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): $\underline{March\ 30,2021}$

	NUVVE HOLDING CORP.	
(Exact N	ame of Registrant as Specified in	Charter)
Delaware	001-40296	86-1617000
(State or Other Jurisdiction	(Commission	(IRS Employer
of Incorporation)	File Number)	Identification No.)
2468 Historic Decatur Road, San Diego, C	alifornia	92106
(Address of Principal Executive Office	es)	(Zip Code)
Registrant's telepl	hone number, including area code	: (<u>619) 456-5161</u>
(Former Name o	r Former Address, if Changed Sin	ce Last Report)
Check the appropriate box below if the Form 8-K filing is intended to si General Instruction A.2. below):	multaneously satisfy the filing ob	ligation of the registrant under any of the following provisions (see
$\hfill\square$ Written communications pursuant to Rule 425 under the Sec.	curities Act (17 CFR 230.425).	
$\hfill\Box$ Soliciting material pursuant to Rule 14a-12 under the Excha	nge Act (17 CFR 240.14a-12).	
\square Pre-commencement communications pursuant to Rule 14d-2	2(b) under the Exchange Act (17 C	CFR 240.14d-2(b)).
\square Pre-commencement communications pursuant to Rule 13e-4	(c) under the Exchange Act (17 C	CFR 240.13e-4(c)).
Securities registered pursuant to Section 12(b) of the Act:		
Title of each class	Trading symbol(s)	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 conthe Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ⊠	mpany as defined in Rule 405 of t	he Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of
If an emerging growth company, indicate by check mark if the registrant accounting standards provided pursuant to Section 13(a) of the Exchang		ed transition period for complying with any new or revised financial

Item 7.01. Regulation FD Disclosure.

Nuvve Holding Corp. has prepared an investor presentation as of March 30, 2021. A copy of the presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K and the exhibits attached hereto is being furnished pursuant to Item 7.01 of Form 8-K and will not, except to the extent required by applicable law or regulation, be deemed filed by Nuvve Holding Corp. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor will any of such information or exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No. Description

99.1 <u>Investor presentation.</u>

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.

NUVVE HOLDING CORP. Dated: March 30, 2021

/s/ Gregory Poilasne

Gregory Poilasne Chairman and Chief Executive Officer



Legal Disclaimer

This presentation (this "Presentation") is provided for information purposes only. No representations or warranties, express or implied are given in, or in respect of, this Presentation. To the fullest extent permitted by law in no circumstances will Nuvve Holding Corp. ("Nuvve") or any it's respective subsidiaries, stockholders, affiliates, representatives, partners, directors, officers, employees, advisers or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this Presentation, its contents, its omissions, reliance on the information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith. Industry and market data used in this Presentation have been obtained from third-party industry publications and sources as well as from research reports prepared for other purposes. Nuvve has noy independently verified the data obtained from these sources and cannot assure you of the data's accuracy or completeness. This data is subject to change. In addition, this Presentation does not purport to be all-inclusive or to contain all of the information that may be required to make a full analysis of Nuvve. Viewers of this Presentation should each make their own evaluation of Nuvve and of the relevance and adequacy of the information and should make such other investigations as they deem necessary.

Forward Looking Statements

Certain statements included in this Presentation that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995, Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook," "model," "target," "goal," and similar expressions are intended to identify forward-looking statements all hough not all forward-looking statements contain these identifying words. Forward-looking statements include statements regarding estimates and forecasts of other financial and performance metrics and projections of market opportunity, as well as any other statements that are not related to present factors or current conditions or that are not purely historical. These statements are based on various assumptions, whether or not identified in this Presentation, and on the current expectations of Nuvve's management. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from those expressed or implied by these forward looking statements. Many actual events and circumstances are beyond the control of Nuvve. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political and legal conditions; failure to realize the anticipated benefits of the business combination with Newborn Acquisition Corp.; risks relating to the uncertainty of Nuvve's projected financial information; risks related to the organic and inorganic growth of Nuvve's business and the timing of expected business mi

Use of Projections

This Presentation contains projected financial information with respect to Nuvve. Such projected financial information constitutes forward-looking information, and is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The assumptions and estimates underlying such financial forecast information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive and other risks and uncertainties. See "Forward-Looking Statements" above. Actual results may differ materially from the results contemplated by the financial forecast information contained in this Presentation, and the inclusion of such information in this Presentation should not be regarded as a representation by any person that the results reflected in such forecasts will be achieved.



