

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

**SCHEDULE 13D**  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO §  
240.13d-2(a)  
(Amendment No. 3)\*

**NET Power Inc.**  
(Name of Issuer)

**Class A Common Stock, par value \$0.0001**  
(Title of Class of Securities)

**64107A105**  
(CUSIP Number)

Asheley Kinsey  
Chief Financial Officer  
8 Rivers Capital, LLC  
406 Blackwell Street, 4<sup>th</sup> Floor  
Durham, North Carolina 27701  
(919) 667-1800  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 17, 2024  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 64107A105

13D

Page 1 of 8

1	Names of Reporting Persons <b>8 RIVERS CAPITAL, LLC</b>	
2	Check the Appropriate Box if a Member of a Group* <span style="float: right;">(a) <input type="checkbox"/></span> <span style="float: right;">(b) <input type="checkbox"/></span>	
3	SEC Use Only	
4	Source of Funds <b>WC, OO</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>27,990,300<sup>(1)(2)</sup></b>
	9	Sole Dispositive Power <b>0</b>

	10	Shared Dispositive Power <b>27,990,300<sup>(1)(2)</sup></b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>27,990,300<sup>(1)(2)</sup></b>	
12	Check if the Aggregate Amount in row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class represented by Amount in Row (11) <b>27.1%<sup>(3)</sup></b>	
14	type of reporting person <b>OO</b>	

<sup>1</sup> Beneficial ownership of shares of Class A common stock, par value \$0.0001 per share (“**Class A Common Stock**”), of NET Power, Inc. (the “**Issuer**”) is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of such shares as a result of the relationships described under Item 2 and Item 3 and the matters described in Item 3, Item 4 and Item 5 of the Schedule 13D (as defined below), as amended by this Amendment No. 3 (as defined below).

<sup>2</sup> Represents 27,990,300 Class A Units of NET Power Operations LLC (“**Opco Units**”) held directly by NPEH, LLC (“**NPEH**”), that are exchangeable for shares of Class A Common Stock on a one-for-one basis as described herein. At the time of any such exchange, an equal number of shares of Class B common stock, par value \$0.0001 per share (“**Class B Common Stock**”), of the Issuer held directly by NPEH, which have no economic value, will be cancelled.

<sup>3</sup> Based upon (i) 75,201,047 shares of Class A Common Stock issued and outstanding comprised of (a) 73,186,047 shares of Class A Common Stock issued and outstanding as of August 6, 2024, as reported in the Issuer’s Current Report on Form 10-Q filed with the Securities and Exchange Commission (the “**SEC**”) on August 12, 2024 (the “**Issuer Form 10-Q**”), and (b) 2,015,000 shares of Class A Common Stock that were sold by NPEH between September 4, 2024 and October 17, 2024 following the redemption and exchange of an equal number of Opco Units (and the cancellation of an equal number of shares of Class B Common Stock) held by NPEH and are now issued and outstanding and (ii) 27,990,300 shares of Class A Common Stock issuable to NPEH upon the redemption and exchange of an equal number of Opco Units (and the cancellation of an equal number of shares of Class B Common Stock) held by NPEH.

CUSIP No. 64107A105

13D

Page 2 of 8

1	Names of Reporting Persons <b>NPEH, LLC</b>	
2	Check the Appropriate Box if a Member of a Group*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds <b>OO</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	Sole Voting Power <b>- 0 -</b>
	8	Shared Voting Power <b>27,990,300<sup>(1)</sup></b>
	9	Sole Dispositive Power <b>- 0 -</b>
	10	Shared Dispositive Power <b>27,990,300<sup>(1)</sup></b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>27,990,300<sup>(1)</sup></b>	
12	Check if the Aggregate Amount in row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class represented by Amount in Row (11) <b>27.1%<sup>(2)</sup></b>	
14	type of reporting person <b>OO</b>	

<sup>1</sup> Represents 27,990,300 Opco Units held directly by NPEH that are exchangeable for shares of Class A Common Stock on a one-for-one basis as described herein. At the time of any such exchange, an equal number of shares of Class B Common Stock held directly by NPEH, which have no economic value, will be cancelled.

