SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

					of the investment company Act of 154					
1. Name and Address of Reporting Person [*] 8 Rivers Capital, LLC		St	2. Date of Event Requiring Statement (Month/Day/Year) 06/08/2023		3. Issuer Name and Ticker or Trading Symbol <u>NET Power Inc.</u> [NPWR]					
(Last) (First) (Middle)			00/08/2023		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)		
406 BLACKWELL STREET, 4TH FLOOR					Director X Officer (give title	Other (specif		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person		
(Street) DURHAM NC 27701					below)	below)	:			
(City) (Sta	ate)	(Zip)								
			Table I - N	on-Deriva	ative Securities Beneficially	Owned				
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Class A Common Stock					500,000	D				
Class A Common Stock					5,000,000	Ι	By: 7	Fillandsia ⁽²⁾		
Class B Common Stock					30,005,300(1)	Ι	By: 1	NPEH, LLC ⁽³⁾⁽⁴)	
		(6			ve Securities Beneficially O rants, options, convertible s					
1. Title of Derivative Security (Instr. 4) 2. Date Exerci Expiration Da (Month/Day/Y			ate	Derivative Security (Instr. 4)		4. Conversior or Exercise	cise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
				Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)		
Class A Units of NET Power Operations LLC (1)				(1)	Class A Common Stock	30,005,300	(1)	I	By: NPEH, LLC ⁽³⁾⁽⁴⁾	
1. Name and Address of	Reporting Perso	on *		1						
8 Rivers Capital	<u>, LLC</u>			,						
(Last)	(First)	(Middle)								
406 BLACKWELL STREET, 4TH FLOOR										
(Street) DURHAM	NC	27701								
(City)	(State)	(Zip)								
1. Name and Address of Reporting Person [*] <u>SK INC.</u>										
(Last) 26, JONG-RO, JON	(First) I <mark>GNO-GU</mark>	(Middle)								
(Street) SEOUL	M5	03188								
(City)	(State)	(Zip)		,						

Explanation of Responses:

1. For each Class A Unit of Net Power Operations LLC, NPEH, LLC owns a corresponding share of Class B Common Stock of the Issuer. The Class A Units of NET Power Operations LLC (together with the corresponding shares of the Issuer's Class B Common Stock) are exchangeable into shares of the issuer's Class A Common Stock or, at the Issuer's election, cash, on a one-for-one basis and have no expiration date.

2. As holder of 100.0% of the outstanding equity in Tillandsia, Inc. ("Tillandsia"), SK Inc. ("SK") may be deemed to be a beneficial owner of the securities directly owned by Tillandsia. SK disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that SK is the beneficial owner of such securities for purposes of Section 16 or otherwise. 8 Rivers Capital, LLC ("8 Rivers") does not have any interest in the securities held by Tillandsia and thus expressly disclaims beneficial owner of such securities, and this report shall not be deemed an admission that 8 Rivers is the beneficial owner of such securities for purposes of Section 16 or otherwise.

3. As manager and holder of approximately 91.4% of the outstanding equity in NPEH, LLC, 8 Rivers may be deemed to be a beneficial owner of the securities directly owned by NPEH, LLC. 8 Rivers disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that 8 Rivers is the beneficial owner of such securities for purposes of Section 16 or otherwise.

4. SK indirectly beneficially owns 100.0% of each of Tillandsia, Areca, Inc. ("Areca") and Chamaedorea, Inc. ("Chamaedorea"). Each of Tillandsia, Areca and Chamaedorea beneficially owns approximately 15.4%, 26.7% and 20.3%, respectively, of the voting units of 8 Rivers and thus SK may be deemed to be a beneficial owner of the securities beneficially owned by 8 Rivers and NPEH, LLC. SK disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that SK is the beneficial owner of such securities for purposes of Section 16 or otherwise.

 /s/ 8 Rivers Capital, LLC, By
 06/20/2023

 Officer
 06/20/2023

 /s/ SK Inc, By Munhyuk Jang,
 06/20/2023

 Head of Corporate Management
 06/20/2023

 Department
 06/20/2023

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 5 (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.