

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): August 5, 2021

Reinvent Technology Partners

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-39524
(Commission
File Number)

98-1548118
(I.R.S. Employer
Identification No.)

215 Park Avenue, Floor 11
New York, NY
(Address of principal executive offices)

10003
(Zip Code)

(212) 457-1272
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A ordinary share and one-fourth of one redeemable warrant Class A ordinary shares, par value \$0.0001 per share	RTP.U	New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	RTP	New York Stock Exchange
	RTP WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*Joby Aviation, Inc. 2021 Incentive Award Plan*

On August 5, 2021, in connection with the Extraordinary General Meeting held on August 5, 2021 (the “Extraordinary General Meeting”), shareholders of Reinvent Technology Partners (“RTP” and, after the Business Combination (as defined below), “Joby Aviation”) approved by ordinary resolution and adopted the Joby Aviation, Inc. 2021 Incentive Award Plan (the “Incentive Award Plan”), which makes available for issuance thereunder a number of common shares equal to the sum of (i) 10% of the Joby Aviation common stock (as defined below) outstanding immediately after the closing of the transactions contemplated by the Merger Agreement (as defined below) (on a fully diluted and as-converted basis), which was estimated to be 77,513,319 shares in the Definitive Proxy (as defined below), (ii) the number of shares of common stock subject to outstanding awards under the Joby Aero, Inc. 2016 Stock Option and Grant Plan, as amended, that become available for issuance under the Incentive Award Plan in accordance with the Incentive Award Plan’s share counting provisions, and (iii) an annual increase on the first day of each fiscal year beginning in 2022 and ending in 2031, equal to the lesser of (A) 4% of the shares of Joby Aviation common stock outstanding (on an as converted basis) on the last day of the immediately preceding fiscal year and (B) such smaller number of shares as determined by Joby Aviation’s board of directors. A summary of the Incentive Award Plan is included in RTP’s definitive proxy statement/prospectus (the “Definitive Proxy”) for the Extraordinary General Meeting filed with the Securities and Exchange Commission (the “SEC”) on July 16, 2021 and is incorporated by reference, which summary is qualified in all respects by the full text of the Incentive Award Plan, included as Annex F to the Definitive Proxy.

Joby Aviation, Inc. 2021 Employee Stock Purchase Plan

On August 5, 2021, in connection with the Extraordinary General Meeting, shareholders of RTP approved by ordinary resolution and adopted the Joby Aviation, Inc. 2021 Employee Stock Purchase Plan (the “ESPP”). The maximum number of shares of Joby Aviation common stock which will be authorized for sale under the ESPP is equal to the sum of (i) 1% of the fully diluted shares of common stock outstanding immediately after the closing of the transactions contemplated by the Merger Agreement, which was estimated to be 7,751,332 shares in the Definitive Proxy and (ii) an annual increase on the first day of each year beginning in 2022 and ending in 2031, equal to the lesser of (A) 0.5% of the shares of common stock outstanding (on an as converted basis) on the last day of the immediately preceding fiscal year and (B) such number of shares of common stock as determined by Joby Aviation’s board of directors; provided, however, no more than 7.5% of the fully diluted shares of common stock outstanding immediately after the closing of the transactions contemplated by the Merger Agreement may be issued under the ESPP (which was estimated to be 58,139,212 shares in the Definitive Proxy). The maximum number of shares is subject to adjustment in the event of certain corporate transactions and changes to capital structure. A summary of the ESPP is included in the Definitive Proxy and is incorporated by reference, which summary is qualified in all respects by the full text of the ESPP, included as Annex G to the Definitive Proxy.

Item 5.07 Submission of Matters to a Vote of Security Holders*Extraordinary General Meeting of Shareholders*

At the Extraordinary General Meeting, shareholders holding 56,821,550 ordinary shares of RTP, which represented 65.87% of the ordinary shares outstanding and entitled to vote as of the record date of June 14, 2021, were represented in person or by proxy. The final voting results for each matter submitted to a vote of the RTP shareholders at the Extraordinary General Meeting are set forth below:

