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

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**FORM S-8**

*REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933*

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**Stardust Power Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other Jurisdiction of  
Incorporation or Organization)

**3330**  
(Primary Standard Industrial  
Classification Code Number)

**99-3863616**  
(I.R.S. Employer  
Identification Number)

**Stardust Power Inc. 2024 Equity Incentive Plan**  
(Full titles of the plans)

**15 E. Putnam Ave, Suite 378  
Greenwich, CT 08630  
Telephone: (800) 742-3095**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Udaychandra Devasper**  
**Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)**  
**6608 N. Western Ave, Suite 466  
Nichols Hills, OK 73116  
Telephone: (800) 742-3095**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Julian J. Seiguer, P.C.  
Peter Seligson, P.C.  
Kirkland & Ellis LLP  
609 Main St  
Houston, Texas 77002  
Tel: (713) 836-3600**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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  
Non-accelerated filer

Accelerated filer  
 Smaller reporting company  
 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 7(a)(2)(B) of the Securities Act.

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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information.

The documents containing the information specified in Part I will be delivered in accordance with Rule 428(b) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “*Commission*”), either as part of this registration statement (the “*Registration Statement*”) or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act of 1933, as amended (the “*Securities Act*”). These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of the Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

#### Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 of Part I is included in documents that will be delivered to participants in the plans covered by this Registration Statement pursuant to Rule 428(b) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by Stardust Power Inc. (the “*Registrant*,” which prior to the July 8, 2024 consummation of the business combination was named Global Partner Acquisition Corp II) with the Commission, are incorporated by reference into this Registration Statement:

- (i) The final prospectus, dated [August 9, 2024](#), filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act, on August 9, 2024, relating to the Registration Statement on [Form S-1](#), as amended (File No. 333-281160), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;
  - (ii) The Registrant’s Quarterly Reports on Form 10-Q (File No. 001-39875) for the quarters ended March 31, 2024 and June 30, 2024, filed with the Commission on [May 15, 2024](#) and [August 14, 2024](#), respectively;
  - (iii) The Registrant’s Annual Report on Form 10-K (File No. 001-39875) for the fiscal year ended December 31, 2023, filed with the Commission on [March 19, 2024](#), along with Amendment No. 1 thereto on Form 10-K/A filed with the Commission on [April 22, 2024](#);
  - (iv) The Registrant’s Current Reports on Form 8-K (File No. 001-39875) (other than information furnished rather than filed), and any amendments thereto on Form 8-K/A, filed with the Commission on [January 16, 2024](#), [January 17, 2024](#), [January 24, 2024](#), [February 5, 2024](#), [February 13, 2024](#), [April 8, 2024](#), [April 24, 2024](#), [June 14, 2024](#), [June 18, 2024](#), [June 21, 2024](#), [June 28, 2024](#), [July 12, 2024](#), [August 8, 2024](#), and [August 14, 2024](#) and in each case, if applicable, excluding any information filed under Item 2.02 or 7.01 of Form 8-K or related exhibits furnished pursuant to Item 9.01 of Form 8-K; and
  - (v) The description of the Registrant’s Common Stock which is contained in a registration statement on [Form 8-A](#) filed on January 11, 2021 (File No. 001-39875) under the Exchange Act, including any amendments or reports filed for the purpose of updating such description.
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In addition, all documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, as amended (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

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

**Item 4. Description of Securities.**

Not Applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not Applicable.

**Item 6. Indemnification of Directors and Officers.**

The Registrant is governed by the Delaware General Corporate Law, as the same exists or may hereafter be amended (the “*DGCL*”). Section 145 of the DGCL (“*Section 145*”) provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnification may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation’s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. Section 145 also provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of such corporation, under the same conditions, except that such indemnification is limited to expenses (including attorneys’ fees) actually and reasonably incurred by such person, and except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to such corporation. Where an officer or director of a corporation is successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or any claim, issue or matter therein, the corporation must indemnify that person against the expenses (including attorneys’ fees) which such officer or director actually and reasonably incurred in connection therewith.

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Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability under Section 145.

The Registrant's certificate of incorporation (the "*Charter*") and its bylaws (the "*Bylaws*") provide that the Registrant shall indemnify, to the fullest extent permitted by law, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was our director or executive officer (as defined in the Bylaws) or serves or served at any other corporation, partnership, joint venture, trust or other enterprise as a director or executive officer at our request.

