

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 31, 2024

NUVVE HOLDING CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-40296 (Commission File Number)	86-1617000 (IRS Employer Identification No.)
2488 Historic Decatur Road, Ste 200 (Address of Principal Executive Offices)	San Diego, California	92106 (Zip Code)

Registrant's telephone number, including area code: **(619) 456-5161**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbols	Name of each exchange on which registered
Common Stock, Par Value \$0.0001 Per Share	NVVE	The Nasdaq Stock Market LLC
Warrants to Purchase Common Stock	NVVEW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

As previously disclosed, on January 31, 2024, Nuvve Holding Corp. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Craig-Hallum Capital Group LLC regarding an underwritten public offering (the “Offering”). On February 2, 2024, the Company completed the Offering for gross proceeds of approximately \$9.6 million prior to deducting underwriting discounts and commissions and offering expenses. The Offering was comprised of (i) 3,035,000 shares of common stock of the Company (“Common Stock”), (ii) 1,765,000 pre-funded warrants (“Pre-Funded Warrants”) to purchase shares of Common Stock, (iii) 4,800,000 Series A Warrants (“Series A Warrants”) to purchase shares of Common Stock, with an initial exercise price of \$2.00 per share and a term of five years following the issuance date, (iv) 4,800,000 Series B Warrants (“Series B Warrants”) to purchase shares of Common Stock with an exercise price of \$2.00 per share and a term of nine months following the issuance date and (v) 4,800,000 Series C Warrants (“Series C Warrants”) to purchase shares of Common Stock with an exercise price of \$2.00 per share and a term of five years following the issuance date, subject to early expiration as described below. The combined price per share of Common Stock and accompanying Series A Warrant, Series B Warrant and Series C Warrant is \$2.00. The combined price per share of each Pre-Funded Warrant and accompanying Series A Warrant, Series B Warrant, and Series C Warrant is equal to the price of each share of Common Stock and accompanying warrants sold in the Offering, minus \$0.0001, and the exercise price of each pre-funded warrant is \$0.0001 per share. The Series C Warrants may only be exercised to the extent and in proportion to a holder of the Series C Warrants exercising its Series B Warrants, and are subject to an early expiration of nine months, in proportion and only to the extent any Series C Warrants expire unexercised.

Copies of each of the Underwriting Agreement, the Series A Warrants, the Series B Warrants, the Series C Warrants and the Pre-Funded Warrants were filed as exhibits to the Company’s Registration Statement on Form S-1/A (File No. 333-276415), as filed with the Securities and Exchange Commission on January 26, 2024, and are incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on January 31, 2024, announcing the pricing of the offering, which is attached as Exhibit 99.1 to this Current Report on Form 8-K, and the information contained therein is incorporated herein by reference.

The information above is being furnished pursuant to this Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act, or the Exchange Act, unless specifically identified therein as being incorporated therein by reference.

Item 9.01. Financial Statements and Exhibits.

(d)	Exhibits.
Exhibit No.	Description
1.1	<u>Form of Underwriting Agreement (incorporated by reference to Exhibit 1.1 to the Registrant's Form S-1/A (File No. 333-276415) filed on January 26, 2024)</u>
4.1	<u>Form of Series A Warrant to Purchase Common Stock (incorporated by reference to Exhibit 4.9 to the Registrant's Form S-1/A (File No. 333-276415) filed on January 26, 2024)</u>
4.2	<u>Form of Series B Warrant to Purchase Common Stock (incorporated by reference to Exhibit 4.10 to the Registrant's Form S-1/A (File No. 333-276415) filed on January 26, 2024)</u>
4.3	<u>Form of Series C Warrant to Purchase Common Stock (incorporated by reference to Exhibit 4.11 to the Registrant's Form S-1/A (File No. 333-276415) filed on January 26, 2024)</u>
4.4	<u>Form of Pre-Funded Warrant to Purchase Common Stock (incorporated by reference to Exhibit 4.12 to the Registrant's Form S-1/A (File No. 333-276415) filed on January 26, 2024)</u>
99.1	<u>Press Release dated January 31, 2024.</u>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 2, 2024

NUVVE HOLDING CORP.