Approval of the BCA Proposal

The shareholders approved by ordinary resolution and adopted the Agreement and Plan of Merger, dated as of February 23, 2021 (the “Merger Agreement”), by and among RTP (which shall, in connection with the Business Combination, be renamed “Joby Aviation, Inc.”), RTP Merger Sub Inc. (“Merger Sub”) and Joby Aero, Inc. (“Joby”), a copy of which is attached to the Definitive Proxy as Annex A and RTP’s Current Report on Form 8-K filed with the SEC on February 24, 2021 (the “BCA Proposal”). The Merger Agreement provides for, among other things, the merger of Merger Sub with and into Joby (the “Merger”), with Joby surviving the Merger as a wholly owned subsidiary of RTP, in accordance with the terms and subject to the conditions of the Merger Agreement. The voting results with respect to the BCA Proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
54,039,223	2,761,511	20,816	N/A

Approval of the Domestication Proposal

The holders of RTP Class B ordinary shares approved by special resolution the change of RTP’s jurisdiction of incorporation by deregistering as an exempted company in the Cayman Islands and continuing and domesticating as a corporation incorporated under the laws of the State of Delaware (the “Domestication” and, together with the Merger, the “Business Combination”) (the “Domestication Proposal”). The voting results with respect to the Domestication Proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
54,034,868	2,758,810	27,872	N/A

Organizational Documents Proposals

The shareholders approved by special resolution the following material differences between the Amended and Restated Memorandum and Articles of Association of RTP (the “Cayman Constitutional Documents”) and the proposed new certificate of incorporation (“Proposed Certificate of Incorporation”) and the proposed new bylaws (“Proposed Bylaws”) of Joby Aviation:

Approval of Organizational Documents Proposal A

The shareholders approved the change in the authorized share capital of RTP from 500,000,000 Class A ordinary shares, par value \$0.0001 per share, 50,000,000 Class B ordinary shares, par value \$0.0001 per share, and 5,000,000 preferred shares, par value \$0.0001 per share, to 1,400,000,000 shares of common stock, par value \$0.0001 per share, of Joby Aviation (the “Joby Aviation common stock”) and 100,000,000 shares of preferred stock, par value \$0.0001 per share, of Joby Aviation (the “Joby Aviation preferred stock”) (“Organizational Documents Proposal A”). The voting results with respect to Organizational Documents Proposal A were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
50,501,974	6,247,639	71,937	N/A

Approval of Organizational Documents Proposal B

The shareholders approved that the board of directors of Joby Aviation be authorized to issue any or all shares of Joby Aviation preferred stock in one or more classes or series, with such terms and conditions as may be expressly determined by the board of directors of Joby Aviation and as may be permitted by the DGCL (“Organizational Documents Proposal B”). The voting results with respect to Organizational Documents Proposal B were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
50,483,098	6,228,579	109,879	N/A

Approval of Organizational Documents Proposal C

The shareholders approved that the board of directors of Joby Aviation be divided into three classes with only one class of directors being elected in each year and each class serving a three-year term (“Organizational Documents Proposal C”). The voting results with respect to Organizational Documents Proposal C were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
50,486,421	6,253,006	82,123	N/A

Approval of Organizational Documents Proposal D

The shareholders approved that Delaware be the exclusive forum for certain stockholder litigation (“Organizational Documents Proposal D”). The voting results with respect to Organizational Documents Proposal D were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
53,993,122	2,783,261	45,167	N/A

Approval of Organizational Documents Proposal E

The shareholders approved the election not to be governed by Section 203 of the DGCL and, instead, be governed by a provision substantially similar to Section 203 of the DGCL (“Organizational Documents Proposal E”). The voting results with respect to Organizational Documents Proposal E were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
53,870,277	2,785,268	166,005	N/A

Approval of Organizational Documents Proposal F

The shareholders approved all other changes in connection with the amendment and replacement of the Cayman Constitutional Documents with the Proposed Certificate of Incorporation and Proposed Bylaws in connection with the consummation of the Business Combination, including (1) changing the corporate name from “Reinvent Technology Partners” to “Joby Aviation, Inc.”, (2) making Joby Aviation’s corporate existence perpetual, (3) removing certain provisions related to RTP’s status as a blank check company that will no longer be applicable upon consummation of the Business Combination, and (4) imposing a certain limit on the voting power of Joby Aviation capital stock owned by non-U.S. citizens (“Organizational Documents Proposal F”). The voting results with respect to Organizational Documents Proposal F were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
54,007,763	2,767,695	46,092	N/A

Approval of the Director Election Proposal

The shareholders approved by ordinary resolution, the election of JoeBen Bevirt, Aicha Evans, Halimah DeLaine Prado, Reid Hoffman, James Kuffner, Dipender Saluja, Paul Sciarra, and Laura Wright, who, upon consummation of the Business Combination, will be the directors of Joby Aviation (the “Director Election Proposal”).