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Legal Disclaimer (cont.)

Non-GAAP Financial Measures

Some of the financial information and data contained in this Presentation has not been prepared in accordance with United Statesgenerally accepted accounting principles ("GAAP"). NBAC and Nuwe believe that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating historical or projected operating results and trends in and in comparing Nuwe's financial measures with other similar companies, many of which presents similar non-GAAP financial measures to investors. Management does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and revenue that are required by GAAP to be recorded in Nuwe's financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and revenue items are excluded or included in determining these non-GAAP financial measures. In order to compensate for these limitations, management presents historical non-GAAP financial measures in connection with GAAP results. You should review Nuwe's audited financial statements, which are included in Nuwe's SEC filings.

Trademarks
This Presentation contains trademarks, service marks, trade names and copyrights of NBAC, Nuwe and other companies, which are the property of their respective owners.



Introductions















DAVID ROBSON Chief Financial Officer





Who is Nuvve?

Nuvve's proprietary vehicle-to-grid (V2G) technology enables the linking of multiple electric vehicle (EV) batteries through EV charging stations into a virtual power plant (VPP) providing bi-directional services to the electrical grid in a qualified and secure manner.





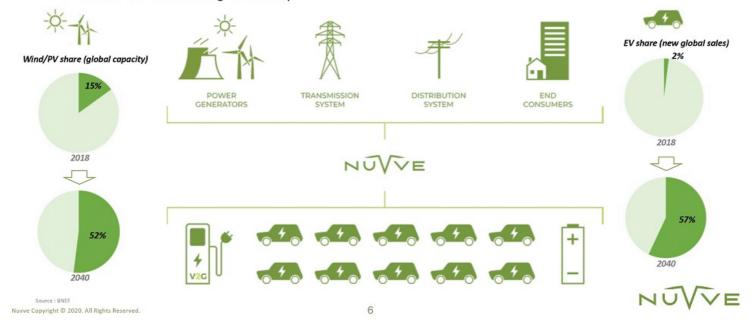
- The company generates revenue from bidding onto energy markets and creates energy savings for its customers
- Nuvve's technology and ecosystem has proven to successfully lower the cost of electric vehicle ownership, while supporting the integration of renewable energy for a scalable and sustainable green society.



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Our Mission

To lower the cost of electric vehicle (EV) ownership while supporting the integration of renewable energy for scalable and sustainable green society.



EV Market Forecast

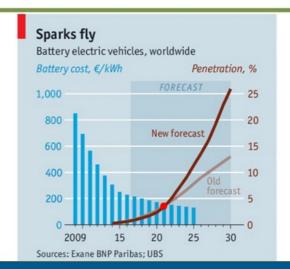


 $Source: Bloomberg NEF\ Note: Prices\ are\ for\ EVs\ and\ stationary\ storage,\ and\ include\ both\ cell\ and\ pack\ costs$

Segment Year of expected price parity

	U.S.	Europe	China
Small	2024	2026	2028
Medium	2024	2023	2023
Large	2023	2022	2031
SUV	2023	2024	2034

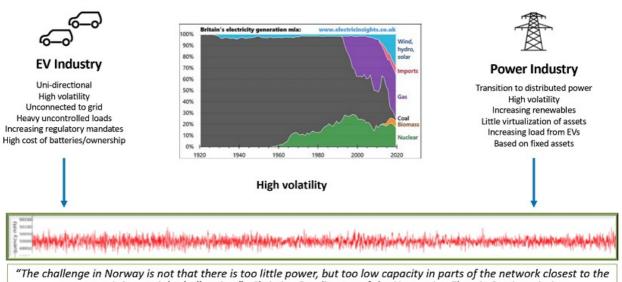
Source: BloombergNEF (using data from the EPA, ICCT, FEV, ONRL and IDL). Note: Estimated pro-tax retail prices.



