

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Kearns Jane</u> _____ (Last) (First) (Middle) <u>C/O DECARBONIZATION PLUS ACQ CORP III</u> <u>2744 SAND HILL ROAD, SUITE 100</u> _____ (Street) <u>MENLO PARK CA 94025</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Decarbonization Plus Acquisition Corp III [DCRC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/25/2021</u>	
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			
<u>Class A Common Stock</u>	<u>10/25/2021</u>		<u>C</u>		<u>40,000</u>	<u>A</u>	<u>(1)</u>	<u>40,000</u>	<u>D</u>	

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
<u>Class B Common Stock</u>	<u>(1)</u>	<u>10/25/2021</u>		<u>C</u>		<u>40,000</u>		<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>40,000</u>	<u>(1)</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

- In accordance with the amended and restated certificate of incorporation of Decarbonization Plus Acquisition Corporation III ("DCRC"), the Reporting Person elected to convert her shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis.
- The shares of Class B Common Stock were (i) convertible into shares of Class A Common Stock at the Reporting Person's election on a one-for-one basis and (ii) automatically convertible into shares of Class A Common Stock at the time of DCRC's initial business combination on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights (which rights were waived by the Reporting Person in connection with DCRC's proposed business combination), and had no expiration date.

Remarks:

Jane Kearns, /s/ Peter Haskopoulos, Attorney-in-fact 10/27/2021

** 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.