

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Poilasne Gregory</u> <hr/> (Last) (First) (Middle) C/O NUVVE HOLDING CORP. 2468 HISTORIC DECATUR ROAD, SUITE 200 <hr/> (Street) SAN DIEGO CA 92106 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nuvve Holding Corp. [ NVVE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	02/02/2024		P		25,000	A	\$2	90,607.84	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants to Purchase Common Stock <sup>(2)</sup>	\$2	02/02/2024		A		25,000		02/02/2024	02/02/2029	Common Stock	25,000	(I)	48,109	D	
Warrants to Purchase Common Stock <sup>(3)</sup>	\$2	02/02/2024		A		25,000		02/02/2024	02/02/2029 <sup>(4)</sup>	Common Stock	25,000	(I)	73,109	D	
Warrants to Purchase Common Stock <sup>(5)</sup>	\$2	02/02/2024		A		25,000		02/02/2024 <sup>(6)</sup>	02/02/2029 <sup>(6)</sup>	Common Stock	25,000	(I)	98,109	D	

**Explanation of Responses:**

- The common stock, Series A warrants, Series B warrants and Series C warrants were acquired by the reporting person in a public offering conducted by the Company that was closed on February 2, 2024.
- Series A Warrants to purchase Common Stock
- Series B Warrants to purchase Common Stock.
- Series B warrants will expire on November 2, 2024
- Series C Warrants to purchase Common Stock
- The Series C warrants to purchase Common Stock may only be exercised to the extent and in proportion to the holder of the Series C warrants exercising its corresponding Series B warrants to purchase Common Stock. The Series C warrants to purchase Common Stock expire five years from the date of issuance, however, provided that to the extent and in proportion to the holder of Series C warrants not exercising its corresponding Series B warrants, such Series C warrants will expire on November 2, 2024.

**Remarks:**

/s/ Gregory Poilasne 02/08/2024  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.