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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13G**

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed  
Pursuant to § 240.13d-2**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

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**SOLID POWER, INC.**

(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**83422N105**  
(CUSIP Number)

**December 31, 2021**  
(Date of Event Which Requires Filing of this Statement)

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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).

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1	Name of Reporting Persons Decarbonization Plus Acquisition Sponsor III LLC	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (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 8,390,000
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 8,390,000
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,390,000	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input checked="" type="checkbox"/> (1)	
11	Percent of Class Represented by Amount in Row 9 5.0% (2)	
12	Type of Reporting Person OO (Delaware limited liability company)	

- (1) Does not include 7,367,353 shares of the Issuer's Common Stock which may be purchased by exercising warrants that are not presently exercisable. Such warrants were not exercisable within 60 days on December 31, 2021.
- (2) The percentage set forth in Row 11 of this Cover Page is based on the 167,557,988 shares of the Issuer's Common Stock outstanding as of December 14, 2021, as reported in the Issuer's final prospectus filed with the Securities and Exchange Commission on December 28, 2021.

1	Name of Reporting Persons Riverstone Holdings LLC	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (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 8,390,000
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 8,390,000
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,390,000	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input checked="" type="checkbox"/> (1)	
11	Percent of Class Represented by Amount in Row 9 5.0% (2)	
12	Type of Reporting Person OO (Delaware limited liability company)	

- (1) Does not include 7,367,353 shares of the Issuer's Common Stock which may be purchased by exercising warrants that are not presently exercisable. Such warrants were not exercisable within 60 days on December 31, 2021.
- (2) The percentage set forth in Row 11 of this Cover Page is based on the 167,557,988 shares of the Issuer's Common Stock outstanding as of December 14, 2021, as reported in the Issuer's final prospectus filed with the Securities and Exchange Commission on December 28, 2021.

1	Name of Reporting Persons David M. Leuschen	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (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 15,673,415
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 15,673,415
9	Aggregate Amount Beneficially Owned by Each Reporting Person 15,673,415	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input checked="" type="checkbox"/> (1)	
11	Percent of Class Represented by Amount in Row 9 9.35% (2)	
12	Type of Reporting Person IN	

- (1) Does not include 7,367,353 shares of the Issuer's Common Stock which may be purchased by exercising warrants that are not presently exercisable. Such warrants were not exercisable within 60 days on December 31, 2021.
- (2) The percentage set forth in Row 11 of this Cover Page is based on the 167,557,988 shares of the Issuer's common stock outstanding as of December 14, 2021, as reported in the Issuer's final prospectus filed with the Securities and Exchange Commission on December 28, 2021.

1	Name of Reporting Persons Pierre F. Lapeyre, Jr.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (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 15,673,415
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 15,673,415
9	Aggregate Amount Beneficially Owned by Each Reporting Person 15,673,415	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input checked="" type="checkbox"/> (1)	
11	Percent of Class Represented by Amount in Row 9 9.35% (2)	
12	Type of Reporting Person IN	

- (1) Does not include 7,367,353 shares of the Issuer's Common Stock which may be purchased by exercising warrants that are not presently exercisable. Such warrants were not exercisable within 60 days on December 31, 2021.
- (2) The percentage set forth in Row 11 of this Cover Page is based on the 167,557,988 shares of the Issuer's common stock outstanding as of December 14, 2021, as reported in the Issuer's final prospectus filed with the Securities and Exchange Commission on December 28, 2021.

**Item 1.**

- (a) Name of Issuer:  
Solid Power, Inc. (the "Issuer")
- (b) Address of Issuer's Principal Executive Offices:  
486 S. Pierce Avenue, Suite E  
Louisville, CO 80027

**Item 2.**

- (a) Name of Person Filing:  
Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:  
Decarbonization Plus Acquisition Sponsor III LLC ("Sponsor")  
Riverstone Holdings LLC ("Riverstone")  
David M. Leuschen  
Pierre F. Lapeyre, Jr.
- (b) Address or Principal Business Office:  
The address of each of the Reporting Persons is c/o Riverstone Holdings LLC, 712 Fifth Avenue, 36th Floor, New York, NY 10019.
- (c) Citizenship of each Reporting Person is:  
Both the Sponsor and Riverstone are organized in the State of Delaware. David M. Leuschen and Pierre F. Lapeyre, Jr. are each citizens of the United States.
- (d) Title of Class of Securities:  
Common Stock, par value \$0.0001 per share ("Class A Common Stock").
- (e) CUSIP Number:  
83422N105

**Item 3.**

Not applicable.