EV adoption will drive the need for vehicle-grid integration (VGI) and vehicle-to-grid (V2G) in 2021

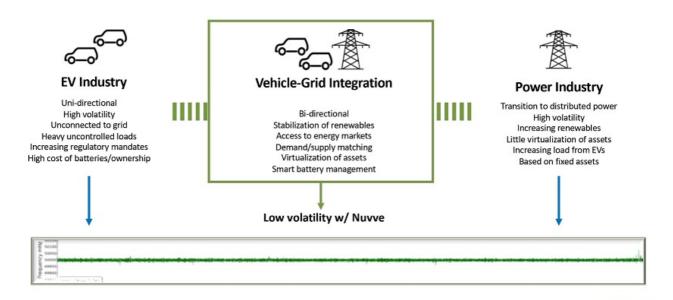


Electric Grid is Not Ready & Smart Charging will not be Enough



consumer. It is certainly challenging." - Christina Bu, director of the Norwegian Electric Car Association

Bi-directional is the Solution



Nuvve's Platform And Services



Electric vehicles go from being unreliable resources into reliable, dispatchable and monetizable assets.



Reduces the cost of EV ownership, encourages EV adoption



Helps stabilize the grid with Nuvve's bidirectional charging



Guarantees vehicle will be set for use by owner when needed



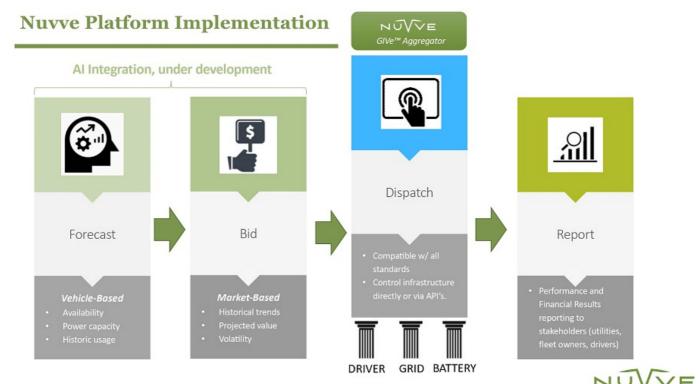
Enables increased renewable penetration



Optimizes and protects the vehicle battery

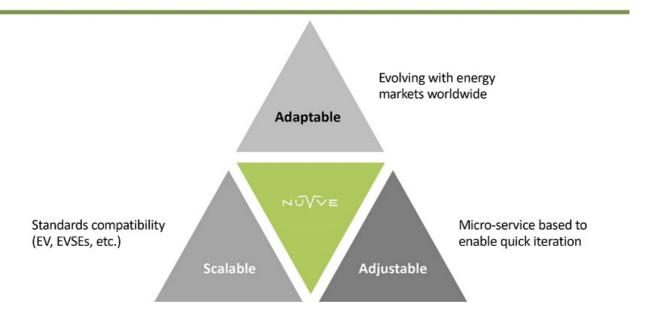






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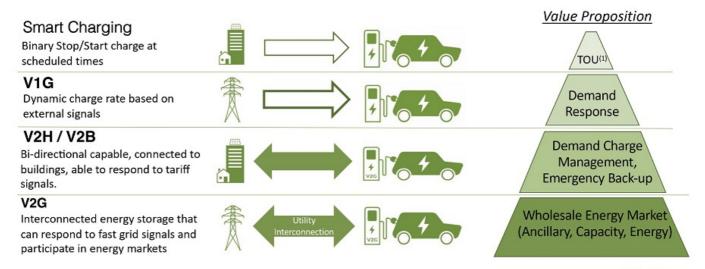
Nuvve Product Vision



NUVVE

Value (Revenue) Proposition

 Nuvve is capable of providing all levels of Vehicle Grid Integration, including V2G, providing revenues from grid services and uutility bill savings behind the meter.







Denmark Business Case

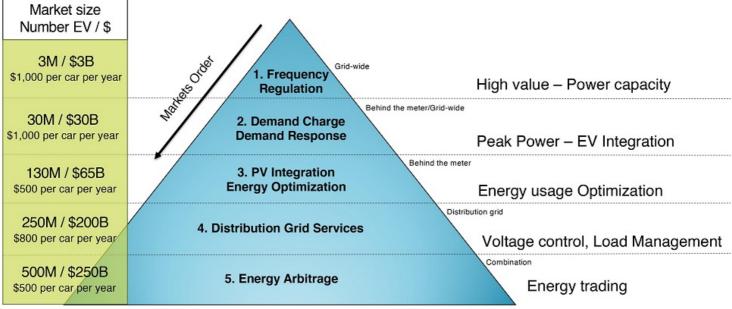
Average Revenue per Car/Mo:	158€
Average Bid Capacity in Oct 19:	227kW
Total Capacity:	398kW (43 Vehicles)

