

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>Decarbonization Plus Acquisition Sponsor III LLC</u>  (Last) (First) (Middle) C/O RIVERSTONE HOLDINGS LLC 712 FIFTH AVENUE, 36TH FLOOR  (Street) NEW YORK NY 10019  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/25/2021	
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				
Class A Common Stock	10/25/2021		C		8,390,000	A	(1)	8,390,000	I	See footnotes <sup>(3)(4)</sup>	

**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
Class B Common Stock	(1)	10/25/2021		C		8,390,000 <sup>(5)</sup>		(2)	(2)	Class A Common Stock	8,390,000 <sup>(5)</sup>	(1)	0	I	See footnotes <sup>(3)(4)</sup>

1. Name and Address of Reporting Person\*  
Decarbonization Plus Acquisition Sponsor III LLC  
 (Last) (First) (Middle)  
 C/O RIVERSTONE HOLDINGS LLC  
 712 FIFTH AVENUE, 36TH FLOOR  
 (Street)  
 NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
RIVERSTONE HOLDINGS LLC  
 (Last) (First) (Middle)  
 C/O RIVERSTONE HOLDINGS LLC  
 712 FIFTH AVENUE, 36TH FLOOR  
 (Street)  
 NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
LEUSCHEN DAVID M  
 (Last) (First) (Middle)  
 C/O RIVERSTONE HOLDINGS LLC  
 712 FIFTH AVENUE, 36TH FLOOR  
 (Street)  
 NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

LAPEYRE PIERRE F JR

(Last) (First) (Middle)

C/O RIVERSTONE HOLDINGS LLC  
712 FIFTH AVENUE, 36TH FLOOR

(Street)  
NEW YORK NY 10019

(City) (State) (Zip)

**Explanation of Responses:**

1. In accordance with the amended and restated certificate of incorporation of Decarbonization Plus Acquisition Corporation III ("DCRC"), the Reporting Person elected to convert its shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis.
2. 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.
3. Decarbonization Plus Acquisition Sponsor III LLC is the record holder of the shares reported herein. David M. Leuschen and Pierre F. Lapeyre, Jr. are the managing directors of Riverstone Holdings LLC, which controls Decarbonization Plus Acquisition Sponsor III LLC.
4. Each of Riverstone Holdings LLC, Mr. Leuschen and Mr. Lapeyre may be deemed to have or share beneficial ownership of the common stock held directly by Decarbonization Plus Acquisition Sponsor III LLC. Each such entity or person disclaims any such beneficial ownership of such securities except to the extent of their 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.
5. Number of shares has been adjusted to include 40,000 shares that were reported on the Form 4 filed by the Reporting Person on April 22, 2021 but which were inadvertently omitted from the number of shares reported in Column 9 of Table II of the Form 4 filed by the Reporting Person on May 7, 2021.

**Remarks:**

Decarbonization Plus Acquisition Sponsor III LLC, /s/ Peter Haskopoulos, Managing Director 10/27/2021  
Riverstone Holdings LLC, /s/ Peter Haskopoulos, Authorized Person 10/27/2021  
David M. Leuschen, /s/ Peter Haskopoulos, Attorney-in-fact 10/27/2021  
Pierre F. Lapeyre, Jr., /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.