**Item 4. Ownership.**

**(a)-(c)**

The ownership information presented below represents beneficial ownership of shares of Common Stock of the Issuer as of December 31, 2021, based upon 167,557,988 shares of Class A Common Stock outstanding as of December 14, 2021.

<b>Reporting Person</b>	<b>Amount beneficially owned</b>	<b>Percent of class:</b>	<b>Sole power to vote or to direct the vote:</b>	<b>Shared power to vote or to direct the vote:</b>	<b>Sole power to dispose or to direct the disposition of:</b>	<b>Shared power to dispose or to direct the disposition of:</b>
Decarbonization Plus Acquisition Sponsor III LLC	8,390,000	5.0%	0	8,390,000	0	8,390,000
Riverstone Holdings LLC	8,390,000	5.0%	0	8,390,000	0	8,390,000
David M. Leuschen	15,673,415	9.35%	0	15,673,415	0	15,673,415
Pierre F. Lapeyre Jr.	15,673,415	9.35%	0	15,673,415	0	15,673,415

Sponsor is the record holder of 8,390,000 shares of Common Stock and warrants to purchase 7,367,353 shares of the Issuer's Common Stock that are not presently exercisable. Such warrants were not exercisable within 60 days on December 31, 2021. Riverstone SP Partners, LLC ("Riverstone SP") is the record holder of 485,112 shares of Common Stock. David M. Leuschen and Pierre F. Lapeyre, Jr. are the managing directors of Riverstone, which is the managing member of Sponsor and the managing member of Riverstone SP. As a result, each of these persons and entities may be deemed to share beneficial ownership of the shares held by Sponsor and Riverstone SP, respectively. Each such person or entity disclaims any such beneficial ownership.

REL Batavia Partnership, L.P. ("REL") is the record holder of 6,798,303 shares of Common Stock. Mr. Leuschen and Mr. Lapeyre are the sole members of the ultimate general partner of REL. As a result, Mr. Leuschen and Mr. Lapeyre may be deemed to share beneficial ownership of the shares held by REL. Each such person disclaims any such beneficial ownership.

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

Not applicable.

**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.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2022

**DECARBONIZATION PLUS ACQUISITION SPONSOR III LLC**

By: /s/ Peter Haskopoulos  
Name: Peter Haskopoulos  
Title: Authorized Person

**RIVERSTONE HOLDINGS LLC**

By: /s/ Peter Haskopoulos  
Name: Peter Haskopoulos  
Title: Authorized Person

/s/ Peter Haskopoulos, attorney-in-fact  
**David M. Leuschen**

/s/ Peter Haskopoulos, attorney-in-fact  
**Pierre F. Lapeyre, Jr.**



**LIST OF EXHIBITS**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
24	Power of Attorney
99	Joint Filing Agreement.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Peter Haskopoulos of Decarbonization Plus Acquisition Sponsor III LLC (the "Company"), as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned with respect to the Company, Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of February, 2022.

DECARBONIZATION PLUS ACQUISITION SPONSOR  
III LLC

/s/ Peter Haskopoulos

Name: Peter Haskopoulos

Title: Authorized Person

RIVERSTONE HOLDINGS LLC

/s/ Peter Haskopoulos

Name: Peter Haskopoulos

Title: Authorized Person

PIERRE F. LAPEYRE, JR.

/s/ Pierre F. Lapeyre, Jr.

Name: Pierre F. Lapeyre, Jr.

DAVID M. LEUSCHEN

/s/ David M. Leuschen

Name: David M. Leuschen

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G and any amendment thereto with respect to the common stock beneficially owned by each of them of Solid Power, Inc. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G or any amendment thereto.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14<sup>th</sup> day of February, 2022.

**DECARBONIZATION PLUS ACQUISITION  
SPONSOR III LLC**

By: /s/ Peter Haskopoulos

Name: Peter Haskopoulos

Title: Authorized Person

**RIVERSTONE HOLDINGS LLC**

By: /s/ Peter Haskopoulos

Name: Peter Haskopoulos

Title: Authorized Person

/s/ Peter Haskopoulos, attorney-in-fact

**David M. Leuschen**

/s/ Peter Haskopoulos, attorney-in-fact

**Pierre F. Lapeyre, Jr.**