Without Building Services:				
Nuvve P&L, per car per year		Sep 2017 - Aug	2018	
FCR*Revenue Base	EUR	2,082		
Energy Export (to Grid)	EUR	106		
Mobility Fee	EUR	562		
Total Revenues	EUR	2,750	100%	
Cost of Energy	EUR	(1,340)	-49%	
Cost of Chargers, Nuvve	EUR	(586)	-21%	
Total Operating Expenses	EUR	(1,927)	-70%	
Nuvve Remaining	EUR	823	30%	

^{*} Frequency Control Regulation



Energy And Power Capacity Market



Sources: EDF / NREL / EnTSO-E / PJM/ NGESO/ Nordpool / RTE / PG&E



Nuvve Comparison to Competition Today

		NUVVE	-chargepoin+:	THE MOBILITY HOUSE	enel x		energy
Transportation	Fleet Charge	✓	✓	✓	✓	✓	
	TOU	✓	✓	✓	✓	√	✓
Behind-The-Meter	Demand Charge	✓	✓	✓	✓	✓	✓
	Demand Response	✓	✓	✓	√	✓	
	Voltage Control	✓					
	Reactive Power	✓					
Grid	Energy Arbitrage	✓		✓			
	Freq. Regulation	✓					
	Bi-Directional	V	√	✓			✓

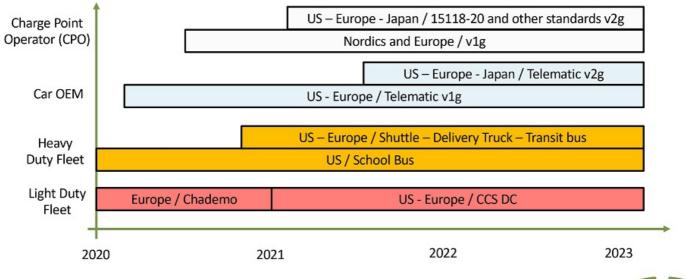


First-mover Advantage in V2G Space

First Mover Advantage	Nuvve Today	Entry Barrier for Competitors
Intellectual Property (IP)	Nuvve owns key patents	Difficult for competitors to peform V2G functions without violating Nuvve`s IP
Qualification by Transmission System Operator (TSO)	Nuvve is already qualified by multiple TSOs which makes Nuvve easier to expand in other areas	It is a long path for distributed resources and aggregators to be qualifed by TSO: 12-36 months
Experience (market participation & stake- holders)	Nuvve has 10 years experience of market participation and stake-holder interaction including with car OEMs	Optimization of market participation and cusotmer's value proposition is a key element for competitiveness.
Data Collection	A huge amount of data has been accumulated inside Nuvve	Data is a key element for rapid and accurate future development



Nuvve Roll-out Strategy



NUVVE

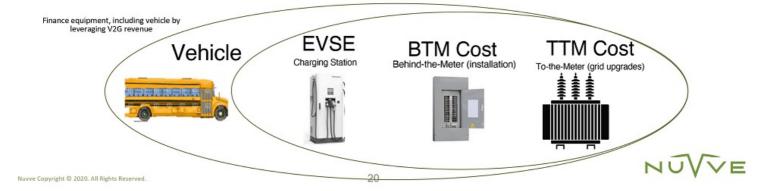
SPV Brings Financing and a Turnkey Solution

Charging Consultation & Installation

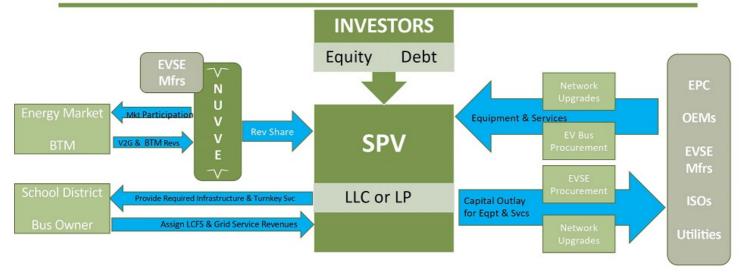
Consultative approach with network of installation partners

Financing

- · Enable financing of equipment, including the bus with partners
- · Use a Special Purpose Vehicle (SPV) to finance equipment
- · Vehicle, Charging station and installation can be supported through SPV
- · Target mid ten's IRR



School Bus SPV Model



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Executive Team, Leadership, & Advisory Team





