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

**FORM S-4
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

Chavant Capital Acquisition Corp.*
(Exact name of registrant as specified in its charter)

Cayman Islands*
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

98-1591717
(I.R.S. Employer
Identification Number)

**445 Park Avenue, 9th Floor
New York, NY 10022
Telephone: (212) 745-1086**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Dr. Jiong Ma
Chief Executive Officer
Chavant Capital Acquisition Corp.
445 Park Avenue, 9th Floor
New York, NY 10022
Telephone: (212) 745-1086**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**John C. Ericson, Esq.
Benjamin P. Schaye, Esq.
Mark Brod, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Telephone: (212) 455-2000**

**Raymond Lee, Esq.
Laurie L. Green, Esq.
Greenberg Traurig, LLP
18565 Jamboree Road
Suite 500
Irvine, CA 92612
Telephone: (949) 732-6510**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and on completion of the business combination described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **Registration No. 333-271197**

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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
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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This registration statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act.

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- * Immediately prior to the consummation of the Merger described in the Initial Registration Statement (as defined herein), Chavant Capital Acquisition Corp. intends to effect a deregistration as an exempted company incorporated in the Cayman Islands and the transfer by way of continuation to the State of Delaware under the Cayman Islands Companies Act (As Revised) and a domestication as a corporation incorporated under the laws of the State of Delaware under Section 388 of the Delaware General Corporation Law, pursuant to which Chavant Capital Acquisition Corp.'s jurisdiction of registration will be changed from the Cayman Islands to the State of Delaware (the "Domestication"). All securities being registered will be issued by the continuing entity following the Domestication, which will be renamed "Mobix Labs, Inc." in connection with the Merger, as further described in the proxy statement/prospectus. As used in this registration statement, the term "registrant" refers to Chavant Capital Acquisition Corp. (a Cayman Islands exempted company), prior to the Domestication, and to the Company (a Delaware corporation), following the Domestication. As used herein, "Company" refers to Chavant Capital Acquisition Corp. as a Delaware corporation by way of continuation following the Domestication, which in connection with the Merger, will change its corporate name to "Mobix Labs, Inc."
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EXPLANATORY NOTE

Pursuant to the registration statement on Form S-4, as amended (File No. 333-271197), declared effective on November 13, 2023 (the “Initial Registration Statement”), Chavant Capital Acquisition Corp., a publicly traded special purpose acquisition company incorporated under the laws of the Cayman Islands (the “Company”), registered an aggregate of 27,005,275 shares of its Class A Common Stock, par value \$0.00001 per share (“Class A Common Stock”) (including shares of Class A Common Stock that may be issued upon exercise of underlying warrants) and 6,000,000 warrants to purchase shares of Class A Common Stock, in connection with that certain Business Combination Agreement, dated as of November 15, 2022 (as amended, the “Business Combination Agreement”), by and among the Company, CLAY Merger Sub II, Inc., a Delaware corporation and a wholly-owned direct subsidiary of the Company (“Merger Sub”), and Mobix Labs, Inc., a Delaware corporation (“Mobix Labs”), as amended by Amendment No. 1 to the Business Combination Agreement, dated as of April 7, 2023, and by Amendment No. 2 to the Business Combination Agreement, dated as of November 26, 2023 (“Amendment No. 2”), providing for, among other things, and subject to the conditions therein, the combination of the Company and Mobix Labs pursuant to the proposed merger of Merger Sub with and into Mobix Labs, with Mobix Labs surviving as a wholly-owned direct subsidiary of the Company (the “Merger”). The Company is filing this registration statement on Form S-4 (the “462(b) Registration Statement”) with the Securities and Exchange Commission pursuant to General Instruction K of Form S-4 and Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering an additional 5,401,055 shares of Class A Common Stock for issuance as additional merger consideration to holders of Mobix Labs Common Stock, in-the-money vested Mobix Labs Options, Mobix Labs Warrants and Mobix Labs Convertible Instruments as a result of the amendment to the Per Share Exchange Ratio contained in Amendment No. 2 to the Business Combination Agreement, due to the issuance of additional shares of Mobix Labs Common Stock, Mobix Labs Options, Mobix Labs Warrants or Mobix Labs Convertible Instruments after the effective date of the Initial Registration Statement, or as otherwise provided in the Business Combination Agreement. The Company has previously registered 27,005,275 shares of Class A Common Stock pursuant to the Initial Registration Statement. Capitalized terms used but not defined in this paragraph have the meanings set forth in the Initial Registration Statement.

