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

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

BLADE AIR MOBILITY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-1890381
(I.R.S. Employer
Identification No.)

55 Hudson Yards, 14th Floor
New York, NY
(212) 967-1009
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)
2021 Omnibus Incentive Plan of Blade Air Mobility, Inc.
(Full title of the plan)

Melissa M. Tomkiel
President and General Counsel
55 Hudson Yards, 14th Floor
New York, NY 10001
(212) 967-1009
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:
William B. Brentani
Heidi Mayon
Simpson Thacher & Bartlett LLP
2475 Hanover Street
Palo Alto, California 94304
Tel: (650) 251-5000
Fax: (650) 251-5002

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 type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 11,214,525 shares of Common Stock, par value \$0.0001 per share (“Common Stock”), of Blade Air Mobility, Inc. (the “Company”) reserved for issuance under the Blade Air Mobility, Inc. 2021 Omnibus Incentive Plan (the “Incentive Plan”). These additional shares of Common Stock are additional securities of the same class as other securities for which an original registration statement (File No. 333-257921) on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on July 15, 2021 (the “2021 Registration Statement”). These additional shares of Common Stock become reserved for issuance as a result of the operation of the “evergreen” provision of the Incentive Plan, which provides that an additional number of shares will automatically be added to the shares authorized for issuance under the Incentive Plan on January 1 of each year (beginning January 1, 2022). The number of shares added each year will equal the least of: (i) 4,653,484 shares, (ii) 5% of the outstanding shares on the immediately preceding December 31 or (iii) such amount as determined by the Registrant’s Board of Directors.

Pursuant to General Instruction E to Form S-8, the contents of the 2021 Registration Statement are incorporated by reference into this Registration Statement, to the extent not modified or superseded hereby or by any subsequently filed document which is incorporated by reference herein or therein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Company pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on [March 16, 2023](#) (the “Form 10-K”);
- (b) The Company’s Quarterly Reports on Form 10-Q for the fiscal quarters ended: March 31, 2023, filed with the Commission on [May 11, 2023](#); June 30, 2023, filed with the Commission on [August 9, 2023](#); and September 30, 2023, filed with the Commission on [November 8, 2023](#);
- (c) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Company’s 10-K referred to in (a) above, excluding any documents or portions of such documents that are furnished under Item 2.02 or Item 7.01 of a current report on Form 8-K and any exhibits included with such Item; and
- (d) The description of the Company’s securities contained in [Exhibit 4.4](#) of the Company's 10-K referred to in (a) above, including any amendment or report filed for the purpose of updating such description.

All documents that the Company subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement (except for any portions of the Company’s Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission) and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Description of Document
4.1	Second Amended and Restated Certificate of Incorporation of Blade Air Mobility, Inc. (incorporated by reference to Exhibit 3.1 of the Form 8-K (file number 001-39046) filed on May 13, 2021).
4.2	Amended and Restated Bylaws of Blade Air Mobility, Inc. (incorporated by reference to Exhibit 3.2 of the Form 8-K (file number 001-39046) filed on May 13, 2021).
5.1*	Opinion of Simpson Thacher & Bartlett LLP
23.1*	Consent of Marcum LLP
23.2*	Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1)
24.1*	Powers of Attorney (included in the signature pages to this Registration Statement)
107*	Filing Fee Table.
99.1	Blade Air Mobility, Inc. 2021 Omnibus Incentive Plan(incorporated by reference to the post-effective amendment to the Form S-1 (file number 001-39046) filed on January 20, 2022).

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 23, 2024.

BLADE AIR MOBILITY, INC.

By: /s/ Robert S. Wiesenthal

Name: Robert S. Wiesenthal

Title: Chief Executive Officer

The undersigned directors and officers of Blade Air Mobility, Inc. hereby constitute and appoint Robert S. Wiesenthal and Melissa M. Tomkiel and each of them, either of whom may act without joinder of the other, the individual's true and lawful attorneys in fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any or all amendments, including post effective amendments to the Registration Statement and all other documents in connection therewith to be filed with the SEC, granting unto said attorneys in fact and agents, 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 and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys in fact as agents or either of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereto.

