*</u> Reid Hoffman	Director	July 30, 2021
<u>*</u> Fei-Fei Li	Director	July 30, 2021
<u>*</u> Mark Pincus	Director	July 30, 2021
<u>*</u> Kristina Salen	Director	July 30, 2021

\*By: /s/ Michael Thompson  
Michael Thompson  
Attorney-in-fact

# SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

ONE MANHATTAN WEST

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July 30, 2021

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 SHANGHAI  
 SINGAPORE  
 TOKYO  
 TORONTO

Reinvent Technology Partners  
 215 Park Avenue, Floor 11  
 New York, New York 10003

RE: Reinvent Technology Partners – Registration Statement on Form S-4

Ladies and Gentlemen:

We have acted as special United States counsel to Reinvent Technology Partners, a Cayman Islands company limited by shares (the “Company”), in connection with its filing with the Securities and Exchange Commission (the “Commission”) of a registration statement on Form S-4 (the “462(b) Registration Statement”) pursuant to Rule 462(b) under the Securities Act of 1933 (the “Securities Act”) relating to the registration of 1,511,110 additional shares of common stock, par value \$0.0001 per share, of Joby Aviation (the “Joby Shares”) issuable pursuant to the terms of the Agreement and Plan of Merger, dated as of February 23, 2021 (the “Merger Agreement”), by and among the Company, RTP Merger Sub Inc., a Delaware corporation and direct wholly owned subsidiary of the Company (“Merger Sub”), and Joby Aero, Inc., a Delaware corporation (“Joby”). The 462(b) Registration Statement relates to the Company’s Registration Statement on Form S-4 (File No. 333-254988) (the “Registration Statement”), initially filed by the Company on April 2, 2021 and declared effective by the Commission on July 17, 2021. In this opinion, we refer to the Company following effectiveness of the Domestication (as defined below) and/or of the merger of Merger Sub with and into Joby, with Joby surviving the merger as a wholly owned subsidiary of the Company (the “Merger”), as “Joby Aviation.”

As a result of and upon the closing of the Merger (the “Closing”), among other things, all outstanding shares of Joby capital stock as of immediately prior to the effective time of the Merger (excluding the capital stock of Joby issued pursuant to the Note Conversion (as defined in the Merger Agreement)), and, together with shares of Joby common stock reserved in respect of (i) options to purchase shares of Joby common stock and (ii) restricted stock units based on shares of Joby common stock outstanding as of immediately prior to the Closing that will be converted into awards based on Joby Aviation Common Stock, will be canceled in exchange for the right to receive, or the reservation of, the Aggregate Merger Consideration (as defined in the Merger Agreement) which will, in the case of all shares described in clauses (i) and (ii) hereof, in the aggregate equal an aggregate merger consideration of \$5,000,000,000, as determined pursuant to Sections 3.1, 3.2 and 3.3 of the Merger Agreement.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations (the “Rules and Regulations”) under the Securities Act of 1933 (the “Securities Act”).

In rendering the opinion stated herein, we have examined and relied upon the following:

- (a) the 462(b) Registration Statement;
- (b) the Registration Statement;
- (c) a copy of the Merger Agreement, filed as Exhibit 2.1 to the Registration Statement;
- (d) the form of Certificate of Incorporation of Joby Aviation to become effective under Section 103 of the General Corporation Law of the State of Delaware (the "DGCL") (the time of becoming effective, the "Effective Time"), filed as Exhibit 3.2 to the Registration Statement (the "Certificate of Incorporation");
- (e) the form of By-Laws of Joby Aviation to become effective as of the Effective Time, filed as Exhibit 3.3 to the Registration Statement (the "By-Laws");
- (f) the form of Certificate of Corporate Domestication to become effective as of the Effective Time, filed as Exhibit 4.7 to the Registration Statement (the "Certificate of Domestication");
- (g) an executed copy of the Plan of Domestication, filed as Exhibit 2.2 to the Registration Statement (the "Plan of Domestication"); and
- (h) the specimen Common Stock Certificate of Joby Aviation, filed as Exhibit 4.6 to the Registration Statement (the "Stock Certificate").

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, 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 or photocopied copies, and the authenticity of the originals of such copies. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

As used herein, "Transaction Documents" means the Merger Agreement and the Plan of Domestication.

We do not express any opinion with respect to the laws of any jurisdiction other than the DGCL (the foregoing being referred to as "Opined-on Law").

