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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*
(Rule 13d-102)

Arrival

(Name of Issuer)

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

L0423Q108
(CUSIP Number)

July 31, 2023
(Date of Event Which Requires Filing of this Statement)

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*).

1	NAMES OF REPORTING PERSONS Antara Capital LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,217,275 Ordinary Shares issuable upon exchange of Convertible Notes
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,217,275 Ordinary Shares issuable upon exchange of Convertible Notes (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.9% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN, IA	

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

(2) Calculations are based on 18,375,180 Ordinary Shares of Arrival (the "Issuer") outstanding as of July 10, 2023, as represented to Antara Capital Master Fund LP ("Antara Master Fund") by the Issuer in that certain Exchange Agreement, dated July 10, 2023, by and between the Issuer and Antara Master Fund.

1	NAMES OF REPORTING PERSONS Antara Capital GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,217,275 Ordinary Shares issuable upon exchange of Convertible Notes
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,217,275 Ordinary Shares issuable upon exchange of Convertible Notes (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.9% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

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

(2) Calculations are based on 18,375,180 Ordinary Shares of the Issuer outstanding as of July 10, 2023, as represented to Antara Master Fund by the Issuer in that certain Exchange Agreement, dated July 10, 2023, by and between the Issuer and Antara Master Fund.

1	NAMES OF REPORTING PERSONS Himanshu Gulati	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,217,275 Ordinary Shares issuable upon exchange of Convertible Notes
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,217,275 Ordinary Shares issuable upon exchange of Convertible Notes (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 14.9% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

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

(2) Calculations are based on 18,375,180 Ordinary Shares of the Issuer outstanding as of July 10, 2023 as represented to Antara Master Fund by the Issuer in that certain Exchange Agreement, dated July 10, 2023, by and between the Issuer and Antara Master Fund.

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 July 31, 2023, none of the Reporting Persons nor any managed account for which Antara Capital serves as investment manager (the "Managed Account") hold any Ordinary Shares of the Issuer.

On July 10, 2023, Antara Capital Master Fund LP ("Antara Master Fund") and the Issuer entered into that certain Exchange Agreement (the "July Exchange Agreement"), pursuant to which the Issuer granted Antara Master Fund the right, from time to time and at Antara Master Fund's option, to exchange all or any portion of Antara Master Fund's then existing \$106,909,000 principal amount of the Issuer's 3.50% Convertible Senior Notes due 2026 (the "Convertible Notes") in each case for (i) Ordinary Shares of the Issuer, at a rate of 36 Ordinary Shares per \$1,000 principal amount of Convertible Notes, and (ii) Issuer's payment to Antara Master Fund of accrued and unpaid interest on the amount of Convertible Notes so-exchanged.

The July Exchange Agreement restricts the issuance of Ordinary Shares to Antara Master Fund in any exchange of Convertible Notes to the extent any such issuance would cause Antara Master Fund to become, directly or indirectly, a beneficial owner (as defined in Rules 13d-3 and 13d-5 under the Exchange Act) of more than 14.9% of the outstanding Ordinary Shares (the "Ownership Limitation Cap").

Under the July Exchange Agreement, for a one-year period following each settlement of an exchange of Convertible Notes made thereunder, Antara Master Fund has agreed to waive all of its voting rights in respect of such Ordinary Shares acquired in such exchange.

As of July 31, 2023, the Reporting Persons beneficially own \$106,909,000 in aggregate principal amount of the Convertible Notes, which are directly held by Antara Master Fund and the Managed Accounts. Pursuant to the Indenture dated November 23, 2021 and filed as Exhibit 4.1 to the Issuer's Form 6-K filed with the SEC on November 29, 2021, the Convertible Notes are convertible into Ordinary Shares under certain conditions. The Reporting Persons disclaim beneficial ownership of any Ordinary Shares into which the Convertible Notes may convert pursuant to the Indenture, as none of Antara Master Fund, the Managed Account or the Reporting Persons are able to convert such Convertible Notes to acquire Ordinary Shares pursuant to the Indenture at any time within 60 days of the date hereof. As a result of the July Exchange Agreement, the Reporting Persons may be deemed to beneficially own the Ordinary Shares issuable upon the exchange of the Convertible Notes held by them, subject to the Ownership Limitation Cap.

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 issuable upon the exchange pursuant to the July Exchange Agreement of the Convertible Notes 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: August 8, 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]

EXHIBIT LIST

[Exhibit 99.1](#) Joint Filing Agreement, dated as of August 8, 2023, by and among Antara Capital LP, Antara Capital GP LLC and Himanshu Gulati.

[Exhibit List]

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 8th day of August 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

Exhibit 99.1 – Joint Filing Agreement
