

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Stonepeak Rocket Holdings II LP</u> (Last) (First) (Middle) <u>55 HUDSON YARDS</u> <u>550 WEST 34TH STREET, 48TH FLOOR</u> (Street) <u>NEW YORK NY 10001</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/04/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Nuvve Holding Corp. [NVVE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	1,800,000 ⁽⁵⁾	10	D ⁽⁶⁾⁽⁷⁾	
Series C Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	900,000 ⁽⁵⁾	15	D ⁽⁶⁾⁽⁷⁾	
Series D Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	900,000 ⁽⁵⁾	20	D ⁽⁶⁾⁽⁷⁾	
Series E Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	900,000 ⁽⁵⁾	30	D ⁽⁶⁾⁽⁷⁾	
Series F Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	900,000 ⁽⁵⁾	40	D ⁽⁶⁾⁽⁷⁾	
Options ⁽³⁾	11/13/2021	11/17/2028	Common Stock	4,500,000 ⁽⁵⁾	50	D ⁽⁶⁾⁽⁷⁾	

Explanation of Responses:

1. On August 4, 2021, the transactions contemplated by that certain Letter Agreement, dated as of May 17, 2021, by and among Nuvve Holding Corp, a Delaware corporation (the "Issuer"), Stonepeak Rocket Holdings LP, a Delaware limited partnership ("Stonepeak"), and Evolve Transition Infrastructure LP, a Delaware limited partnership ("Evolve"), were consummated pursuant to the terms and conditions thereof (the "Closing"). In connection with signing the Letter Agreement, on May 17, 2021, the Issuer issued to Stonepeak and Evolve ten-year warrants (collectively, the "Warrants") to purchase the Issuer's common stock, par value \$0.0001 (the "Common Stock") (allocated 90% to Stonepeak and 10% to Evolve), as described in footnote 2.

2. The Warrants issued to Stonepeak and Evolve comprise of (i) Series B warrants to purchase 2,000,000 shares of Common Stock, in the aggregate, (ii) Series C warrants to purchase 1,000,000 shares of Common Stock, in the aggregate, (iii) Series D warrants to purchase 1,000,000 shares of Common Stock, in the aggregate, (iv) Series E warrants to purchase 1,000,000 shares of Common Stock, in the aggregate, and (v) Series F warrants to purchase 1,000,000 shares of Common Stock, in the aggregate. The Series B warrants were fully vested upon issuance. Each of the Series C, Series D, Series E and Series F warrants were vested as to 50% of the shares upon issuance and vest as to the remaining 50% when Levo has entered into contracts with third parties for \$125 million, \$250 million, \$375 million and \$500 million in aggregate capital expenditures, respectively.

3. In connection with the signing of the Letter Agreement, the Issuer also entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with Stonepeak and Evolve, pursuant to which, from time to time between November 13, 2021 and November 17, 2028, Stonepeak and Evolve may elect, in their sole discretion, to purchase up to an aggregate of \$250 million in shares of Common Stock at a purchase price of \$50.00 per share (allocated 90% to Stonepeak and 10% to Evolve).

4. The Warrants are exercisable 180 days after the applicable vesting date described in footnote 2 above.

5. Effective as of August 4, 2021, Stonepeak transferred the Warrants and its rights under the Securities Purchase Agreement to Stonepeak Rocket Holdings II LP, a Delaware limited partnership.

6. The securities that are the subject of this Form 3 are directly beneficially owned by Stonepeak Rocket Holdings II LP. Stonepeak Associates IV LLC is the general partner of Stonepeak Rocket Holdings II LP. Stonepeak GP Investors IV LLC is the sole member of Stonepeak Associates IV LLC. Stonepeak GP Investors Manager LLC is the managing member of Stonepeak GP Investors IV LLC. Mr. Dorrell serves as the managing member of Stonepeak GP Investors Manager LLC.

7. Each Reporting Person disclaims beneficial ownership of the securities set forth herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

Remarks:

Exhibit 99.1: Additional Signatures

See Exhibit 99.1

08/16/2021

** 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 5 (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.

STONEPEAK ROCKET HOLDINGS II LP

By: STONEPEAK ASSOCIATES IV LLC,
its general partner

By: STONEPEAK GP INVESTORS IV LLC,
its sole member

By: STONEPEAK GP INVESTORS MANAGER
LLC,
its managing member

By: /s/ Michael Dorrell

Name: Michael Dorrell
Title: Managing Member