By: /s/ Gregory Poilasne
Gregory Poilasne
Chief Executive Officer



Nuvve Holding Corp. Announces Pricing of \$9.6 Million Underwritten Public Offering

SAN DIEGO, Jan. 31, 2024 /PRNewswire/ -- Nuvve Holding Corp. ("Nuvve" or the "Company") (Nasdaq: NVVE), a green energy technology company that provides a globally-available, commercial vehicle-to-grid (V2G) technology platform that enables electric vehicle (EV) batteries to store and resell unused energy back to the local electric grid and provides other grid services, today announced the pricing of an underwritten public offering for gross proceeds of approximately \$9.6 million prior to deducting underwriting discounts and commissions and offering expenses.

The offering is comprised of (i) 4,800,000 shares of common stock (or pre-funded warrants in lieu thereof), (ii) 4,800,000 Series A Warrants with an initial exercise price of \$2.00 per share and a term of five years following the issuance date, (iii) 4,800,000 Series B Warrants with an exercise price of \$2.00 per share and a term of nine months following the issuance date and (iv) 4,800,000 Series C Warrants with an exercise price of \$2.00 per share and a term of five years following the issuance date, subject to early expiration as described below. The combined price per share of common stock, Series A Warrant, Series B Warrant and Series C Warrant is \$2.00. The Series C warrants may only be exercised to the extent and in proportion to a holder of the Series C warrants exercising its Series B warrants, and are subject to an early expiration of nine months, in proportion and only to the extent any Series C warrants expire unexercised. The closing of the offering is expected to take place on or about February 2, 2024, subject to the satisfaction or waiver of customary closing conditions.

Craig-Hallum is acting as sole managing underwriter in connection with this offering.

The securities were offered pursuant to a registration statement on Form S-1 (File No. 333-276415), which was declared effective by the United States Securities and Exchange Commission ("SEC") on January 31, 2024.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sales of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The offering is being made solely by means of a prospectus. A preliminary prospectus relating to the proposed offering was filed with the SEC on January 26, 2024 and is available on the SEC's website located at <http://www.sec.gov> or may be obtained, from Craig-Hallum Capital Group LLC, Attention: Equity Capital Markets, 222 South 9th Street, Suite 350, Minneapolis, Minnesota 55402, by telephone at (612) 334-6300, or by email at prospectus@chlm.com.

About Nuvve Holding Corp.

Nuvve Holding Corp. (Nasdaq: NVVE) is a global leader in vehicle-to-grid (V2G) technology serving the mission-critical needs of commercial fleets. The company's intelligent, cloud-based software, Nuvve GIVE™, is a platform that transforms electric fleets into mobile storage resources allowing them to

contribute, and not just consume, electricity. It enables a flexible suite of V2G, charge management and grid services that provide electric grid resilience while also generating recurring revenues to offset fleet operation costs. Committed to accelerating the planet's transition to a net-zero future, Nuvve is securing fleet electrification partners across the e-mobility and grid value chain and supports active deployments around the world with 18.3 megawatts currently under management. Nuvve is headquartered in San Diego, Calif., USA. To learn more about the value of V2G, futureproofing EV infrastructure and using EVs for grid resilience, visit nuvve.com.

Forward-Looking Statements

Statements contained in this press release regarding matters that are not historical facts are "forward-looking statements", including with respect to the public offering. No assurance can be given that the public offering discussed above will be completed. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Any forward-looking statements in this statement are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. Risks that contribute to the uncertain nature of the forward-looking statements include, but are not limited to, those risks and uncertainties related to market and other conditions and satisfaction of customary closing conditions related to the public offering as well as those set forth in the Company's latest Annual Report on Form 10-K, quarterly report on Form 10-Q, registration statement on Form S-1 filed with the SEC and the preliminary prospectus included therein, and other filings made by the Company from time to time with the SEC. Copies of the registration statement can be accessed by visiting the SEC website at www.sec.gov. All forward-looking statements contained in this press release speak only as of the date on which they were made. The Company undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

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