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

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**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. )\*  
(Rule 13d-102)

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**Arrival**

(Name of Issuer)

Ordinary Shares, accounting value per share  
(Title of Class of Securities)

L0423Q108  
(CUSIP Number)

June 2, 2023  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Antara Capital LP	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 37,001 (1)
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 1,459,805
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 1,459,805 (1)	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 8.0% (2)	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN, IA	

(1) See Item 4 for voting restrictions on certain Ordinary Shares.

(2) Calculations are based on (i) 15,262,180 Ordinary Shares of Arrival (the "Issuer") outstanding as of April 14, 2023 as reported in the Issuer's Form 6-K, as amended, filed with the U.S. Securities and Exchange Commission ("SEC") on April 13, 2023, plus (ii) 3,024,194 Ordinary Shares issued on June 6, 2023, as reported in the Issuer's Form 6-K, filed with the SEC on June 6, 2023, amounting to a total of 18,286,374 Ordinary Shares outstanding as of June 6, 2023.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Antara Capital GP LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 37,001 (1)
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 1,459,805
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 1,459,805 (1)	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 8.0% (2)	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(1) See Item 4 for voting restrictions on certain Ordinary Shares.

(2) Calculations are based on (i) 15,262,180 Ordinary Shares of the Issuer outstanding as of April 14, 2023 as reported in the Issuer's Form 6-K, as amended, filed with the SEC on April 13, 2023, plus (ii) 3,024,194 Ordinary Shares issued on June 6, 2023, as reported in the Issuer's Form 6-K, filed with the SEC on June 6, 2023, amounting to a total of 18,286,374 Ordinary Shares outstanding as of June 6, 2023.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Himanshu Gulati	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> USA	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 37,001 (1)
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 1,459,805
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 1,459,805 (1)	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 8.0% (2)	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

(1) See Item 4 for voting restrictions on certain Ordinary Shares.

(2) Calculations are based on (i) 15,262,180 Ordinary Shares of the Issuer outstanding as of April 14, 2023 as reported in the Issuer's Form 6-K, as amended, filed with the SEC on April 13, 2023, plus (ii) 3,024,194 Ordinary Shares issued on June 6, 2023, as reported in the Issuer's Form 6-K, filed with the SEC on June 6, 2023, amounting to a total of 18,286,374 Ordinary Shares outstanding as of June 6, 2023.

**Item 1(a). Name of Issuer:**

Arrival (the "Issuer")

**Item 1(b). Address of Issuer's Principal Executive Offices:**

60a, rue des Bruyeres  
L-1274 Howald  
Grand Duchy of Luxembourg

**Item 2(a). Name of Person Filing:**

This Schedule is being filed by the following persons (each a "Reporting Person" and, collectively, the "Reporting Persons"):

- (i) Antara Capital LP ("Antara Capital")
- (ii) Antara Capital GP LLC ("Antara GP")
- (iii) Himanshu Gulati ("Mr. Gulati")

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The address of the principal business office of each of the Reporting Persons is:

55 Hudson Yards, 47th Floor, Suite C  
New York, NY 10001

**Item 2(c). Citizenship:**

- (i) Antara Capital is a Delaware limited partnership
- (ii) Antara GP is a Delaware limited liability company
- (iii) Mr. Gulati is an individual and is a citizen of the United States

**Item 2(d). Title of Class of Securities:**

Ordinary Shares, accounting par value per share ("Ordinary Shares")

**Item 2(e). CUSIP Number:**

L0423Q108

**Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Rows 5 through 9 and 11 of the cover pages hereto for each Reporting Person are incorporated herein by reference.

As of June 30, 2023, Antara Capital Master Fund LP (“Antara Master Fund”) directly holds 1,422,804 Ordinary Shares of the Issuer and a certain managed account for which Antara Capital serves as investment manager (the “Managed Account”) directly holds 37,001 Ordinary Shares of the Issuer.

As of June 30, 2023, the Reporting Persons in the aggregate beneficially own approximately 8.0% of the Ordinary Shares outstanding, based on (i) 15,262,180 Ordinary Shares of the Issuer outstanding as of April 14, 2023 as reported in the Issuer’s Form 6-K, as amended, filed with the U.S. Securities and Exchange Commission on April 13, 2023, plus (ii) 3,024,194 Ordinary Shares issued on June 6, 2023, as reported in the Issuer’s Form 6-K, filed on June 6, 2023, amounting to a total of 18,286,374 Ordinary Shares outstanding as of June 6, 2023.