INCORPORATION OF DOCUMENTS BY REFERENCE

This 462(b) Registration Statement incorporates by reference the contents of the Initial Registration Statement, including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this 462(b) Registration Statement are listed on the Exhibit Index attached to and filed with this 462(b) Registration Statement.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Simpson Thacher & Bartlett LLP as to the validity of the securities being registered.
23.1	Consent of BDO USA, P.C., independent registered accounting firm for Chavant.
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm for Mobix Labs, Inc.
23.3	Consent of Macias Gini & O'Connell LLP, independent auditors for EMI Solutions, Inc.
23.4	Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).
23.5*	Consent of Maples and Calder (Cayman) LLP.
24.1*	Power of Attorney.
107	Calculation of Filing Fee Table.

* Previously filed with the Registration Statement on Form S-4 (File No. 333-271197).

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York, on November 30, 2023.

CHAVANT CAPITAL ACQUISITION CORP.

By: /s/ Jiong Ma
Name: Jiong Ma
Title: Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on November 30, 2023.

<u>Name</u>	<u>Title</u>
<u>/s/ Jiong Ma</u> Name: Jiong Ma	Chief Executive Officer, President and Director (Principal Executive Officer)
<u>/s/ Michael Lee</u> Name: Michael Lee	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>*</u> Name: André-Jacques Auberton-Hervé	Chairman of the Board of Directors
<u>*</u> Name: Karen Kerr	Director
<u>*</u> Name: Patrick J. Ennis	Director
<u>*</u> Name: Bernhard Stapp	Director

* By: /s/ Jiong Ma
Jiong Ma
Attorney-in-Fact

Simpson Thacher & Bartlett LLP

425 LEXINGTON AVENUE
NEW YORK, NY 10017-3954

TELEPHONE: +1-212-455-2000
facsimile: +1-212-455-2502

November 30, 2023

Chavant Capital Acquisition Corp.
445 Park Avenue, 9th Floor
New York, NY 10022

Ladies and Gentlemen:

We have acted as U.S. counsel to Chavant Capital Acquisition Corp., a Cayman Islands corporation (the “Company”), in connection with (1) the Registration Statement on Form S-4 (the “Initial Registration Statement”) filed by the Company with the U.S. Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration of (a) 6,000,000 New Warrants (the “Subject Warrants”) and (b) 27,005,275 shares of Class A Common Stock (including shares that may be issued upon exercise of the Subject Warrants), and (2) the related Registration Statement on Form S-4 (the “Rule 462(b) Registration Statement”) and, together with the Initial Registration Statement, the “Registration Statements”) filed by the Company with the Commission pursuant to Rule 462(b) (as prescribed by the Commission pursuant to the Securities Act), relating to the issuance by the Company of up to an additional 5,401,055 shares of Class A Common Stock (the “Additional Shares”), all in connection with that certain business combination agreement, dated as of November 15, 2022, as amended on April 7, 2023 and November 26, 2023 (the “Business Combination Agreement”), by and among the Company, CLAY Merger Sub II, Inc., a Delaware corporation and a wholly-owned direct subsidiary of the Company (“Merger Sub”), and Mobix Labs, Inc., a Delaware corporation (“Mobix Labs”), providing for, among other things, and subject to the conditions therein, the combination of the Company and Mobix Labs pursuant to the proposed merger of Merger Sub with and into Mobix Labs, with Mobix Labs surviving as a wholly-owned direct subsidiary of the Company (the “Merger”). The Rule 462(b) Registration Statement incorporates by reference the Initial Registration Statement that was declared effective by the Commission on November 13, 2023. The Additional Shares will comprise additional merger consideration to holders of Mobix Labs Common Stock, in-the-money vested Mobix Labs Options, Mobix Labs Warrants and Mobix Labs Convertible Instruments as described in the Rule 462(b) Registration Statement. Capitalized terms used but not defined in this opinion have the meanings set forth in the Initial Registration Statement.