The Charter and Bylaws eliminate the liability of directors and officers to the fullest extent permitted by the DGCL. Pursuant to Section 102(b)(7) of the DGCL, a corporation may eliminate the personal liability of directors and officers to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or an officer, as applicable, except for liabilities arising (i) from any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (ii) from acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) from any transaction from which the director derived an improper personal benefit, or (iv) with respect to a director, under Section 174 of the DGCL, and with respect to an officer, from any action by or in the right of the corporation.

These provisions may be held not to be enforceable for certain violations of the federal securities laws of the United States.

Furthermore, on July 8, 2024, the Registrant entered into indemnification agreements with each of its directors and executive officers. These indemnification agreements require the Registrant to indemnify its directors and executive officers for certain expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of their services as one of its directors or executive officers.

In addition, the Registrant has purchased a policy of directors' and officers' liability insurance that insures its officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and insures the Registrant against its obligations to indemnify its officers and directors.

**Item 7. Exemption from Registration Claimed.**

Not Applicable.

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## Item 8. Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#">Certificate of Incorporation of Global Partner Acquisition Corp II (incorporated by reference to Exhibit 3.1 to Stardust Power Inc.'s Current Report on Form 8-K, filed with the SEC on July 8, 2024).</a>
4.2	<a href="#">Bylaws of Global Partner Acquisition Corp II (incorporated by reference to Exhibit 3.2 to Stardust Power Inc.'s Current Report on Form 8-K, filed with the SEC on July 8, 2024).</a>
5.1*	<a href="#">Opinion of Kirkland &amp; Ellis LLP dated as of September 17, 2024.</a>
23.1*	<a href="#">Consent of KNAV CPA LLP, independent registered public accounting firm (with respect to Stardust Power Inc.'s consolidated financial statements).</a>
23.2*	<a href="#">Consent of WithumSmith+Brown, PC., independent registered public accounting firm (with respect to Global Partner Acquisition Corp II's consolidated financial statements).</a>
23.3*	<a href="#">Consent of Kirkland &amp; Ellis LLP (filed as part of Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (contained on the signature page of this registration statement on Form S-8).</a>
99.1	<a href="#">Stardust Power Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to Stardust Power Inc.'s Current Report on Form 8-K, filed with the SEC on July 8, 2024).</a>
107*	<a href="#">Filing Fee Table.</a>

\* Filed herewith.

## Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that, paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the undersigned Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the undersigned Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the undersigned Registrant pursuant to the foregoing provisions, or otherwise, the undersigned Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the undersigned Registrant of expenses incurred or paid by a director, officer or controlling person of the undersigned Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the undersigned Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Nichols Hills, State of Oklahoma on the 17 day of September, 2024.

### STARDUST POWER INC.

By: /s/ Udaychandra Devasper  
Name: Udaychandra Devasper  
Title: Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Roshan Pujari and Udaychandra Devasper, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act), including any and all pre-effective and post-effective amendments and to file such amendments thereto, with exhibits thereto and other documents in connection therewith, 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 connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>NAME</u>	<u>POSITION</u>	<u>DATE</u>
<u>/s/ Roshan Pujari</u> Roshan Pujari	Chief Executive Officer and Director	September 17, 2024
<u>/s/ Udaychandra Devasper</u> Udaychandra Devasper	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2024
<u>/s/ Sudhindra Kankanwadi</u> Sudhindra Kankanwadi	Director	September 17, 2024
<u>/s/ Charlotte Nangolo</u> Charlotte Nangolo	Director	September 17, 2024
<u>/s/ Michael Earl Cornett Sr.</u> Michael Earl Cornett Sr.	Director	September 17, 2024
<u>/s/ Chandra R. Patel</u> Chandra R. Patel	Director	September 17, 2024
<u>/s/ Anupam Agarwal</u> Anupam Agarwal	Director	September 17, 2024
<u>/s/ Mark Rankin</u> Mark Rankin	Director	September 17, 2024

# KIRKLAND & ELLIS LLP

## AND AFFILIATED PARTNERSHIPS

609 Main Street  
Houston, TX 77002  
United States

Facsimile:  
+1 713 836 3601

+1 713 836 3600

[www.kirkland.com](http://www.kirkland.com)

