

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

**DECARBONIZATION PLUS ACQUISITION CORPORATION III**

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(Name of Issuer)

**CLASS A COMMON STOCK, PAR VALUE \$0.0001 PER SHARE**

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(Title of Class of Securities)

**24279D105**

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(CUSIP Number)

**JUNE 15, 2021**

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(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

1	NAMES OF REPORTING PERSONS Integrated Core Strategies (US) LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 710,727
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 710,727
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 710,727	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.0%	
12	TYPE OF REPORTING PERSON OO	

1	NAMES OF REPORTING PERSONS Riverview Group LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 250,000
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 250,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 250,000	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.7%	
12	TYPE OF REPORTING PERSON OO	

1	NAMES OF REPORTING PERSONS ICS Opportunities II LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 77,549
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 77,549
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 77,549	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	
12	TYPE OF REPORTING PERSON OO	

1	NAMES OF REPORTING PERSONS ICS Opportunities, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,050,000
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,050,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,050,000	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.0%	
12	TYPE OF REPORTING PERSON CO	

1	NAMES OF REPORTING PERSONS Millennium International Management LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 1,127,549
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 1,127,549
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,127,549	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.2%	
12	TYPE OF REPORTING PERSON PN	

1	NAMES OF REPORTING PERSONS Millennium Management LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 2,088,276
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 2,088,276
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,088,276	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%	
12	TYPE OF REPORTING PERSON OO	

1	NAMES OF REPORTING PERSONS Millennium Group Management LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 2,088,276
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 2,088,276
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,088,276	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%	
12	TYPE OF REPORTING PERSON OO	



1	NAMES OF REPORTING PERSONS Israel A. Englander	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 2,088,276
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 2,088,276
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,088,276	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.9%	
12	TYPE OF REPORTING PERSON IN	

Item 1.(a) Name of Issuer:

Decarbonization Plus Acquisition Corporation III, a Delaware corporation (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

2744 Sand Hill Road, Suite 100  
Menlo Park, California 94025

Item 2.(a) Name of Person Filing:(b) Address of Principal Business Office:(c) Citizenship:

Integrated Core Strategies (US) LLC  
c/o Millennium Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

Riverview Group LLC  
c/o Millennium Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

ICS Opportunities II LLC  
c/o Millennium International Management LP  
399 Park Avenue  
New York, New York 10022  
Citizenship: Cayman Islands

ICS Opportunities, Ltd.  
c/o Millennium International Management LP  
399 Park Avenue  
New York, New York 10022  
Citizenship: Cayman Islands

Millennium International Management LP  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

Millennium Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

Millennium Group Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

Israel A. Englander  
c/o Millennium Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: United States

(d) Title of Class of Securities:

Class A common stock, par value \$0.0001 per share ("Class A Common Stock")

(e) CUSIP Number:

24279D105

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

#### Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

##### (a) Amount Beneficially Owned

As of the close of business on June 22, 2021, the reporting persons beneficially owned an aggregate of 2,088,276 shares of the Issuer's Class A Common Stock as a result of holding 2,080,568 shares of the Issuer's Class A Common Stock and 7,708 of the Issuer's units. Each unit consists of one share of the Issuer's Class A Common Stock and one-third of one warrant. Each whole warrant entitles the holder to purchase one share of the Issuer's Class A Common Stock. The Issuer's warrants will become exercisable on the later of 30 days after the completion of the Issuer's initial business combination and 12 months from the closing of the Issuer's initial public offering. Specifically, as of the close of business on June 22, 2021:

i) Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), beneficially owned 710,727 shares of the Issuer's Class A Common Stock;

ii) Riverview Group LLC, a Delaware limited liability company ("Riverview Group"), beneficially owned 250,000 shares of the Issuer's Class A Common Stock;

iii) ICS Opportunities II LLC, a Cayman Islands limited liability company ("ICS Opportunities II"), beneficially owned 77,549 shares of the Issuer's Class A Common Stock as a result of holding 69,841 shares of the Issuer's Class A Common Stock and 7,708 of the Issuer's units; and

iv) ICS Opportunities, Ltd., an exempted company organized under the laws of the Cayman Islands ("ICS Opportunities"), beneficially owned 1,050,000 shares of the Issuer's Class A Common Stock, which together with the shares of the Issuer's Class A Common Stock beneficially owned by Integrated Core Strategies, Riverview Group and ICS Opportunities II represented 2,088,276 shares of the Issuer's Class A Common Stock or 5.9% of the Issuer's Class A Common Stock outstanding.

Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to ICS Opportunities II and ICS Opportunities and may be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities II and ICS Opportunities.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies and Riverview Group and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Riverview Group. Millennium Management is also the general partner of the 100% owner of ICS Opportunities II and ICS Opportunities and may also be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities II and ICS Opportunities.

Millennium Group Management LLC, a Delaware limited liability company ("Millennium Group Management"), is the managing member of Millennium Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Riverview Group. Millennium Group Management is also the general partner of Millennium International Management and may also be deemed to have shared voting control and investment discretion over securities owned by ICS Opportunities II and ICS Opportunities.

The managing member of Millennium Group Management is a trust of which Israel A. Englander, a United States citizen ("Mr. Englander"), currently serves as the sole voting trustee. Therefore, Mr. Englander may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies, Riverview Group, ICS Opportunities II and ICS Opportunities.

The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium Management, Millennium Group Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies, Riverview Group, ICS Opportunities II or ICS Opportunities, as the case may be.

##### (b) Percent of Class:

As of the close of business on June 22, 2021, Millennium Management, Millennium Group Management and Mr. Englander may be deemed to have beneficially owned 2,088,276 shares of the Issuer's Class A Common Stock or 5.9% of the Issuer's Class A Common Stock outstanding (see Item 4(a) above), which percentage was calculated based on 35,500,000 shares of the Issuer's Class A Common Stock outstanding as of June 4, 2021, as reported in the Issuer's Form 10-Q filed on June 4, 2021.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

2,088,276 (See Item 4(b))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

2,088,276 (See Item 4(b))

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of June 22, 2021, by and among Integrated Core Strategies (US) LLC, Riverview Group LLC, ICS Opportunities II LLC, ICS Opportunities, Ltd., Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

## SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: June 22, 2021

## INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## RIVERVIEW GROUP LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## ICS OPPORTUNITIES II LLC

By: Millennium International Management LP,  
its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,  
its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM MANAGEMENT LLC

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel





## EXHIBIT I

## JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Class A Common Stock, par value \$0.0001 per share, of Decarbonization Plus Acquisition Corporation III, a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: June 22, 2021

## INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## RIVERVIEW GROUP LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## ICS OPPORTUNITIES II LLC

By: Millennium International Management LP,  
its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,  
its Investment Manager

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

## MILLENNIUM MANAGEMENT LLC

By: /s/Gil Raviv

Name: Gil Raviv

Title: Global General Counsel

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Gil Raviv

\_\_\_\_\_  
Name: Gil Raviv

Title: Global General Counsel

/s/ Israel A. Englander

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Israel A. Englander