<sup>2</sup> Based upon (i) 75,201,047 shares of Class A Common Stock issued and outstanding comprised of (a) 73,186,047 shares of Class A Common Stock issued and outstanding as of August 6, 2024, as reported in the Issuer Form 10-Q, and (b) 2,015,000 shares of Class A Common Stock that were sold by NPEH between September 4, 2024 and October 17, 2024 following the redemption and exchange of an equal number of Opco Units (and the cancellation of an equal number of shares of Class B Common Stock) held by NPEH and are now issued and outstanding and (ii) 27,990,300 shares of Class A Common Stock issuable to NPEH upon the redemption and exchange of an equal number of

CUSIP No. 64107A105

13D

Page 3 of 8

1	Names of Reporting Persons <b>SK INC.</b>	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds <b>WC, OO</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization <b>South Korea</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power <b>-0-</b>
	8	Shared Voting Power <b>30,490,300<sup>(1)(2)</sup></b>
	9	Sole Dispositive Power <b>-0-</b>
	10	Shared Dispositive Power <b>30,490,300<sup>(1)(2)</sup></b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>30,490,300<sup>(1)(2)</sup></b>	
12	Check if the Aggregate Amount in row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class represented by Amount in Row (11) <b>29.5%<sup>(3)</sup></b>	
14	type of reporting person <b>OO</b>	

<sup>1</sup> Beneficial ownership of shares of Class A Common Stock is being reported hereunder solely because the reporting persons may be deemed to have beneficial ownership of such shares as a result of the relationships described under Item 2 and Item 3 and the matters described in Item 3, Item 4 and Item 5 of the Schedule 13D, as amended by this Amendment No. 3.

<sup>2</sup> Represents 2,500,000 shares of Class A Common Stock held directly by Tillandsia, Inc. ("**Tillandsia**") and 27,990,300 Opco Units held directly by NPEH that are exchangeable for shares of Class A Common Stock on a one-for-one basis as described herein. At the time of any such exchange, an equal number of shares of Class B Common Stock held directly by NPEH, which have no economic value, will be cancelled.

<sup>3</sup> Based upon (i) 75,201,047 shares of Class A Common Stock issued and outstanding comprised of (a) 73,186,047 shares of Class A Common Stock issued and outstanding as of August 6, 2024, as reported in the Issuer Form 10-Q, and (b) 2,015,000 shares of Class A Common Stock that were sold by NPEH between September 4, 2024 and October 17, 2024 following the redemption and exchange of an equal number of Opco Units (and the cancellation of an equal number of shares of Class B Common Stock) held by NPEH and are now issued and outstanding and (ii) 27,990,300 shares of Class A Common Stock issuable to NPEH upon the redemption and exchange of an equal number of Opco Units (and the cancellation of an equal number of shares of Class B Common Stock) held by NPEH.

CUSIP No. 64107A105

13D

Page 4 of 8

1	Names of Reporting Persons <b>TILLANDSIA, INC.</b>	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds <b>WC, OO</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	

6	Citizenship or Place of Organization <b>Delaware</b>	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	Sole Voting Power <b>2,500,000</b>
	8	Shared Voting Power <b>-0-(1)</b>
	9	Sole Dispositive Power <b>2,500,000</b>
	10	Shared Dispositive Power <b>-0-(1)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>2,500,000(1)</b>	
12	Check if the Aggregate Amount in row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class represented by Amount in Row (11) <b>3.3%(2)</b>	
14	type of reporting person <b>OO</b>	

<sup>1</sup> SK directly owns 100.0% of the outstanding equity of Tillandsia and thus may be deemed to be a beneficial owner of the shares beneficially owned by Tillandsia. SK directly owns 100.0% of the outstanding equity of Areca, Inc. ("Areca") and Chamaedorea, Inc. ("Chamaedorea"), and each of Tillandsia, Areca and Chamaedorea directly owns approximately 18.06%, 25.02% and 23.41%, respectively, of the voting units of 8 Rivers and thus SK may be deemed to be a beneficial owner of the shares beneficially owned by 8 Rivers. 8 Rivers beneficially owns approximately 91.4% of the outstanding equity of NPEH and is the manager of NPEH and thus may be deemed to be a beneficial owner of the shares of Class A Common Stock deemed to be directly owned by NPEH. As indicated above, each of Tillandsia, Areca and Chamaedorea directly owns approximately 18.06%, 25.02% and 23.41%, respectively, of the voting units of 8 Rivers and none of Tillandsia, Areca or Chamaedorea controls 8 Rivers or NPEH.

<sup>2</sup> Based upon 75,201,047 shares of Class A Common Stock issued and outstanding comprised of (i) 73,186,047 shares of Class A Common Stock issued and outstanding as of August 6, 2024, as reported in the Issuer Form 10-Q, and (ii) 2,015,000 shares of Class A Common Stock that were sold by NPEH between September 4, 2024 and October 17, 2024 following the redemption and exchange of an equal number of Opco Units (and the cancellation of an equal number of shares of Class B Common Stock) held by NPEH and are now issued and outstanding. .