Prior to the consummation of the Merger, the Company expects to change its jurisdiction of incorporation by effecting a deregistration under the Cayman Islands Companies Act (As Revised) (the “Cayman De-Registration”) and a domestication under Section 388 of the Delaware General Corporation Law (the “DGCL”) by filing an application to deregister with the Cayman Islands Registrar of Companies and by filing a certificate of corporate domestication (the “Certificate of Domestication”) simultaneously with a certificate of incorporation (the “Certificate of Incorporation”) (the Cayman De-Registration, together with the filing of the Certificate of Domestication and the Certificate of Incorporation, the “Domestication”), in each case, in respect of the Company with the Secretary of State of the State of Delaware (the “Delaware Secretary of State”). The Domestication is expected to be effectuated on the business day prior to the consummation of the Merger and is subject to the approval of the shareholders of the Company.

Upon the Domestication: (a) each issued and outstanding ordinary share, par value \$0.0001 per share (the “Ordinary Shares”), of the Company will automatically convert, on a one-for-one basis, into a share of Class A common stock, par value \$0.00001 per share, of the Company (the “Class A Common Stock”) and (b) each issued and outstanding warrant of the Company to purchase a Class A Ordinary Share will automatically convert into a warrant representing the right to purchase one share of Class A Common Stock of the Company at an exercise price of \$11.50 per share of Class A Common Stock on the terms and conditions set forth in the Warrant Agreement, dated as of July 19, 2021, between the Company and Continental Stock Transfer & Trust Company.

We have examined (i) the Registration Statements (including the proxy statement/prospectus forming a part thereof), (ii) the Business Combination Agreement, (iii) the form of Certificate of Domestication of the Company, (iv) the form of Certificate of Incorporation of the Company, (v) the form of the Certificate of Amendment of Certificate of Incorporation of the Company, and (vi) the form of the Bylaws to be adopted by the Company in connection with the Domestication and following consummation of the Merger, 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 Mobix Labs and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth. In such examination, we have assumed the accuracy of the factual matters described in the Registration Statements.

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.

In addition to the foregoing, for the purpose of rendering our opinions as expressed herein, we have assumed that:

1. Prior to effecting the Domestication: (a) the Rule 462(b) Registration Statement will have become effective under the Securities Act and the Initial Registration Statement will be effective under the Securities Act; (b) the shareholders of the Company will have approved, among other things, the Business Combination Agreement and the Domestication; and (c) all other necessary action will have been taken under the applicable laws of the Cayman Islands to authorize and permit the Domestication, and any and all consents, approvals and authorizations from applicable Cayman Islands governmental and regulatory authorities required to authorize and permit the Domestication will have been obtained;
2. We have also assumed that the Cayman De-Registration will be effective, and that the Certificate of Domestication and the Certificate of Incorporation of the Company will each be filed with the Delaware Secretary of State in the form filed with the Commission as exhibits to the Registration Statement prior to the issuance of any shares of the Class A Common Stock; and
3. Each Ordinary Share outstanding immediately prior to the effectiveness of the Domestication was duly authorized, validly issued, fully paid and non-assessable under the laws of the Cayman Islands and has been entered in the register of members.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that upon the filing of the Certificate of Domestication simultaneously with the Certificate of Incorporation with the Delaware Secretary of State, the issuance of the Additional Shares will have been duly authorized by the Company and, when issued by the Company upon the effectiveness of the Domestication and the consummation of the Merger, the Additional Shares will be validly issued, fully paid and non-assessable.

