

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

SERVE ROBOTICS INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

85-3844872

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

730 Broadway  
Redwood City, CA 94063  
(Address of Principal Executive Offices) (Zip Code)

Serve Robotics Inc. 2023 Equity Incentive Plan  
(Full Title of the Plans)

Ali Kashani  
Chief Executive Officer  
730 Broadway  
Redwood City, California 94063  
(Name and Address of Agent for Service)

(818) 860-1352  
(Telephone Number, including Area Code, of Agent for Service)

Copies to:

Albert W. Vanderlaan, Esq.  
Orrick Herrington & Sutcliffe LLP  
222 Berkeley Street  
Suite 2000  
Boston, MA 02116  
(617) 880-1800

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Serve Robotics Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register an additional 2,188,680 shares of Common Stock, par value \$0.0001 per share (the “Common Stock”), under the Serve Robotics Inc. 2023 Equity Incentive Plan, as amended by the Amendment to the Serve Robotics Inc. 2023 Equity Incentive Plan, dated July 22, 2024 (as amended, the “Plan”), pursuant to the provisions of the Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the Plan on October 1, 2024. This Registration Statement hereby incorporates by reference the contents of the Registrant’s (i) registration statement on [Form S-8](#) (File No. 333-277549) filed with the Commission on February 29, 2024 and (ii) registration statement on [Form S-8](#) (File No. 333-281083) filed with the Commission on July 29, 2024.

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PART II

Information Required in the Registration Statement

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
5.1	<a href="#">Opinion and Consent of Orrick, Herrington &amp; Sutcliffe LLP.</a>					X
23.1	<a href="#">Consent of dbmckennon, an independent registered public accounting firm.</a>					X
23.2	<a href="#">Consent of Orrick, Herrington &amp; Sutcliffe LLP (contained in Exhibit 5.1).</a>					X
24	<a href="#">Power of Attorney (included in the signature pages hereto).</a>					X
99.1	<a href="#">Serve Robotics Inc. 2023 Equity Incentive Plan and form of award agreements.</a>	10-K	000-56237	10.29	February 29, 2024	
99.2	<a href="#">Amendment to Serve Robotics Inc.'s 2023 Equity Incentive Plan.</a>	DEF14A	000-56237	Appendix B	June 7, 2024	
107	<a href="#">Filing Fee Table.</a>					X

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California on October 9, 2024.

### Serve Robotics Inc.

By: /s/ Ali Kashani  
Ali Kashani  
Chief Executive Officer

## POWER OF ATTORNEY

We, the undersigned directors and officers of the Registrant, hereby severally constitute and appoint Ali Kashani and Touraj Parang as our true and lawful attorneys, with full power to him to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith, and any and all amendments (including post-effective amendments) to said Registration Statement, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, shall do or cause to be done by virtue of this power of attorney. This power of attorney does not revoke any power of attorney previously granted by the undersigned, or any of them.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on the date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ali Kashani</u> Ali Kashani	Chief Executive Officer and Chairman of the Board of Directors <i>(principal executive officer)</i>	October 9, 2024
<u>/s/ Touraj Parang</u> Touraj Parang	President and Chief Operating Officer and Director	October 9, 2024
<u>/s/ Brian Read</u> Brian Read	Chief Financial Officer <i>(principal financial and accounting officer)</i>	October 9, 2024
<u>/s/ James Buckley Jordan</u> James Buckley Jordan	Director	October 9, 2024
<u>/s/ Sarfraz Maredia</u> Sarfraz Maredia	Director	October 9, 2024
<u>/s/ David Goldberg</u> David Goldberg	Director	October 9, 2024
<u>/s/ Olivier Vincent</u> Olivier Vincent	Director	October 9, 2024



**Orrick, Herrington & Sutcliffe LLP**  
222 Berkeley St Suite 2000  
Boston, MA 02116  
+1-617-880-1800  
**orrick.com**

October 9, 2024

Serve Robotics Inc.  
730 Broadway  
Redwood City, CA 94063

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Serve Robotics Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's registration statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of an aggregate of 2,188,680 shares of the Company's common stock, par value \$0.0001 per share ("Common Stock" and such shares, the "Shares"), reserved for issuance pursuant to the Serve Robotics Inc. 2023 Equity Incentive Plan, as amended by the Amendment to the Serve Robotics Inc. 2023 Equity Incentive Plan, dated July 22, 2024 (as amended, the "2023 Plan"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the 2023 Plan.

In connection with this opinion, we have examined and relied upon (i) the Registration Statement; (ii) the Amended and Restated Certificate of Incorporation of the Company, as amended and restated through the date hereof; (iii) the Amended and Restated Bylaws of the Company, as amended and restated through the date hereof; (iv) the 2023 Plan; and (v) such corporate records of the Company, certificates of public officials, officers of the Company and other persons, and such other documents, agreements and instruments as we have deemed relevant and necessary or appropriate as a basis for our opinion set forth below.

In such examination, 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 facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed 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.

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Serve Robotics  
October 9, 2024  
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Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the 2023 Plan have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the 2023 Plan, will be validly issued, fully paid and non-assessable.

Our opinion herein is limited to the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ ORRICK, HERRINGTON & SUTCLIFFE LLP

Orrick, Herrington & Sutcliffe LLP

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**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Serve Robotics, Inc. of our report dated February 29, 2024 related to the consolidated financial statements which appear in the Annual Report on Form 10-K of Serve Robotics, Inc. for the year ended December 31, 2023, which includes an explanatory paragraph regarding the substantial doubt about the Company's ability to continue as a going concern.

*/s/ dbbmckennon*

Newport Beach, California  
October 9, 2024

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Serve Robotics Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Other	2,188,680(2)	\$ 9.94(3)	\$21,755,479.20	0.0001531	\$ 3,330.76
<b>Total Offering Amounts</b>					\$21,755,479.20		\$ 3,330.76
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							<u>\$ 3,330.76</u>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover any additional shares of the common stock, \$0.0001 par value per share (the “Common Stock”), of Serve Robotics Inc. (the “Registrant”) that become issuable with respect to the securities identified in the above table, by reason of any stock dividend, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents 2,188,680 additional shares of Common Stock reserved for issuance under the 2023 Equity Incentive Plan resulting from an automatic annual increase in the number of shares reserved for issuance under such plan on October 1, 2024.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$9.94 was computed by averaging the high and low prices of a share of the Registrant’s Common Stock as reported on The Nasdaq Capital Market on October 7, 2024.