

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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 LP</u> <hr/> (Last) (First) (Middle) 55 HUDSON YARDS 550 W. 34TH STREET, 48TH FLOOR <hr/> (Street) NEW YORK NY 10001 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/17/2021	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) Form filed by One Reporting Person <input checked="" 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)
---------------------------------	---	--	---

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	2,000,000 ⁽⁵⁾⁽⁶⁾	10	D ⁽⁷⁾⁽⁸⁾⁽⁹⁾	
Series C Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	1,000,000 ⁽⁵⁾⁽⁶⁾	15	D ⁽⁷⁾⁽⁸⁾⁽⁹⁾	
Series D Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	1,000,000 ⁽⁵⁾⁽⁶⁾	20	D ⁽⁷⁾⁽⁸⁾⁽⁹⁾	
Series E Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	1,000,000 ⁽⁵⁾⁽⁶⁾	30	D ⁽⁷⁾⁽⁸⁾⁽⁹⁾	
Series F Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	1,000,000 ⁽⁵⁾⁽⁶⁾	40	D ⁽⁷⁾⁽⁸⁾⁽⁹⁾	
Options ⁽³⁾	11/13/2021	11/17/2028	Common Stock	5,000,000 ⁽⁵⁾⁽⁶⁾	50	D ⁽⁷⁾⁽⁸⁾⁽⁹⁾	

1. Name and Address of Reporting Person* <u>Stonepeak Rocket Holdings LP</u> <hr/> (Last) (First) (Middle) 55 HUDSON YARDS 550 W. 34TH STREET, 48TH FLOOR <hr/> (Street) NEW YORK NY 10001 <hr/> (City) (State) (Zip)
--

1. Name and Address of Reporting Person* <u>Stonepeak Rocket Upper Holdings LP</u> <hr/> (Last) (First) (Middle) 55 HUDSON YARDS

550 W. 34TH STREET, 48TH FLOOR

(Street)

NEW YORK NY 10001

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Stonepeak Associates IV LLC](#)

(Last) (First) (Middle)

55 HUDSON YARDS
550 W. 34TH STREET, 48TH FLOOR

(Street)

NEW YORK NY 10001

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Stonepeak GP Investors IV LLC](#)

(Last) (First) (Middle)

55 HUDSON YARDS
550 W. 34TH STREET, 48TH FLOOR

(Street)

NEW YORK NY 10001

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Stonepeak GP Investors Manager LLC](#)

(Last) (First) (Middle)

55 HUDSON YARDS
550 W. 34TH STREET, 48TH FLOOR

(Street)

NEW YORK NY 10001

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Dorrell Michael B.](#)

(Last) (First) (Middle)

55 HUDSON YARDS
550 W. 34TH STREET, 48TH FLOOR

(Street)

NEW YORK NY 10001

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Evolve Transition Infrastructure LP](#)

(Last) (First) (Middle)

1360 POST OAK BLVD, SUITE 2400

(Street)

HOUSTON TX 77056

(City) (State) (Zip)

Explanation of Responses:

1. On May 17, 2021, Nuvve Holding Corp, a Delaware corporation (the "Issuer"), entered into a letter agreement (the "Letter Agreement") with Stonepeak Rocket Holdings LP, a Delaware limited partnership ("Stonepeak"), and Evolve Transition Infrastructure LP, a Delaware limited partnership ("Evolve"), relating to the proposed formation of a joint venture, Levo Mobility LLC ("Levo," and such proposed joint venture, the "Proposed Transaction"). Pursuant to the Letter Agreement, the parties agreed to negotiate in good faith to finalize and enter into definitive agreements for the Proposed Transaction. In connection with the signing of the Letter Agreement, 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. Unless the Issuer obtains the approval of its stockholders, the aggregate number of shares of Common Stock that may be issued under the Warrants and the Securities Purchase Agreement may not exceed 3,729,622 shares (such number, the "Stockholder Approval Threshold"), which is the maximum number of shares of Common Stock which the Issuer may issue without stockholder approval under the stockholder approval rules of The Nasdaq Stock Market LLC ("Nasdaq"), including Nasdaq Listing Rules 5635(a) and 5635(d). Until such stockholder approval is obtained, the number of shares of Common Stock issuable pursuant to the Warrants and the Securities Purchase Agreement will be reduced in the manner set forth in the Warrants such that the number of shares of Common Stock issuable does not exceed the Stockholder Approval Threshold.
6. In addition, unless the Issuer obtains the approval of its stockholders, the Warrants may not be exercised, and elections to purchase under the Securities Purchase Agreement may not be made, to the extent that, after giving effect to such exercise or election, Stonepeak or Evolve, together with their affiliates, collectively would beneficially own in excess of 19.99% of the Common Stock.
7. The securities that are the subject of this Form 3 are directly beneficially owned 90% by Stonepeak and 10% by Evolve. Stonepeak Associates IV LLC is the general partner of Stonepeak and Stonepeak Rocket Upper Holdings 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. Affiliates of Stonepeak, including Stonepeak GP Investors Manager LLC and Mr. Dorrell, directly and indirectly beneficially own a majority of the outstanding common units and preferred units of Evolve.
8. Pursuant to Evolve's partnership agreement, its general partner conducts, directs and manages all of Evolve's activities under the authority of the general partner's board of directors. Affiliates of Stonepeak own 100% of the issued and outstanding equity interests in SP Holdings, LLC, which is the sole member of Evolve's general partner. SP Holdings, LLC has the right to appoint all of the members of the board of directors of Evolve's general partner other than two directors which are directly designated by an affiliate of Stonepeak pursuant to an Amended and Restated Board Representation and Standstill Agreement, dated as of August 2, 2019. As a result of the foregoing, affiliates of Stonepeak control Evolve and its general partner and have the ability to appoint all of the members of the board of directors of the general partner of Evolve.
9. 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

/s/ Michael B. Dorrell

05/27/2021

** 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 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 Date: May 27, 2021

STONEPEAK ROCKET UPPER HOLDINGS 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 Date: May 27, 2021

STONEPEAK ASSOCIATES IV LLC

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 Date: May 27, 2021

STONEPEAK GP INVESTORS IV LLC

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member Date: May 27, 2021

STONEPEAK GP INVESTORS MANAGER LLC

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Managing Member Date: May 27, 2021

EVOLVE TRANSITION INFRASTRUCTURE LP

By: EVOLVE TRANSITION INFRASTRUCTURE GP LLC, its general partner

By: /s/ Charles C. Ward
Name: Charles C. Ward
Title: Chief Financial Officer & Date: May 27, 2021
Secretary
