

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Stonepeak Rocket Holdings II LP</u> (Last) (First) (Middle) 55 HUDSON YARDS 550 W. 34TH STREET, 48TH FLOOR (Street) NEW YORK NY 10001 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nuvve Holding Corp. [NVVE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/15/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Series B Warrants	\$10	10/15/2024		J(1)		2,000,000		(2)	05/17/2031	Common Stock	2,000,000	(1)	0	D(3)(4)(5)(6)
Series C Warrants	\$15	10/15/2024		J(1)		1,000,000		(2)	05/17/2031	Common Stock	1,000,000	(1)	0	D(3)(4)(5)(6)
Series D Warrants	\$20	10/15/2024		J(1)		1,000,000		(2)	05/17/2031	Common Stock	1,000,000	(1)	0	D(3)(4)(5)(6)
Series E Warrants	\$30	10/15/2024		J(1)		1,000,000		(2)	05/17/2031	Common Stock	1,000,000	(1)	0	D(3)(4)(5)(6)
Series F Warrants	\$40	10/15/2024		J(1)		1,000,000		(2)	05/17/2031	Common Stock	1,000,000	(1)	0	D(3)(4)(5)(6)
Options	\$50	10/15/2024		J(1)		5,000,000			11/13/2021 11/17/2028	Common Stock	5,000,000	(1)	0	D(3)(4)(5)(6)

1. Name and Address of Reporting Person*
Stonepeak Rocket Holdings II 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 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 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)		
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*		
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:

- On October 15, 2024, the Issuer, Stonepeak Rocket Holdings II LP, a Delaware limited partnership ("Stonepeak"), Evolve Transition Infrastructure LP, a Delaware limited partnership ("Evolve") and Levo Mobility LLC, a Delaware limited liability company ("Levo"), entered into that certain Limited Liability Company Interest Sale Agreement pursuant to which, among other things, each Reporting Person irrevocably terminated any and all rights with respect to the securities that are the subject of this Form 4 for nominal consideration (the "Termination").
- Prior to the Termination, the warrants were exercisable as described in the Reporting Person's Form 3, dated August 15, 2021.
- The securities that are the subject of this Form 4 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, (v) Series F warrants to purchase 1,000,000 shares of Common Stock, in the aggregate, and (vi) the option to purchase up to an aggregate of \$250 million in shares of Common Stock as a purchase price of \$50.00 per share.

4. Prior to the Termination, the securities that are the subject of this Form 4 were directly beneficially owned 90% by Stonepeak and 10% by Evolve. 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. Dorrell serves as the sole member of Stonepeak GP Investors Holdings Manager LLC.

5. 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. Evolve's general partner owns 100% of the common units of Evolve.

6. 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

[See Exhibit 99.1](#)

[10/17/2024](#)

** 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 4 (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: Sole Member

STONEPEAK GP INVESTORS UPPER HOLDINGS LP

By: STONEPEAK GP INVESTORS HOLDINGS MANAGER LLC,
its general partner

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Sole Member

STONEPEAK GP INVESTORS HOLDINGS MANAGER LLC

By: /s/ Michael Dorrell
Name: Michael Dorrell
Title: Sole Member

STONEPEAK ROCKET HOLDINGS II LP

By: STONEPEAK ASSOCIATES IV LLC,
its general partner

By: STONEPEAK GP INVESTORS IV LLC,
its sole member

By: STONEPEAK GP INVESTORS HOLDINGS LP,
its managing member

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: Sole Member

STONEPEAK ASSOCIATES IV LLC

By: STONEPEAK GP INVESTORS IV LLC,
its sole member

By: STONEPEAK GP INVESTORS HOLDINGS LP,
its managing member

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: Sole Member

STONEPEAK GP INVESTORS IV LLC

By: STONEPEAK GP INVESTORS HOLDINGS LP,
its managing member

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: Sole Member

EVOLVE TRANSITION INFRASTRUCTURE LP

By: EVOLVE TRANSITION INFRASTRUCTURE GP LLC,
its general partner

By: SP Holdings, LLC,
its sole member

By: /s/ Michael Dorrell

Name: Michael Dorrell

Title: Authorized Signatory