On February 21, 2023, Antara Master Fund and the Issuer had entered into that certain Exchange Agreement (the “Exchange Agreement”) pursuant to which the Issuer had agreed, subject to certain conditions, to issue 219,420,000 Ordinary Shares to Antara Master Fund in exchange for \$121,900,000 in aggregate principal amount of the Issuer’s 3.50% convertible senior notes due 2026 (the “Convertible Notes”) held by Antara Master Fund. Antara Master Fund and the Issuer later agreed to postpone the consummation of the transactions contemplated by the Exchange Agreement.

On June 2, 2023, Antara Master Fund and the Issuer agreed to enter into that certain Amended and Restated Exchange Agreement (the “A&R Exchange Agreement”) to amend and restate entirely the Exchange Agreement, which was not capable of being consummated. Pursuant to the A&R Exchange Agreement, the Issuer agreed (i) to issue 3,024,194 Ordinary Shares (the “A&R Exchange Shares”) to Antara Master Fund and (ii) to pay Antara Master Fund accrued and unpaid interest on the A&R Exchange Notes (as defined below) in exchange for \$20,000,000 in aggregate principal amount of the Convertible Notes held by Antara Master Fund (the “A&R Exchange Notes”, and such exchange, the “A&R Exchange”). On June 6, 2023 (the “Closing Date”), the parties consummated the A&R Exchange.

Under the A&R Exchange Agreement, for a one-year period following the Closing Date, Antara Master Fund has (a) agreed to waive all of its voting rights in respect of the A&R Exchange Shares and (b) agreed to not, directly or indirectly, sell, transfer, assign, hypothecate, tender or otherwise dispose of the A&R Exchange Shares on a given trading day in an amount greater than 10% of the traded volume of the Issuer’s Ordinary Shares on The Nasdaq Global Select Market on such trading day. No Ordinary Shares beneficially owned by the Reporting Persons are subject to any other restriction on transfer.

In addition, Antara Master Fund and the Issuer agreed to terminate (i) the right of the Issuer to sell to Antara Master Fund, and the obligation of Antara Master Fund to purchase, up to an additional \$25 million of Ordinary Shares prior to June 30, 2023 and (ii) the Issuer’s “call right” over certain Ordinary Shares held by Antara Master Fund, in each case, as set forth in that certain Subscription Agreement, dated as of February 21, 2023, by and between the Issuer and Antara Master Fund, described in the Issuer’s Report on Form 6-K filed with the SEC on February 21, 2023.

As of June 30, 2023, the Reporting Persons beneficially own \$106,909,000 in aggregate principal amount of Convertible Notes. The Convertible Notes are convertible into Ordinary Shares under certain conditions. The Reporting Persons disclaim beneficial ownership of any Ordinary Shares underlying the Convertible Notes as none of Antara Master Fund, the Managed Account or the Reporting Persons are able to convert such Convertible Notes to acquire Ordinary Shares at any time within 60 days of the date hereof.

Antara Capital is the investment manager of Antara Master Fund and the Managed Account. Antara GP is the general partner of Antara Capital. Mr. Gulati is the sole member of Antara GP. Antara Capital, Antara GP and Mr. Gulati may be deemed to beneficially own the securities of the Issuer held directly by Antara Master Fund and the Managed Account.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

The Ordinary Shares beneficially owned by the Reporting Persons are directly held by Antara Master Fund and the Managed Account, for each of which Antara Capital serves as investment manager.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 3, 2023

ANTARA CAPITAL LP

By: Antara Capital GP LLC,  
its general partner

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati  
Title: Managing Member

ANTARA CAPITAL GP LLC

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati  
Title: Managing Member

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati, an  
individual

[Signature Page to Schedule 13G]

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## EXHIBIT LIST

[Exhibit 99.1](#) Joint Filing Agreement, dated as of July 3, 2023, by and among Antara Capital LP, Antara Capital GP LLC and Himanshu Gulati.

[Exhibit List]

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**JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)**

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the “Exchange Act”) the undersigned hereby agree to the joint filing of Antara Capital LP, Antara Capital GP LLC and Himanshu Gulati, on behalf of each of them of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with respect to securities of Arrival, and further agree to the filing, furnishing, and/or incorporation by reference of this Agreement as an exhibit thereto. This Agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 3rd day of July 2023.

ANTARA CAPITAL LP

By: Antara Capital GP LLC,  
its general partner

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati  
Title: Managing Member

ANTARA CAPITAL GP LLC

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati  
Title: Managing Member

By: /s/ Himanshu Gulati  
Name: Himanshu Gulati, an  
individual

[Signature Page to Joint Filing Agreement]

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