The opinion stated below presumes that:

1. Prior to the Company changing or effecting the change of its jurisdiction of incorporation by deregistering as an exempted company in the Cayman Islands and domesticating as a Delaware corporation pursuant to Section 388 of the General Corporation Law of the State of Delaware (collectively, the "Domestication"): (i) the Registration Statement and the 462(b) Registration Statement, as finally amended (including all necessary post-effective amendments), will have remained or, as applicable, become effective under the Securities Act; (ii) the shareholders of the Company will have approved, among other things, the Merger Agreement and the Domestication, including the Certificate of Incorporation and By-Laws; and (iii) all other necessary action will have been taken under the applicable laws of the Cayman Islands to authorize, approve and permit the Domestication, and any and all consents, approvals and authorizations from applicable Cayman Islands and other governmental and regulatory authorities required to authorize and permit the Domestication will have been obtained;

2. The Certificate of Domestication, in the form attached as Exhibit 4.7 to the Registration Statement, without alteration or amendment (other than identifying the appropriate date), will be duly authorized and executed and thereafter be duly filed with the Secretary of State of the State of Delaware (the "DE Secretary of State") in accordance with Sections 103 and 388 of the DGCL, that no other certificate or document, other than the Certificate of Incorporation, has been, or prior to the filing of the Certificate of Domestication will be, filed by or in respect of the Company with the DE Secretary of State and that the Company will pay any fees and other charges required to be paid in connection with the filing of the Certificate of Domestication;

3. The Certificate of Incorporation, in the form filed as Exhibit 3.2 to the Registration Statement, without alteration or amendment (other than identifying the appropriate date), will be duly authorized and executed and thereafter be duly filed with the DE Secretary of State and have become effective in accordance with Sections 103 and 388 of the DGCL, that no other certificate or document, other than the Certificate of Domestication, has been, or prior to the filing of the Certificate of Incorporation will be, filed by or in respect of the Company with the DE Secretary of State and that the Company will pay any fees and other charges required to be paid in connection with the filing of the Certificate of Incorporation;

4. The By-Laws, in the form attached as Exhibit 3.3 to the Registration Statement, without alteration or amendment (other than identifying the appropriate date), will become effective upon the Effective Time; and

5. Prior to the issuance of the Joby Shares: (i) the Registration Statement and the 462(b) Registration Statement, as finally amended (including all necessary post-effective amendments), will have remained or, as applicable, become effective under the Securities Act; (ii) the shareholders of the Company will have approved, among other things, the Merger Agreement and the Domestication, including the Certificate of Incorporation and By-Laws; and (iii) the Domestication and the other transactions contemplated by the Merger Agreement to be consummated concurrent with or prior to the Merger will have been consummated.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Joby Shares, when issued in the manner and on the terms described in the 462(b) Registration Statement and the Merger Agreement, will have been duly authorized by all requisite corporate action on the part of Joby Aviation under the DGCL and will be validly issued, fully paid and nonassessable.

The opinion stated herein is subject to the following qualifications:

(a) we have assumed that each of the Transaction Documents constitutes the valid and binding obligation of each party to such Transaction Document, enforceable against such party in accordance with its terms; and

(b) we call to your attention that the opinion stated herein is subject to possible judicial action giving effect to governmental actions or laws of jurisdictions other than those with respect to which we express our opinion.

In addition, in rendering the foregoing opinion we have assumed that, at all applicable times:

(a) the Company (i) is, and as of July 3, 2020 was, duly incorporated and validly existing and in good standing, (ii) has and as of July 3, 2020, had requisite legal status and legal capacity under the laws of the jurisdiction of its organization and (iii) has complied and will comply with all aspects of the laws of the jurisdiction of its organization in connection with the Merger Agreement and the Domestication and the transactions contemplated by, and the performance of its obligations under, the Transaction Documents;

(b) the Company has, and as of July 3, 2020, had the corporate power and authority to execute, deliver and perform all its obligations under each of the Transaction Documents;

(c) each of the Transaction Documents has been duly authorized, executed and delivered by all requisite corporate action on the part of the Company, subject to approval and adoption of the Merger Agreement and the Domestication by the Company's shareholders; and

(d) the issuance of the Joby Shares does not violate or conflict with any agreement or instrument binding on Joby Aviation (except that we do not make this assumption with respect to the Certificate of Incorporation, the By-Laws or those agreements or instruments expressed to be governed by the laws of the State of New York which are listed in Part II of the Registration Statement or the Company's Annual Report on Form 10-K for the year ended December 31, 2020).



We hereby consent to the reference to our firm under the heading “Legal Matters” in the prospectus forming part of the 462(b) Registration Statement. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving this consent, we do not thereby 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. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

# SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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July 30, 2021

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Reinvent Technology Partners  
215 Park Avenue, Floor 11  
New York, New York 10003

RE: United States Federal Income Tax Considerations

Ladies and Gentlemen:

We have acted as United States tax counsel to Reinvent Technology Partners, a Cayman Islands exempted company (“RTP”), in connection with the Agreement and Plan of Merger, dated as of February 23, 2021 (as amended, modified or supplemented, the “**Merger Agreement**”), by and among RTP, RTP Merger Sub Inc., a Delaware corporation and subsidiary of RTP, and Joby Aero Inc., a Delaware corporation, which, among other things, provides for RTP’s domestication from a Cayman Islands exempted company to a Delaware corporation pursuant to Section 338 of the Delaware General Corporation Law, as amended and Article 206 of the Cayman Islands Companies Law (2020 Revision) (the “**Domestication**”). This opinion is being delivered in connection with (i) the registration statement (File No. 333-254988) of RTP on Form S-4 filed on April 2, 2021 with the Securities and Exchange Commission, as amended and supplemented through the date hereof (the “**Initial Registration Statement**”) and (ii) the related registration statement of RTP on Form S-4 filed on the date hereof with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933 (the “**462(b) Registration Statement**” and, together with the Initial Registration Statement, the “**Registration Statements**”).

In rendering the opinion set forth below, we have examined and relied upon, without independent investigation or verification, the accuracy and completeness of the facts, information, factual representations, covenants and agreements contained in originals or copies, certified or otherwise identified to our satisfaction, of (i) the Merger Agreement, (ii) the Registration Statements, and (iii) such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below. We have assumed that the transactions contemplated by the foregoing documents have been or will be consummated in accordance with the operative documents and that such documents accurately and completely reflect the material facts of such transactions. In addition, we have relied upon the accuracy and completeness of certain statements, factual representations, covenants, and agreements made by RTP, including the accuracy and completeness of all factual representations and covenants set forth in a certificate dated as of the date hereof from an officer of RTP (the “**Officer’s Certificate**”). For purposes of rendering our opinion, we have assumed that such statements, factual representations, covenants, and agreements are, and will continue to be, including through the completion of the Domestication, true and correct without regard to any qualification as to knowledge or belief. Our opinion assumes and is expressly conditioned on, among other things, the initial and continuing accuracy and completeness of the facts, information, factual representations, covenants and agreements set forth in the documents referred to above and the statements, factual representations, covenants and agreements made by RTP, including those set forth in the Officer’s Certificate.

For purposes of our opinion, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed, photostatic, or electronic copies, and the authenticity of the originals of such latter documents. We have assumed that such documents, certificates, and records are duly authorized, valid, and enforceable. In making our examination of documents, we have assumed that the parties thereto had the power, corporate or otherwise, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or otherwise, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties.

Our opinion is based on the Internal Revenue Code of 1986, as amended (the ‘**Code**’), Treasury regulations promulgated thereunder, judicial decisions, published positions of the Internal Revenue Service (the ‘**Service**’), and such other authorities as we have considered relevant, all as in effect on the date of this opinion and all of which are subject to change or differing interpretations, possibly with retroactive effect. A change in the authorities upon which our opinion is based could affect the conclusions expressed herein. Moreover, there can be no assurance that our opinion will be accepted by the Service or, if challenged, by a court.

Based upon the foregoing and subject to the assumptions, exceptions, limitations and qualifications set forth herein and in the Initial Registration Statement under the heading ‘‘U.S. Federal Income Tax Considerations,’’ we are of the opinion that, for United States federal income tax purposes, the Domestication will qualify as a ‘‘reorganization’’ within the meaning of section 368(a)(1)(F) of the Code. We express no opinion on the potential U.S. federal income tax consequences of the Domestication pursuant to section 367 of the Code or the passive foreign investment company rules.

Except as expressly set forth above, we express no other opinion. This opinion is being delivered prior to the consummation of the Domestication and therefore is prospective and dependent on future events. This opinion is expressed as of the date hereof, and we are under no obligation to supplement or revise our opinion to reflect any legal developments, any factual matters arising subsequent to the date hereof, or the impact of any information, document, certificate, record, statement, factual representation, covenant, or assumption relied upon herein that becomes incorrect or untrue. No assurances can be given that future legislative, judicial, or administrative changes, on either a prospective or a retroactive basis, or future factual developments, would not adversely affect the accuracy of the conclusion stated herein.

In accordance with the requirements of Item 601(b)(23) of Regulation S-K under the Securities Act of 1933, we hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement. In giving this consent, we do not admit that we come within the category of persons whose consent is required under section 7 of the Securities Act of 1933 or the rules and regulations of the SEC thereunder.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the use in this Prospectus constituting a part of this Registration Statement on FormS-4 of our report dated May 12, 2021, relating to the financial statements of Reinvent Technology Partners, which is contained in that Prospectus. We also consent the reference to our Firm under the caption "Experts" in the Prospectus.

/s/ WithumSmith+Brown, PC

New York, New York  
July 30, 2021

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use in this Registration Statement on Form S-4MEF of our report dated April 1, 2021, relating to the financial statements of Joby Aero, Inc. appearing in the Registration Statement No. 333-254988 on Form S-4 of Reinvent Technology Partners. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

*/s/ Deloitte & Touche LLP*

San Jose, California  
July 30, 2021