SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

☐ 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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CENAQ Sponsor LLC.	Verde Clean Fuels, Inc. [VGAS]	Director: X; 10% Owner: X; Officer (give title below): ; Other (specify below):
(Last) (First) (Middle): 518 WELLESLEY DRIVE	3. Date of Earliest Transaction (Month/Day/Year): 02/15/2023	
(Street): HOUSTON TX 77024	4. If Amendment, Date of Original Filed (Month/Day/Year): 02/15/2023	6. Individual or Joint/Group Filing (Check Applicable Line): X Form filed by One Reporting Person; Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	Title	Amount or Number of Shares				
Put Option (obligation to buy)	$10	02/15/2023		S		1(1)		(1)	02/15/2024	Class A Common Stock	40,961	(1)	1(1)	D(2)	

Explanation of Responses:

1. On February 15, 2023, the Issuer issued a non-interest bearing promissory note to the Reporting Person in the principal amount of $409,612 (the "Note"). The Note may be prepaid at any time and was due and payable on or before February 15, 2024 at the Issuer's election in cash or shares of Class A common stock, par value $0.0001 per share (the "Class A Common Stock"), at a conversion price of $10.00 per share.

2. The Reporting Person is the record holder of the securities reported herein. J. Russell Porter is the sole member, and at the time of the issuance of the Note, John B. Connally III and Michael J. Mayell were members, of the board of managers of the Reporting Person. Each of Messrs. Connally, Porter and Mayell may be deemed to have had or may have shared beneficial ownership of the securities held directly by the Reporting Person. Each such person disclaims any such beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Remarks:

This Form 4 is being amended solely to reflect the issuance of the Note.

CENAQ Sponsor LLC /s/ J. Russell Porter Chief Executive Officer 04/10/2024

** 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.