We do not express any opinion herein concerning any law other than the DGCL and the law of the State of New York.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Rule 462(b) Registration Statement and to the use of our name under the caption “Legal Matters” in the proxy statement/prospectus included in the Initial Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Chavant Capital Acquisition Corp.
New York, New York

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4MEF of our report dated March 31, 2023, relating to the financial statements of Chavant Capital Acquisition Corp., which are included in the Proxy Statement/Prospectus on Form S-4 (No. 333-271197) and incorporated by reference in this Registration Statement. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

We also consent to the reference to us under the caption "Experts" in the Proxy Statement/Prospectus constituting a part of Amendment No. 3 to the Registration Statement on Form S-4 (No. 333-271197) incorporated by reference in this Registration Statement.

/s/BDO USA, P.C.
New York, New York
November 30, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 of our report dated April 7, 2023 relating to the financial statements of Mobix Labs, Inc., which appears in Amendment No. 3 to the Registration Statement on Form S-4 (No. 333-271197) of Chavant Capital Acquisition Corp. We also consent to the reference to us under the heading “Experts” in Amendment No. 3 to the Registration Statement on Form S-4 (No. 333-271197) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Irvine, California
November 30, 2023

Consent of Independent Auditor

We hereby consent to the use in this Registration Statement on Form S-4MEF of our report dated October 31, 2023, relating to the financial statements of EMI Solutions, Inc. for the years ended June 30, 2023 and 2022, which is contained in the proxy statement/prospectus constituting a part of Amendment No. 3 to the Registration Statement on Form S-4 (No. 333-271197) incorporated by reference in this Registration Statement.

We also consent to the reference to us under the caption “Experts” in the joint proxy statement/prospectus constituting a part of Amendment No. 3 to the Registration Statement on Form S-4 (No. 333-271197) incorporated by reference in this Registration Statement.

/s/ Macias Gini O’Connell LLP

Irvine, California
November 30, 2023

Calculation of Filing Fee Table

Form S-4

(Form Type)

Chavant Capital Acquisition Corp.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities								
Fees to be Paid	Equity	Class A Common Stock, par value \$0.00001 per share	Rule 457(f)(2)	5,401,055 (1)(2)	\$0.000003(3)	\$16.20	.0001476(4)	\$0.002
Carry Forward Securities								
Carry Forward Securities	-	-	-	-	-	-	-	-
Total Offering Amounts						\$16.20		\$0.002
Total Fees Previously Paid								\$0.00
Total Fee Offsets								\$0.00
Net Fee Due								\$0.002

- (1) Represents additional shares of Class A Common Stock ("Class A Common Stock") of Chavant Capital Acquisition Corp. ("Chavant") estimated to be issued in connection with the Transaction described in the proxy statement/prospectus included in the Registration Statement on Form S-4, as amended, which was declared effective on November 13, 2023 (Registration No. 333-271197) (the "Prior Registration Statement"). In connection with the filing of the Prior Registration Statement, the issuance of 27,005,275 shares of Class A Common Stock was registered with the Securities and Exchange Commission. Chavant now anticipates that up to 5,401,055 additional shares of Class A Common Stock may be issued in connection with the Transaction as described in the Registration Statement on Form S-4, pursuant to Rule 462(b) of the Securities Act of 1933 (as amended, the "Securities Act"), to which this Exhibit 107 relates.
- (2) Pursuant to Rule 416(a) of the Securities Act, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from share splits, share dividends or similar transactions.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(f)(2) of the Securities Act based upon an amount equal to one-third of the par value of the Mobix Labs, Inc. ("Mobix Labs") securities to be exchanged in the Transaction as of immediately prior to the Transaction. Mobix Labs is a private company, no market exists for its securities and Mobix Labs has an accumulated capital deficit.
- (4) Determined in accordance with section 6(b) of the securities act at a rate equal to \$147.60 per \$1,000,000 of the proposed maximum aggregate offering price.