
**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 29, 2025

Joby Aviation, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39524
(Commission File Number)

98-1548118
(IRS Employer
Identification No.)

333 ENCINAL STREET

SANTA CRUZ , California
(Address of Principal Executive Offices)

95060
(Zip Code)

Registrant's Telephone Number, Including Area Code: 831 201-6700
(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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	JOBY	New York Stock Exchange
Warrants to purchase common stock	JOBY 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 8.01 Other Events.

Prospectus Supplement for Strata Critical Medical, Inc. (f/k/a Blade Air Mobility, Inc.)

On August 29, 2025, Joby Aviation, Inc., (the “Company”) filed a prospectus supplement pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “Act”), with the U.S. Securities and Exchange Commission (the “Commission”) relating to the resale of 5,325,585 shares of common stock, \$0.0001 par value per share (“common stock”), of the Company that were issued by the Company to the selling stockholder named therein in connection with the Company’s acquisition of the passenger segment and operations of Strata Critical Medical, Inc. (f/k/a Blade Air Mobility, Inc.), Trinity Medical Intermediate II, Inc., and Blade Urban Air Mobility, Inc. The prospectus supplement forms a part of the Company’s Registration Statement on Form S-3 (No. 333-282809), which was originally filed with the Commission on October 24, 2024 (the “Registration Statement”).

A copy of the legal opinion of Latham & Watkins LLP relating to the validity of the issuance of these shares of common stock is filed as Exhibit 5.1 to this Current Report on Form 8-K and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

Prospectus Supplement for Toyota Motor Corporation

On August 29, 2025, the Company filed another prospectus supplement pursuant to Rule 424(b) under the Act with the Commission relating to the resale of 49,701,790 shares of common stock of the Company that were issued by the Company to the selling stockholder named therein in connection the closing of the first tranche under the amended restated stock purchase agreement (the “A&R Stock Purchase Agreement”), by and between the Company and Toyota Motor Corporation (“Toyota”), which provides for the issuance and sale by the Company to Toyota in a private placement of up to an aggregate of 99,403,579 shares of common stock, at a purchase price of \$5.03 per share, upon the terms and conditions set forth in the A&R Stock Purchase Agreement. The prospectus supplement forms a part of the Company’s Registration Statement.

A copy of the legal opinion of Latham & Watkins LLP relating to the validity of the issuance of these shares of common stock is filed as Exhibit 5.2 to this Current Report on Form 8-K and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
5.1	Opinion of Latham & Watkins LLP
5.2	Opinion of Latham & Watkins LLP
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.2)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 thereunto duly authorized.

Joby Aviation, Inc.

Date: August 29, 2025

By: /s/ Rodrigo Brumana
Name: Rodrigo Brumana
Title: Chief Financial Officer

140 Scott Drive
Menlo Park, California 94025
Tel: +1.650.328.4600 Fax: +1.650.463.2600
www.lw.com

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Madrid	Washington, D.C.

August 29, 2025

Joby Aviation, Inc.
333 Encinal Street
Santa Cruz, California 95060

Re: Registration Statement on Form S-3 (No. 333-282809); 5,325,585 shares of common stock, \$0.0001 par value per share

To the addressee set forth above:

We have acted as special counsel to Joby Aviation, Inc., a Delaware corporation (the “**Company**”), in connection with the resale from time to time of 5,325,585 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share, by the selling securityholder as described in the Prospectus (as defined below). The resale of the Shares is covered by the registration statement on Form S-3 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on October 24, 2024 (Registration No. 333-282809) the “**Registration Statement**”), a base prospectus dated October 24, 2024 included in the Registration Statement at the time it originally became effective (the “**Base Prospectus**”) and a prospectus supplement dated August 29, 2025 filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the “**Prospectus**”). 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 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 the 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, the issue of the Shares has been duly authorized by all necessary corporate action of the Company, and the Shares are validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, we have assumed that 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 Company's Form 8-K dated August 29, 2025 and to the reference to our firm in the Prospectus contained therein under the heading "Legal Matters." 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

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Madrid	Washington, D.C.

August 29, 2025

Joby Aviation, Inc.
333 Encinal Street
Santa Cruz, California 95060

Re: Registration Statement on Form S-3 (No. 333-282809); 49,701,790 shares of common stock, \$0.0001 par value per share

To the addressee set forth above:

We have acted as special counsel to Joby Aviation, Inc., a Delaware corporation (the “**Company**”), in connection with the resale from time to time of 49,701,790 shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share, by the selling securityholder as described in the Prospectus (as defined below). The resale of the Shares is covered by the registration statement on Form S-3 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on October 24, 2024 (Registration No. 333-282809) the “**Registration Statement**”), a base prospectus dated October 24, 2024 included in the Registration Statement at the time it originally became effective (the “**Base Prospectus**”) and a prospectus supplement dated August 29, 2025 filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the “**Prospectus**”). 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 the Prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

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Sincerely,

/s/ Latham & Watkins LLP