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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>NPEH, LLC</u>  (Last) (First) (Middle) <u>406 BLACKWELL STREET, 4TH FLOOR</u>  (Street) <u>DURHAM NC 27701</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NET Power Inc. [ NPWR ]</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) <u>09/12/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	09/12/2024		S		2,315	D	\$7.2635 <sup>(1)</sup>	105,537	D	
Class A Common Stock	09/13/2024		S		1,340	D	\$7.2596 <sup>(2)</sup>	104,197	D	
Class A Common Stock	09/16/2024		S		36,752	D	\$7.0506 <sup>(3)</sup>	67,445	D	
Class A Common Stock	09/16/2024		C		500,000	A	<sup>(4)</sup>	567,445	D	
Class B Common Stock	09/16/2024		J		500,000	D	<sup>(5)</sup>	29,005,300	D	

**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 A Units of Net Power Operations LLC	<sup>(4)</sup>	09/16/2024		C			500,000	<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock	500,000	\$0	29,005,300	D	

**Explanation of Responses:**

- The price reported reflects the weighted average sales price. The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$7.25 to \$7.29. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- The price reported reflects the weighted average sales price. The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$7.25 to \$7.30. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- The price reported reflects the weighted average sales price. The shares of Class A Common Stock were sold in multiple trades at prices ranging from \$7.00 to \$7.11. The Reporting Person will provide upon request to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- The Class A Units of NET Power Operations LLC 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. On September 16, 2024, the Reporting Person exchanged 500,000 Class A Units of NET Power Operations LLC for 500,000 shares of the Issuer's Class A Common Stock.
- For each Class A Unit of Net Power Operations LLC, the Reporting Person owns a corresponding share of Class B Common Stock of the Issuer. Upon the exchange of 500,000 Class A Units of Net Power Operations LLC, an equal number of shares of Class B Common Stock of the Issuer held by the Reporting Person, which have no economic value, were cancelled.

/s/ Asheley Kinsey, Chief  
Financial Officer of 8 Rivers  
Capital, LLC, its Manager      09/16/2024

\*\* 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.