WALL STREET

NAVY.































dockon















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Transaction Summary & Financials



Transaction Summary

- · On March 12, 2021 Nuvve and Newborn closed on a Business Combination pursuant to a Merger Agreement
 - Nuvve pre-money equity value of \$104M
 - · Consideration to Nuvve paid with 9.1M shares (before buy back of 0.6m shares).
 - · PIPE transaction includes 1.4M shares of common stock and warrant PIPE at \$10.00/share. For every PIPE share purchased, PIPE investors receive 1.9 warrants; each whole warrant exercisable for 1/2 a common share(4)
- Transaction Pro forma enterprise value of ~\$125M; current market capitalization of ~\$206M
 - · Nuvve will own ~49% of the combined company (~58% with earnout)
 - Approximately \$63M net cash rolls to balance sheet; including \$14m in PIPE proceeds, less transaction costs, share repurchase, and repayment of sponsor loan.
- Nuvve shall be entitled to an earnout of 4 million newly issued shares if Nuvve's CY 2021 revenue exceeds \$30M

POST TRANSACTION

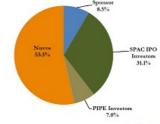
Enterprise Value	\$125.0
Less: Cash	\$62.6
Plus: Debt	\$0.0
Market Capitalization	\$187.6
Price Per Share	\$10.00
Shares Outstanding	18.8

SOURCES & USES (\$MM)

Sources	
Cash Remaining in Trust	\$57.9
Nuvve Equity Roll	104.3
PIPE - Common	14.3
Total	\$176.5
Uses	
Nuvve Equity Roll	\$104.3
Fees & Expenses (Estimated)	3.6
Repurchase shares	6.0
Cash to Balance Sheet	62.6
Total	\$176.5

POST TRANSACTION VALUATION $(\$MM)^{(1)(2)(3)}$

	Shares	%
Newborn Sponsor	1.7	9.3%
SPAC IPO Investors	6.3	33.7%
PIPE Investors	1.4	7.6%
Other	0.2	1.1%
Nuvve	9.1	48.3%
Total	18.8	100.0%
Nuvve w/Earnout	13.1	57.4%
Nuvve w/Earnout + options	14.4	59.7%





NUVVE CORP. AUDITED CONDENSDED FINANCIAL INFORMATION For the year ended December 31 (in thousands)

	2017	2018	2019	2020
REVENUE	\$720	\$1,403	\$2,578	\$4,210
COST OF GOODS SOLD	383	85	544	521
EXPENSES	3,252	9,185	8,196	8,376
OPERATING LOSS	(\$2,915)	(\$7,867)	(\$6,162)	(\$4,687)



NUVVE CORP. AUDITED CONDENSED CONSOLIDATED BALANCE SHEET As of December 31, 2020 (in thousands) (in thousands, Audited)

Current assets	
Cash	\$ 2,276
Accounts receivable	1,000
Inventory	1,052
Prepaid expenses and other	438
Total Current Assets	4,766
Property and equipment, net	95
Investment in joint venture	671
Intangible assets, net	1,621
Other	2
al Assets	\$ 7,155

LIABILITIES	
Current liabilities	
Accounts payable	\$ 2,960
Accrued expenses	585
Deferred revenue	196
Debt 1	4,295
Total Current Liabilities	8,036
Stockholders' deficit	(881)
Total Liabilities and Stockholders' deficit	\$ 7,155

^[1] Includes convertible debenture and Payroll Protection Program (PPP) Ioan. The PP Ioan was received as part of the Coronavirus Aid, Relief, and Economic Security Act. The debenture was converted to equity upon consummation of the Merger. If the company meets certain criteria the PPP Ioan will be forgiven.



Unaudited Pro Forma Condensed Combined Statement of Operations For the Year Ended December 31, 2020 (in thousands)