September 17, 2024

Stardust Power Inc.  
15 E. Putnam Ave, Suite 378  
Greenwich, CT 06830

Ladies and Gentlemen,

We have acted as counsel for Stardust Power Inc., a Delaware corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of an aggregate of up to 4,673,665 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), pursuant to the Company’s registration statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) on or about the date hereof, which Shares may be issued from time to time in accordance with the terms of the Stardust Power Inc. 2024 Equity Incentive Plan (as amended from time to time, the “Plan”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the corporate and organizational documents of the Company, (ii) minutes and records of the corporate proceedings of the Company with respect to the Registration Statement, (iii) the Plan, and (iv) the Registration Statement and the exhibits thereto.

We have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinions expressed herein, but have relied upon statements and representations of the officers and other representatives of the Company.

Austin Bay Area Beijing Boston Brussels Chicago Dallas Hong Kong Houston London Los Angeles Miami Munich Paris Riyadh  
Salt Lake City Shanghai Washington, D.C.

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We have relied without independent investigation upon, among other things, an assurance from the Company that the number of shares of Common Stock that the Company is authorized to issue pursuant to its certificate of incorporation exceeds the number of shares of Common Stock outstanding and the number of shares of Common Stock that the Company is obligated to issue (or had otherwise reserved for issuance) for any purposes by at least the number of Shares, and we have assumed that such condition will remain true at all future times relevant to this opinion.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

This opinion may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Very truly yours,

/s/ KIRKLAND & ELLIS LLP

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Stardust Power Inc. (formerly Global Partner Acquisition Corp II), of our report dated March 22, 2024, (which includes an explanatory paragraph relating to Stardust Power Inc. and its subsidiary's ability to continue as a going concern), on our audit of the consolidated financial statements of Stardust Power Inc. and subsidiary as of December 31, 2023, and for the period from March 16, 2023 (inception) to December 31, 2023, which originally appears in the Registration Statement on Form S-4 (File No. 333-276510).

/s/ KNAV CPA LLP

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KNAV CPA LLP

Atlanta, Georgia  
September 17, 2024

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the use in the Prospectus constituting a part of this Registration Statement on Form S-8 of our report dated March 19, 2024, relating to the consolidated financial statements of Global Partner Acquisition Corp II, as of December 31, 2023 and 2022, which is contained in that Prospectus. We also consent to the reference to our firm under the caption “Experts” in the Prospectus.

/s/ WithumSmith+Brown, PC

New York, New York  
September 17, 2024

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## Calculation of Filing Fee Table

Form S-8  
(Form Type)

Stardust Power Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered

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	Class A Common Stock, \$0.0001 par value per share, Stardust Power Inc. 2024 Equity Incentive Plan	Other(2)	4,673,665(3)	\$ 8.595(2)	\$40,170,150.675	\$ 0.0001476	\$ 5,929.114(4)
<b>Total Offering Amounts</b>					<u>\$40,170,150.675</u>		<u>—</u>
<b>Total Fees Previously Paid</b>							<u>—</u>
<b>Total Fee Offsets</b>							<u>—</u>
<b>Net Fee Due</b>							<u>\$ 5,929.114</u>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement also covers an indeterminate number of additional shares of common stock, par value \$0.0001 per share (“*Common Stock*”), of Stardust Power Inc. (the “*Registrant*”) that may be issued to adjust the number of shares issued pursuant to the Stardust Power Inc. 2024 Equity Incentive Plan (the “*2024 Plan*”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of shares of the Registrant’s outstanding Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act based on the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Market on September 10, 2024, which date is within five business days prior to the filing of this Registration Statement.
- (3) Represents the number of shares of Common Stock issuable pursuant to the 2024 Plan being registered herein, which shares consist of shares of Common Stock reserved and available for delivery with respect to awards under the 2024 Plan, and shares of Common Stock that may again become available for delivery with respect to awards under the 2024 Plan pursuant to the share counting, share recycling and other terms and conditions of the 2024 Plan, and shares of Common Stock that may become reserved and available for delivery with respect to awards under the 2024 Plan pursuant to the “evergreen” provision of the 2024 Plan.
- (4) Calculated pursuant to Rule 457 of the Securities Act by calculating the product of (i) the proposed maximum aggregate offering price and (ii) 0.0001476.