

**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): April 25, 2025

**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 230**

(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:

<b>Title of each class</b>	<b>Trading symbols</b>	<b>Name of each exchange on which registered</b>
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.**

On April 25, 2025, Nuvve Holding Corp. (the “Company”) entered into an Asset Purchase Agreement (the “Agreement”) with Fermata Energy LLC, a Delaware limited liability company (“Seller”) and Fermata Energy II, LLC, a Delaware limited liability company and newly formed subsidiary of the Company (“Fermata 2.0”), pursuant to which the Company agreed to acquire, through Fermata 2.0, substantially all of the assets and certain specified liabilities of Seller in exchange for a total purchase price of approximately \$659,000, consisting of approximately \$340,000 in cash with the remainder consisting of assumed liabilities (the “Fermata Transaction”). Additionally, in connection with the Fermata Transaction, Fermata 2.0 issued 4,900,000 convertible preferred units to former debt holders of Seller. The Fermata Transaction closed on April 25, 2025.

The Agreement contains customary representations and warranties and agreements by the Company and customary indemnification obligations of the Company.

The foregoing description of the Agreement is not complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the quarter ending March 31, 2025.

**Item 7.01. Regulation FD Disclosure.**

On April 29, 2025, the Company issued a press release announcing the Fermata Transaction. A copy of the press release is attached as Exhibit 99.1 hereto.

The information in this Item 7.01 to this Current Report on Form 8-K, and in Exhibit 99.1 furnished herewith, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Important Notice Regarding Forward-Looking Statements**

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Securities Act and the Exchange Act. Statements that are not historical facts, including statements about the matters described above, and the parties’ perspectives and expectations, are forward-looking statements. Such statements include, but are not limited to, statements regarding focused on scaling intelligent, bidirectional energy solutions, the anticipated benefits of such strategy, and similar related matters described above. The words “expect,” “believe,” “estimate,” “intend,” “plan” and similar expressions indicate forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to various risks and uncertainties, assumptions (including assumptions about general economic, market, industry and operational factors), known or unknown, which could cause the actual results to vary materially from those indicated or anticipated.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Press Release dated April 29, 2025.</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: April 29, 2025

NUVVE HOLDING CORP.

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

## Nuvve Expands IP, Revenue, and Market Reach with Strategic Assets Acquisition of Fermata Energy

*Acquisition unites two of the most advanced V2G innovators, enhancing IP, expanding customer reach, and accelerating revenue growth.*

**San Diego, CA – April 29, 2025** – Nuvve Holding Corp. (Nasdaq: NVVE), a global leader in vehicle-to-grid (V2G) technology and grid modernization, today announced the acquisition of substantially all of the net assets of Fermata Energy LLC (“Fermata”), a leading V2G platform provider in the U.S. The assets acquisition was completed through Nuvve’s newly formed subsidiary, Fermata Energy II LLC (“Fermata 2.0”), focused on scaling intelligent, bidirectional energy solutions.

Fermata 2.0 acquired substantially all of the assets of Fermata and assumed certain specified liabilities. As part of the transaction, Fermata 2.0 issued 4,900,000 shares of convertible preferred stock to former Fermata debt holders. The total purchase price is approximately \$659,000, consisting of approximately \$340,000 in cash and the remainder in assumed liabilities.

Fermata 2.0 will be jointly led by Gregory Poilasne as CEO and Hamza Lemsaddek as Chief Operating Officer, combining strategic oversight with operational execution to scale the platform and deepen customer impact. "By acquiring Fermata’s assets, we’re creating the leading platform to fully realize V2G’s potential," said Poilasne. "Together, we accelerate the energy transition by making EVs integral to energy security and grid resiliency."

Several key members of the Fermata team will join Fermata 2.0, bringing deep expertise in V2G integration, software development, OEM and utility engagement, regulatory strategy, business operations, and business development. This continuity will accelerate product roadmap execution and ensure trusted relationships are maintained.

"This partnership ensures continuity for our technology and our mission," said David Slutzky, Founder and Chairman of Fermata Energy. "Nuvve brings the scale, complementary capabilities, and vision to amplify Fermata’s impact. I’m proud of what we’ve built and excited about what’s ahead."

The companies will continue to support and expand existing customer and partner relationships on both sides, ensuring that long-standing collaborations with utilities, OEMs, and fleet operators are preserved and enhanced through this integration.

"This assets acquisition is about unifying capabilities and accelerating the deployment of intelligent, bidirectional energy solutions," said Lemsaddek. "We’re building an end-to-end platform that empowers fleets, utilities, and OEMs to participate in the energy transition more effectively and more profitably."