	Ac	Newborn Acquisition Corp. (Historical)		Nuvve Corporation (Historical)		Pro Forma Adjustments		Pro Forma Combined	
Revenue									
Products and services revenue	\$	-	\$	1,943	\$	-	\$	1,943	
Grants	_	-		2,267		-		2,267	
Total revenue	_			4,210				4,210	
Operating expenses									
Cost of products and services revenue				521		-		521	
Selling, general and administrative expenses		1,441		5,487				6,928	
Research and development expense		-		2,889				2,889	
Total operating expenses		1,441		8,897		-		10,338	
Operating loss		(1,441)		(4,687)		-		(6,129)	
Other income (expense)									
Interest income on cash and marketable securities held in trust		396		-		(396)		-	
Interest expense		-		(314)		314		-	
Change in fair value of conversion option on convertible notes		-		(37)		37		-	
Other, net	17			154				154	
Total other income		396		(197)		(45)		154	
Net Loss	\$	(1,045)	\$	(4,884)	\$	(45)	\$	(5,974)	
Less: income attributable to ordinary shares subject to redemption		(352)				352			
Adjusted net loss	\$	(1,397)	\$	(4,884)	\$	307	\$	(5,974)	



Unaudited Pro Forma Condensed Combined Balance Sheet As of December 31, 2020 (in thousands)

	Acc	ewborn quisition Corp. istorical)	Corp	iuvve poration storical)	Pro Forma Adjustments		Pro Forma	
ASSETS					_			
Current assets:								
Cash	\$	136	\$	2,276	\$	62,422	5	64,834
Accounts receivable				1,000				1,000
Inventory				1,052				1,052
Security deposit, current				20				20
Prepaid expenses		12		417				429
Total current assets		147		4,766		62,422		67,335
Cash and marketable securities held in trust account		57,896				(57,896)		
Property and equipment, net				95				95
Investment				671				671
Intangible assets, net				1,621				1,621
Security deposit				3				3
Total Assets	\$	58,043	\$	7,155	\$	4,526	\$	69,725
Liabilities and Stockholders' Equity								
Current liabilities:								
Accounts payable	\$		\$	2,960	\$		\$	2,960
Accrued expenses		113		585		-		698
Deferred revenue		-		196				196
PPP Loan				492				492
Convertible debenture				3,802		(3,802)		
Total current liabilities		113		8,036		(3,802)		4,347
Deferred underwriting compensation	10.	1,438				(1,438)		
Total liabilities		1,551		8,036		(5,239)	3/	4,347
Commitments and contingencies								
Ordinary shares subject to possible redemption; 5,114,076 (at redemption value of \$10.0688 per share)		51,493				(51,493)		
Total stockholders' equity (deficit)		5,000		(881)		61,259		65,378
Total liabilities and stockholders' equity (deficit)	\$	58,043	\$	7,155	\$	4,526	\$	69,725



Appendix



Company Outline

- · The world's only platform enabling profitable deployment of EV fleets globally
- University of Delaware Spin Off (invention of V2G)
- · HQ in San Diego, CA
- · Offices in Copenhagen, London, Newark (DE), Paris
- · Core IP: 15 patents filed or pending
- · Projects around the world
- · 3 years of commercial operation in Denmark
- · Corporate investors
 - o EDF Renewable EDF **eDF
 - o Toyota Tsusho Утоуота тѕизно







Market Access By Region

Product	U.S.A			Denmark	Norway	U.K	France	Japan	China
rioduct	CAISO		Norway	U.K	riance	Japan	Cillia		
Time of Use (Optimization)	✓	✓	~	✓	✓	~	~	~	✓
Demand Charge	✓	√	✓	n/a	n/a	n/a	n/a	√	n/a
Demand Response	V	√	✓	~	✓	✓	✓	√	2020
Frequency Regulation	2022	√	✓	✓	√	2020	2020	2024	2022
Capacity	V	√	✓	✓	✓	✓	√	2022	2022
Energy	V	√	✓	✓	√	✓	√	V	√



Year = When market will open



Year 2019 Recap

- 10 years of market participation in PJM (the largest transmission system operator (TSO) in the country)
- 3.5 years of commercial operation in Denmark
- · Average \$2,000 per vehicle per year
- Dreev, a EDF and Nuvve Joint venture focused G5 France, UK, Italy, Belgium and Germany
- Strategic agreement established with key school bus OEM Lion, Blue Bird
- · METI project deployment success in Japan
- KEPCO MOU, State Grid Lol



JCDecaux in Denmark



V2G fleet deployment in Denmark



V2G enabled ride share service at UC – San Diego



Torrance, CA - School District



Market size (Global) & Revenue Opportunity/Unit

Total Electric Market is worth \$3,214B in 2016 (source: Reuters)







\$ Value Per EV Per Year



Source: EDF and Nuvve edition https://www.nrel.gov/docs/fy17osti/68963.pdf

NUVVE

