

PROSPECTUS SUPPLEMENT NO. 2
(to Prospectus dated July 5, 2024)



Serve Robotics Inc.

4,813,041 Shares of Common Stock

This prospectus supplement supplements the prospectus dated July 5, 2024 (the “Prospectus”), which forms a part of our registration statement on Form S-1 (No. 333-280071). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K, filed with the SEC on July 24, 2024 (the “Current Report”). Accordingly, we have attached the Current Report to this prospectus supplement.

The Prospectus and this prospectus supplement relate to the offer and sale from time to time by the selling stockholders named in the Prospectus (the “Selling Stockholders”) of up to 4,813,041 shares of our Common Stock, \$0.0001 par value per share (“Common Stock”), which includes: (i) 2,104,562 shares of our common stock issued upon conversion of certain convertible promissory notes (the “Convertible Promissory Notes”); (ii) 500,000 shares of our common stock issuable upon exercise of the warrant issued to Aegis Capital Corp. in connection with the public offering and uplisting of our common stock (the “Public Offering”); (iii) 63,479 shares of our common stock issuable upon exercise of the warrants issued to Network 1 Financial Securities, Inc. at the closing of the Public Offering for their service as placement agent for the Convertible Promissory Notes; and (iv) 2,145,000 shares of our common stock issuable upon exercise of the warrant issued to Magna New Mobility USA (“Magna”) in connection with our strategic partnership with Magna.

Our Common Stock is quoted on The Nasdaq Capital Market under the symbol “SERV”. On July 23, 2024, the closing price of our Common Stock on The Nasdaq Capital Market was \$9.40 per share.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

See the section entitled “Risk Factors” beginning on page 7 of the Prospectus to read about factors you should consider before buying our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is July 24, 2024.

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): July 22, 2024



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

Delaware

(State or Other Jurisdiction
of Incorporation)

000-56237

(Commission File Number)

85-3844872

(IRS Employer
Identification No.)

**730 Broadway
Redwood City, CA**

(Address of Principal Executive Offices)

94063

(Zip Code)

(818) 860-1352

(Registrant's telephone number, including area code)

N/A

(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	SERV	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.07. Submission of Matters to a Vote of Security Holders.

At the 2024 annual meeting of stockholders of Serve Robotics Inc. (the “Company”) held on July 22, 2024 (the “Annual Meeting”), the following proposals were submitted to the stockholders of the Company:

Proposal 1: The election of two directors to serve as Class I directors for a term of three years until the 2027 annual meeting of stockholders.

Proposal 2: The ratification of the selection of dbbmckennon as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.

Proposal 3: The approval of an amendment of the Company’s 2023 Equity Incentive Plan to increase the aggregate number of shares authorized for issuance under the 2023 Equity Incentive Plan.

For more information about the foregoing proposals, see the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on June 7, 2024 (the “Proxy Statement”). Of the 37,098,653 shares of the Company’s common stock entitled to vote at the Annual Meeting, 25,611,008 shares, or approximately 69.03% were represented at the meeting in person or by proxy, constituting a quorum. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, in respect of each such matter is set forth below:

Proposal 1: Election of Directors.

The Company’s stockholders elected the following directors to serve as a Class I directors until the 2027 annual meeting of stockholders. The votes regarding the election of directors were as follows:

Director	Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
Sarfraz Maredia	20,509,297	0	1,224,199	3,877,512
David Goldberg	21,230,199	0	503,297	3,877,512

Proposal 2: Ratification of dbbmckennon.

The Company’s stockholders ratified the selection of dbbmckennon as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The votes regarding this proposal were as follows:

Votes For	Votes Against	Votes Abstaining
25,113,740	1,786	495,482

Proposal 3: Amendment to the Company’s 2023 Equity Incentive Plan.

The Company’s stockholders approved an amendment to the Company’s 2023 Equity Incentive Plan to increase the aggregate number of shares authorized for issuance under the 2023 Equity Incentive Plan. The votes regarding this proposal were as follows:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
20,299,422	924,915	509,159	3,877,512

SIGNATURES

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 hereunto duly authorized.

Serve Robotics Inc.

Dated: July 24, 2024

/s/ Brian Read

Brian Read

Chief Financial Officer