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)
Porter J Russell (Last) (First) (Middle) 518 WELLESLEY DRIVE (Street) HOUSTON TX 77024 (City) (State) (Zip)	Verde Clean Fuels, Inc. [VGAS] 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2023 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director X 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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			
Class A Common Stock	02/15/2024		X		40,961	A	$10	3,275,336	I	See footnote(2)
Class A Common Stock	03/21/2024		J(3)		40,961	D	(3)	3,234,375	I	See footnote(2)
Class A Common Stock	03/21/2024		J(3)		2,833	A	(3)	22,683	D	

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	02/15/2024		X			I(1)	(1)	02/15/2024	Class A Common Stock	40,961	$0	0	I	See footnote(2)
Private Placement Warrants	$11.5							(4)	(4)	Class A Common Stock	254,594		254,594	D	

Explanation of Responses:

1. On February 15, 2023, the Issuer issued a non-interest bearing promissory note to CENAQ Sponsor LLC (the "Sponsor") 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. On February 15, 2024, the Issuer issued to the Sponsor 40,961 shares of Class A Common Stock upon the Issuer's election to repay the Note in shares of Class A Common Stock at a conversion price of $10.00 per share.

2. The Sponsor is the record holder of the securities reported herein. J. Russell Porter is the sole member of the board of managers of the Sponsor. Mr. Porter may be deemed to have or share beneficial ownership of the securities held directly by the Sponsor and disclaims any such beneficial ownership of such securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

3. On March 21, 2024, the Sponsor effectuated a pro rata distribution of 40,961 shares of Class A Common Stock previously held by the Sponsor to its members, of which 2,833 were transferred to the Reporting Person.

4. The warrants became exercisable on March 17, 2023, 30 days after the completion of the business combination between the Issuer, Verde Clean Fuels OpCo, LLC, Bluescape Clean Fuels Holdings, LLC, Bluescape Clean Fuels Intermediate Holdings, LLC and the Sponsor on February 15, 2023 (the "Business Combination"). The warrants will expire five years after the completion of the Business Combination or earlier upon redemption or liquidation, as described in the prospectus for the Issuer's initial public offering.

/s/ J. Russell Porter 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.