

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 GP Investors Holdings LP</u> (Last) (First) (Middle) 55 HUDSON YARDS 550 W. 34TH STREET, 48TH FLOOR (Street) NEW YORK NY 10001 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/26/2023	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)
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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				
Series B Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	1,800,000 ⁽⁵⁾	10	I ⁽⁶⁾⁽⁷⁾⁽⁸⁾ See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁸⁾
Series C Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	900,000 ⁽⁵⁾	15	I ⁽⁶⁾⁽⁷⁾⁽⁸⁾ See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁸⁾
Series D Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	900,000 ⁽⁵⁾	20	I ⁽⁶⁾⁽⁷⁾⁽⁸⁾ See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁸⁾
Series E Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	900,000 ⁽⁵⁾	30	I ⁽⁶⁾⁽⁷⁾⁽⁸⁾ See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁸⁾
Series F Warrants ⁽¹⁾⁽²⁾	(4)	05/17/2031	Common Stock	900,000 ⁽⁵⁾	40	I ⁽⁶⁾⁽⁷⁾⁽⁸⁾ See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁸⁾
Options ⁽³⁾	11/13/2021	11/17/2028	Common Stock	4,500,000 ⁽⁵⁾	50	I ⁽⁶⁾⁽⁷⁾⁽⁸⁾ See Footnotes ⁽⁶⁾⁽⁷⁾⁽⁸⁾

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

(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 Holdings Manager LLC

(Last) (First) (Middle)
55 HUDSON YARDS
550 W. 34TH STREET, 48TH FLOOR

(Street)
NEW YORK NY 10001

(City) (State) (Zip)

Explanation of Responses:

- 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.
- 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 the joint venture, Levo Mobility LLC, has entered into contracts with third parties for \$125 million, \$250 million, \$375 million and \$500 million in aggregate capital expenditures, respectively.
- 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).
- The Warrants are exercisable 180 days after the applicable vesting date described in footnote 2 above.
- 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.
- 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 Holdings LP is the managing member of Stonepeak GP Investors IV LLC. Stonepeak GP Investors Upper Holdings LP is the general partner of Stonepeak GP Investors Holdings LP. Stonepeak GP Investors Holdings Manager LLC is the general partner of Stonepeak GP Investors Upper Holdings LP. Mr. Michael B. Dorrell is the sole member of Stonepeak GP Investors Holdings Manager LLC. Mr. Michael B. Dorrell is the Chairman, Chief Executive Officer, co-founder and sole member of Stonepeak GP Investors Holdings Manager LLC.
- 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.
- Each of Stonepeak Rocket Holdings II LP, Stonepeak Associates IV LLC, Stonepeak GP Investors IV LLC, and Mr. Dorrell previously reported their beneficial ownership of the securities reported herein.

Remarks:

Exhibit 99.1: Additional Signatures

See Exhibit 99.1

07/06/2023

** 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 GP Investors Holdings LP

By: Stonepeak GP Investors Upper Holdings LP, its general partner
By: Stonepeak GP Investors Holdings Manager LLC, its general partner
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 07/06/2023

Stonepeak GP Investors Upper Holdings LP

By: Stonepeak GP Investors Holdings Manager LLC, its general partner
By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 07/06/2023

Stonepeak GP Investors Holdings Manager LLC

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Chairman, Chief Executive Officer, and Co-Founder

Date: 07/06/2023