The voting results with respect to the election of JoeBen Bevirt were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,250,000	0	0	N/A

The voting results with respect to the election of Aicha Evans were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,250,000	0	0	N/A

The voting results with respect to the election of Halimah DeLaine Prado were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,250,000	0	0	N/A

The voting results with respect to the election of Reid Hoffman were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,250,000	0	0	N/A

The voting results with respect to the election of James Kuffner were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,250,000	0	0	N/A

The voting results with respect to the election of Dipender Saluja were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,250,000	0	0	N/A

The voting results with respect to the election of Paul Sciarra were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,250,000	0	0	N/A

The voting results with respect to the election of Laura Wright were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,250,000	0	0	N/A

Approval of the Stock Issuance Proposal

The shareholders approved by ordinary resolution, for the purposes of complying with the applicable provisions of Section 312.03 of the New York Stock Exchange's Listed Company Manual, the issuance of shares of Joby Aviation common stock pursuant to the Merger Agreement and the PIPE Investment, including to Joby Stockholders and the PIPE Investors, in each case as further described in the Definitive Proxy, be approved in all respects (collectively, the "Stock Issuance Proposal"). The voting results with respect to the Stock Issuance Proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
53,981,811	2,784,915	54,824	N/A

Approval of the Incentive Award Plan Proposal

The shareholders approved by ordinary resolution, the Joby Aviation Inc. 2021 Incentive Award Plan (the "Incentive Award Plan Proposal"). The voting results with respect to the Incentive Award Plan Proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
50,349,222	6,309,227	163,101	N/A

Approval of the ESPP Proposal

The shareholders approved by ordinary resolution, the Joby Aviation, Inc. 2021 Employee Stock Purchase Plan (the "ESPP Proposal"). The voting results with respect to the ESPP Proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
50,549,911	6,192,430	79,209	N/A

Approval of the Adjournment Proposal

The shareholders approved the adjournment of the Extraordinary General Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for the approval of one or more proposals at the Extraordinary General Meeting (the "Adjournment Proposal"). The voting results with respect to the Adjournment Proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
53,989,587	2,790,329	41,634	N/A

Special Meeting of Public Warrant Holders

At the Special Meeting of Public Warrant Holders, holders of 7,616,485 public warrants of RTP, which represented 44.15% of the public warrants outstanding and entitled to vote as of the record date of June 14, 2021, were represented in person or by proxy. Accordingly, a quorum was not obtained and no proposals were submitted to a vote of the RTP public warrant holders.

Item 8.01 Other Events

42,841,230 of RTP's Class A ordinary shares were presented for redemption in connection with the Business Combination.

Though not guaranteed, RTP expects to close the Business Combination on August 10, 2021, subject to the satisfaction of customary closing conditions, and for the Joby Aviation common stock and warrants to begin publicly trading on the New York Stock Exchange under the new symbols "JOBY" and "JOBY WS", respectively, on August 11, 2021.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release, dated as of August 5, 2021](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Reinvent Technology Partners

By: /s/ Michael Thompson
Name: Michael Thompson
Title: Chief Executive Officer

Date: August 5, 2021

**Reinvent Technology Partners Announces Shareholder Approval of
Proposed Business Combination with Joby Aviation**

NEW YORK, August 5, 2021—Reinvent Technology Partners (“RTP”) (NYSE: RTP), a special purpose acquisition company that takes a “venture capital at scale” approach to partnering with bold leaders and companies, announced that at its Extraordinary General Meeting of Shareholders held today, RTP shareholders voted to approve and adopt the previously announced business combination agreement with Joby Aviation, Inc. (“Joby”), a transportation company developing an all-electric, vertical take-off and landing aircraft that it intends to operate as a commercial passenger aircraft beginning in 2024.

The formal results of the vote will be included in a Current Report on Form8-K to be filed by RTP with the Securities and Exchange Commission (the “SEC”).