Pursuant to the requirements of the Securities Act, this registration statement and power of attorney have been signed by the following persons in the capacities indicated on February 23, 2024.

Signature	Title	Date
<u>/s/ Robert Wiesenthal</u> Robert Wiesenthal	Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2024
<u>/s/ William A. Heyburn</u> William A. Heyburn	Chief Financial Officer (Principal Financial Officer)	February 23, 2024
<u>/s/ Amir M. Cohen</u> Amir M. Cohen	Chief Accounting Officer (Principal Accounting Officer)	February 23, 2024
<u>/s/ Eric Affeldt</u> Eric Affeldt	Chairman of the Board	February 23, 2024
<u>/s/ Jane Garvey</u> Jane Garvey	Director	February 23, 2024
<u>/s/ Kenneth Lerer</u> Kenneth Lerer	Director	February 23, 2024
<u>/s/ Reginald Love</u> Reginald Love	Director	February 23, 2024
<u>/s/ Susan Lyne</u> Susan Lyne	Director	February 23, 2024
<u>/s/ Edward Philip</u> Edward Philip	Director	February 23, 2024
<u>/s/ John Borthwick</u> John Borthwick	Director	February 23, 2024
<u>/s/ Andrew Lauck</u> Andrew Lauck	Director	February 23, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Blade Air Mobility, 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	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity ⁽¹⁾	Common Stock	Other	11,214,525	\$3.3400	\$37,456,513.50	0.00014760	\$5,528.58
Total Offering Amounts					\$37,456,513.50		\$5,528.58
Total Fee Offsets							—
Net Fee Due							\$5,528.58

- (1) Covers Common Stock, par value \$0.0001 per share, of Blade Air Mobility, Inc. (“Common Stock”) under the Blade Air Mobility, Inc. 2021 Omnibus Incentive Plan (the “Incentive Plan”) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, an indeterminate number of additional shares of Common Stock that may be offered and issued under the Incentive Plan to prevent dilution resulting from stock splits, stock distributions or similar transactions.
- (2) Calculated pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act based on a price of \$3.3400 per share of Common Stock, which is the average of the high and low price per share of Common Stock as reported by the Nasdaq Capital Market on February 20, 2024.

Simpson Thacher & Bartlett LLP

2475 Hanover Street
Palo Alto, CA 94304

telephone: +1-650-251-5000
facsimile: +1-650-251-5002

Direct Dial Number

E-mail Address

February 23, 2024

Blade Air Mobility, Inc.
55 Hudson Yards, 14th Floor
New York, New York 10001

Ladies and Gentlemen:

We have acted as counsel to Blade Air Mobility, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended, relating to the issuance by the Company of up to 11,214,525 shares (the “Shares”) of common stock, par value \$0.0001 per share (“Common Stock”), of the Company, pursuant to the Blade Air Mobility, Inc. 2021 Omnibus Incentive Plan (the “Plan”).

We have examined the Registration Statement, the Second Amended and Restated Certificate of Incorporation of the Company and the Plan, each of which has been filed with the Commission as an exhibit to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, upon issuance and delivery in accordance with the Plan, the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Blade Air Mobility, Inc. on Form S-8 of our report dated March 15, 2023 with respect to our audits of the consolidated financial statements of Blade Air Mobility, Inc. as of December 31, 2022 and 2021, for the year ended December 31, 2022, for the three months ended December 31, 2021 (Transition Period) and for the year ended September 30, 2021 appearing in the Annual Report on Form 10-K of Blade Air Mobility, Inc. for the year ended December 31, 2022.

/s/ Marcum LLP

Marcum LLP
Melville, NY
February 22, 2024