

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NUVVE HOLDING CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

86-1617000

(IRS Employer
Identification No.)

2488 Historic Decatur Road, San Diego, California

(Address of Principal Executive Offices)

92106

(Zip Code)

NUVVE HOLDING CORP. SECOND AMENDED AND RESTATED 2020 EQUITY INCENTIVE PLAN

(Full title of the plan)

**Gregory Poilasne
Chief Executive Officer
Nuvve Holding Corp.**

**2488 Historic Decatur Road, Ste. 200
San Diego, California 92106**

(Name and address of agent for service)

(619) 456-5161

(Telephone number, including area code, of agent for service)

with a copy to:

**Sahir Surmeli
Jeffrey P. Schultz**

**Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 (the “Registration Statement”) is being filed in order to register an additional 4,000,000 shares of common stock, par value \$0.00001 per share (“Common Stock”), of Nuvve Holdings Corp. (the “Company”) that may be issued pursuant to the Nuvve Holding Corp. Second Amended and Restated 2020 Equity Incentive Plan (the “2020 Plan”), approved by the Company’s stockholders on June 2, 2023 at the Company’s annual meeting of stockholders.

Pursuant to Instruction E of Form S-8, the contents of the Company’s prior registration statement on Form S-8 registering Common Stock under the Plan ([File No. 333-259424](#)) (the “Prior Registration Statement”), filed with the U.S. Securities and Exchange Commission (the “Commission”) on September 9, 2021, is hereby incorporated by reference herein, and the information otherwise required by Form S-8 is omitted, except that the provisions contained in Part II of the Prior Registration Statement are modified as set forth in this Registration Statement.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents that we have previously filed with the SEC are incorporated by reference in this registration statement (excluding any reports or portions thereof that are furnished under Item 2.02 or Item 7.01 and any exhibits included with such items):

- The Company's Annual Report on [Form 10-K](#) for the year ended December 31, 2022 (File No. 001-40296) filed with the Commission on March 31, 2023, including the information specifically incorporated by reference into the Company's Annual Report on Form 10-K from the Company's Definitive Proxy Statement on [Schedule 14A](#) (File No. 001-40296) filed with the Commission on April 18, 2023;
- The Company's Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended March 31, 2023 (File No. 001-40296), filed with the Commission on May 12, 2023;
- Current Reports on Form 8-K, filed with the Commission on [April 17, 2023](#), [April 24, 2023](#), [June 6, 2023](#), [June 6, 2023](#) and [June 6, 2023](#).
- The description of our common stock contained in the Current Report on Form 8-K, filed with the Commission on [March 25, 2021](#) and amended on [March 26, 2021](#), pursuant to which our common stock was deemed registered pursuant to Rule 12g-3(a) under the Exchange Act of 1934, as amended ("Exchange Act").

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all the securities offered have been sold or which deregisters all securities then remaining unsold (excluding any reports or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K and any exhibits included with such items), will be deemed to be incorporated by reference in this registration statement and to be a part of this registration statement from the respective date of filing. Any statement contained in a document incorporated by reference in this registration statement will be modified or superseded for all purposes to the extent that a statement contained in this registration statement or in any other subsequently filed document which is incorporated by reference modifies or replaces the statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this registration statement.

Item 8. Exhibits.

The following are the exhibits required by Item 601 of Regulation S-K:

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Company on March 25, 2021).</u>
3.2	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Quarterly Report on Form 10-Q filed by the Company on August 12, 2022).</u>
5.1	<u>Opinion of Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C. (filed herewith).</u>
10.1	<u>Nuvve Holding Corp. Second Amended and Restated 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company on June 6, 2023).</u>
23.1	<u>Consent of Deloitte & Touche LLP (filed herewith).</u>
23.2	<u>Consent of Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C. (included in Exhibit 5.1).</u>
23.3	<u>Consent of Moss Adams LLP (filed herewith).</u>
24.1	<u>Power of Attorney (included on the signature page hereto).</u>
107	<u>Calculation of Filing Fee Tables (filed herewith).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Diego, California on this 16th day of June, 2023.

NUVVE HOLDING CORP.

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gregory Poilasne and David G. Robson, and each of them, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign this registration statement, any and all amendments thereto (including post-effective amendments), and any amendments thereto and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary or desirable to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
By: <u>/s/ Gregory Poilasne</u> Gregory Poilasne	Director and Chief Executive Officer (Principal Executive Officer)	June 16, 2023
By: <u>/s/ Ted Smith</u> Ted Smith	President, Chief Operating Officer and Director	June 16, 2023
By: <u>/s/ David G. Robson</u> David G. Robson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 16, 2023
By: <u>/s/ Rashida La Lande</u> Rashida La Lande	Director and Chairperson	June 16, 2023
By: <u>/s/ Jon M. Montgomery</u> Jon M. Montgomery	Director	June 16, 2023
By: <u>/s/ H. David Sherman</u> H. David Sherman	Director	June 16, 2023
By: <u>/s/ Angela Strand</u> Angela Strand	Director	June 16, 2023



June 16, 2023

Nuvve Holding Corp.
2488 Historic Decatur Road, Ste. 200
San Diego, California 92106

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as legal counsel to Nuvve Holding Corp., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of 4,000,000 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (“Common Stock”), consisting of an additional 4,000,000 shares of Common Stock that may be issued pursuant to the Company’s Second Amended and Restated 2020 Equity Incentive Plan (the “2020 Plan”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Certificate of Incorporation and Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the 2020 Plan.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the 2020 Plan, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 31, 2023, relating to the consolidated financial statements of Nuvve Holding Corp., appearing in the Annual Report on Form 10-K of Nuvve Holding Corp. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

San Diego, CA
June 15, 2023

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Nuvve Holding Corp. of our report dated March 31, 2022 (except for the effects of the restatement described in Note 2, as to which the date is March 30, 2023), relating to the consolidated financial statements of Nuvve Holding Corp. as of December 31, 2021 and 2020, and for the years then ended, which report appears in the Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Moss Adams LLP

San Diego, California

June 15, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)Nuvve Holdings Corp.
(Exact name of registrant as specified in its charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule(2)	Amount Registered(1)	Proposed Maximum Offering Price Per Share Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share, to be issued under the Nuvve Holding Corp. Second Amended and Restated 2020 Equity Incentive Plan	Other	4,000,000 ⁽³⁾	\$ 0.47	\$ 1,880,000	\$110.20 per \$1,000,000	\$ 207.18
Total Offering Amounts					\$ 1,880,000		\$ 207.18
Total Fee Offsets(4)							—
Net Fee Due							\$ 207.18

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional Common Stock, par value \$0.0001 per share (“Common Stock”), of Nuvve Holding Corp. (the “Registrant”) that become issuable under the Nuvve Holding Corp. Second Amended and Restated 2020 Equity Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of shares of the Company’s outstanding Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low sales prices of a share of Common Stock as reported on the Nasdaq Capital Market on June 9, 2023.
- (3) Represents an increase of an aggregate of 4,000,000 shares of Common Stock approved by the Company’s shareholders on June 2, 2023.
- (4) The Company does not have any fee offsets.