The business combination is expected to close on August 10, 2021, subject to the satisfaction or waiver of customary closing conditions. Upon the closing of the business combination, RTP will change its name to Joby Aviation, Inc. and shares and warrants of Joby Aviation, Inc. are expected to trade on the New York Stock Exchange under the ticker symbol “JOBY” and “JOBY WS,” respectively.

This transaction values Joby at \$4.5 billion enterprise value. The proceeds being raised in this transaction plus cash on the balance sheet as of March 31, 2021, equals approximately \$1.6 billion.

Commenting on the successful outcome of the vote, JoeBen Bevirt, Founder and CEO of Joby, said: “We’re honored that the shareholders of RTP have chosen to overwhelmingly support this transaction. These additional funds ensure that Joby continues to be the best funded company in this sector and, more importantly, we believe they deliver the required funding to execute on our plan. We now look forward to taking the next step on our journey toward making zero-emissions aerial ridesharing a reality and reinforcing Joby’s position as the leader in this new field.”

About Joby Aviation

Joby Aero, Inc. is a California-headquartered transportation company developing an all-electric vertical take-off and landing aircraft which it intends to operate as part of a fast, quiet, and convenient air taxi service beginning in 2024. The aircraft, which has a range of 150 miles on a single charge, can transport a pilot and four passengers at speeds of up to 200 mph. It is designed to enable a revolutionary new way for people to move in and around cities as an alternative to congested ground transportation while accelerating the shift to sustainable modes of transit. Founded in 2009, Joby employs more than 800 people, with offices in Santa Cruz, San Carlos, and Marina, California, as well as Washington D.C. and Munich, Germany. To learn more, visit www.jobyaviation.com.

About Reinvent Technology Partners

Reinvent Technology Partners is a newly formed special purpose acquisition company led by Reid Hoffman, Mark Pincus and Michael Thompson, that takes a “venture capital at scale” approach to partnering with bold leaders and companies. RTP will support a technology business to innovate and achieve entrepreneurship at scale by leveraging its team’s operating expertise as founders of iconic technology companies, their experience building companies as advisors and board members, and the capital raised in its initial public offering.

Forward Looking Statements

This press release contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed transaction between RTP and Joby Aero, Inc. (“Joby Aviation”). These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” in “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect the price of RTP’s securities, (ii) the risk that the transaction may not be completed by RTP’s business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by RTP, (iii) the failure to satisfy the conditions to the consummation of the transaction, including the adoption of the Agreement and Plan of Merger, dated as of February 23, 2021 (the “Merger Agreement”), by and among RTP, Joby Aviation and RTP Merger Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of RTP, by the shareholders of RTP, the satisfaction of the minimum trust account amount following redemptions by RTP’s public shareholders and the receipt of certain governmental and regulatory approvals, (iv) the lack of a third party valuation in determining whether or not to pursue the transaction, (v) the inability to complete the PIPE investment in connection with the transaction, (vi) the occurrence of any event,

change or other circumstance that could give rise to the termination of the Merger Agreement, (vii) the effect of the announcement or pendency of the transaction on Joby Aviation's business relationships, operating results and business generally, (viii) risks that the proposed transaction disrupts current plans and operations of Joby Aviation and potential difficulties in Joby Aviation employee retention as a result of the transaction, (ix) the outcome of any legal proceedings that may be instituted against Joby Aviation or against RTP related to the Merger Agreement or the transaction, (x) the ability to maintain the listing of RTP's securities on a national securities exchange, (xi) the price of RTP's securities may be volatile due to a variety of factors, including changes in the competitive and highly regulated industries in which RTP plans to operate or Joby Aviation operates, variations in operating performance across competitors, changes in laws and regulations affecting RTP's or Joby Aviation's business and changes in the combined capital structure, (xii) the ability to implement business plans, forecasts, and other expectations after the completion of the transaction, and identify and realize additional opportunities, and (xiii) the risk of downturns and a changing regulatory landscape in the highly competitive aviation industry. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of RTP's Annual Report on Form 10-K for the year ended December 31, 2020, as amended, the registration statement on Forms-4 (File No. 333-254988) and other documents filed by RTP from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and RTP and Joby Aviation assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither RTP nor Joby Aviation gives any assurance that either RTP or Joby Aviation or the combined company will achieve its expectations.

For Joby Aviation

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