Immediate operational efficiencies include consolidating software platform teams and AWS infrastructure within Fermata 2.0, significantly reducing annual expenses by approximately \$2 million. Sales synergies are emerging as Nuvve expands its hardware offerings into markets previously served by Fermata. Joint engineering and R&D initiatives will pursue innovation and collaborative grant-funded projects, further supported by the combined Nuvve and Fermata IP and engineering resources.

Fermata 2.0 will deliver a new generation of white-label software solutions, combining Fermata’s proven optimization and forecasting capabilities with Nuvve’s advanced AI-driven grid intelligence. By integrating intelligent energy management directly into electric vehicles or offering it as a standalone service for fleet operators and utilities, Fermata 2.0 will unlock new value streams across the mobility and energy sectors. Customers will benefit from enhanced predictive charging insights, dynamic peak load minimization, and expanded grid service opportunities, powered in part by Nuvve’s Astrea AI™ platform. Together, these capabilities create a more scalable, flexible, and commercially powerful solution than either company could deliver independently.

The assets acquisition strengthens Nuvve’s comprehensive intellectual property portfolio, diversifies market risk, and enhances its range of U.S.-built certified hardware through Fermata’s established domestic manufacturer relationships, adding resilience amidst evolving tariff policies.

Customers of both companies gain immediate value through access to an expanded suite of integrated hardware and software solutions, combining Nuvve’s grid aggregation and virtual power plant (VPP) expertise with Fermata’s specialized capabilities in distributed energy resource (DER) optimization and behind-the-meter solutions.

This assets acquisition also positions Nuvve to capitalize on accelerating regulatory tailwinds such as the Inflation Reduction Act and state-level grid modernization incentives, further expanding the total addressable market for V2G applications.

With more than ten years of commercial V2G deployment experience, the combined platform now offers breadth across grid services, behind-the-meter optimization, OEM integration, AI-driven software, and certified charging hardware—delivering a truly end-to-end V2G ecosystem.

Looking ahead, Fermata 2.0 is positioned to play a critical role in Nuvve's growth strategy as the company expands its presence in behind-the-meter markets and strengthens its VPP services across regulated and deregulated markets alike, with potential to drive incremental revenue from new white-label licensing opportunities, expanded DER optimization contracts, and fleet electrification partnerships. It also provides a focused investment vehicle within Nuvve for scaling software-first energy services.

## **About Nuvve**

Founded in 2010, Nuvve Holding Corp. (Nasdaq: NVVE) has successfully deployed vehicle-to-grid (V2G) on five continents, offering turnkey electrification solutions for fleets of all types. Nuvve combines the world's most advanced V2G technology and an ecosystem of electrification partners, delivering new value to electric vehicle (EV) owners, accelerating the adoption of EVs, and supporting a global transition to clean energy. Nuvve is making the grid more resilient, transforming EVs into mobile energy storage assets, enhancing sustainable transportation, and supporting energy equity in an electrified world. Nuvve is headquartered in San Diego, Calif., and can be found online at [nuvve.com](http://nuvve.com).

## **Cautionary Statement Regarding Forward-Looking Statements**

This press release contains forward-looking statements or forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "aims," "anticipates," "plans," "looking forward to," "estimates," "projects," "assumes," "guides," "targets," "forecasts," "continue," "seeks" or the negatives of such terms or other variations on such terms or comparable terminology, although not all forward-looking statements contain such identifying words. Forward-looking statements include, but are not limited to, statements concerning Nuvve's expectations, plans, intentions, strategies, prospects, business plans, product and service offerings, new deployments, potential project successes, expected timing of recently announced projects, anticipated growth of various business areas and other statements that are not historical facts. Nuvve cautions you that these forward-looking statements are subject to numerous risks and uncertainties, most of which are difficult to predict and many of which are beyond the control of Nuvve. Such statements are based upon the current beliefs and expectations of management and are subject to significant risks and uncertainties that could cause actual outcomes and results to differ materially. Some of these risks and uncertainties can be found in Nuvve's most recent Annual Report on Form 10-K and subsequent periodic reports filed with the Securities and Exchange Commission (SEC). Copies of these filings are available online at [www.sec.gov](http://www.sec.gov), <https://investors.nuvve.com> or on request from Nuvve. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in the Nuvve's filings with the SEC. Such forward-looking statements speak only as of the date made, and Nuvve disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers of this press release are cautioned not to place undue reliance on these forward-looking statements, since there can be no assurance that these forward-looking statements will prove to be accurate. This cautionary statement is applicable to all forward-looking statements contained in this press release.

## **Media Contact For Nuvve:**

Wes Robinson  
wrobinson@olmsteadwilliams.com  
(626) 201-2928