1	Names of Reporting Persons <b>ARECA, INC.</b>	
2	Check the Appropriate Box if a Member of a Group* <span style="float: right;">(a) <input type="checkbox"/> (b) <input type="checkbox"/></span>	
3	SEC Use Only	
4	Source of Funds <b>WC, OO</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	Sole Voting Power <b>-0-</b>
	8	Shared Voting Power <b>-0-(1)</b>
	9	Sole Dispositive Power <b>-0-</b>
	10	Shared Dispositive Power <b>-0-(1)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>-0-</b>	
12	Check if the Aggregate Amount in row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class represented by Amount in Row (11) <b>-0-</b>	
14	type of reporting person <b>OO</b>	

<sup>1</sup> SK directly owns 100.0% of the outstanding equity of Tillandsia and thus may be deemed to be a beneficial owner of the shares beneficially owned by Tillandsia. SK directly

owns 100.0% of the outstanding equity of Areca and Chamaedorea, and each of Tillandsia, Areca and Chamaedorea directly owns approximately 18.06%, 25.02% and 23.41%, respectively, of the voting units of 8 Rivers and thus SK may be deemed to be a beneficial owner of the shares beneficially owned by 8 Rivers. 8 Rivers beneficially owns approximately 91.4% of the outstanding equity of NPEH and is the manager of NPEH and thus may be deemed to be a beneficial owner of the shares of Class A Common Stock deemed to be directly owned by NPEH. As indicated above, each of Tillandsia, Areca and Chamaedorea directly owns approximately 18.06%, 25.02% and 23.41%, respectively, of the voting units of 8 Rivers and none of Tillandsia, Areca or Chamaedorea controls 8 Rivers or NPEH.

CUSIP No. 64107A105

13D

Page 6 of 8

1	Names of Reporting Persons <b>CHAMAEDOREA, INC.</b>		
2	Check the Appropriate Box if a Member of a Group*		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only		
4	Source of Funds <b>WC, OO</b>		
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>		
6	Citizenship or Place of Organization <b>Delaware</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power	<b>-0-</b>
	8	Shared Voting Power	<b>-0-(1)</b>
	9	Sole Dispositive Power	<b>-0-</b>
	10	Shared Dispositive Power	<b>-0-(1)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>-0-</b>		
12	Check if the Aggregate Amount in row (11) Excludes Certain Shares <input type="checkbox"/>		
13	Percent of Class represented by Amount in Row (11) <b>-0-</b>		
14	type of reporting person <b>OO</b>		

<sup>1</sup> SK directly owns 100.0% of the outstanding equity of Tillandsia and thus may be deemed to be a beneficial owner of the shares beneficially owned by Tillandsia. SK directly owns 100.0% of the outstanding equity of Areca and Chamaedorea, and each of Tillandsia, Areca and Chamaedorea directly owns approximately 18.06%, 25.02% and 23.41%, respectively, of the voting units of 8 Rivers and thus SK may be deemed to be a beneficial owner of the shares beneficially owned by 8 Rivers. 8 Rivers beneficially owns approximately 91.4% of the outstanding equity of NPEH and is the manager of NPEH and thus may be deemed to be a beneficial owner of the shares of Class A Common Stock deemed to be directly owned by NPEH. As indicated above, each of Tillandsia, Areca and Chamaedorea directly owns approximately 18.06%, 25.02% and 23.41%, respectively, of the voting units of 8 Rivers and none of Tillandsia, Areca or Chamaedorea controls 8 Rivers or NPEH.

CUSIP No. 64107A105

13D

Page 7 of 8

**Explanatory Note**

This Amendment No. 3 (“**Amendment No. 3**”) to Schedule 13D amends the statement on Schedule 13D originally filed by each of 8 Rivers, NPEH, SK, Tillandsia, Areca, and Chamaedorea (each, a “**Reporting Person**” and, collectively, the “**Reporting Persons**”) on June 20, 2023, as amended by Amendment No. 1 on May 28, 2024 and as amended by Amendment No. 2 on September 23, 2024 (the “**Schedule 13D**”). Capitalized terms used but not defined in this Amendment No. 3 shall have the same meanings ascribed to them in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

**Item 4. Purpose of Transaction.**

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

Between September 20, 2024 and October 7, 2024, 8 Rivers sold all 100,000 shares of Class A Common Stock held by it.

On September 25, 2024, NPEH exchanged 1,015,000 Opco Units for 1,015,000 shares of Class A Common Stock. Upon such exchange, an equal number of shares of Class B Common Stock held by NPEH, which have no economic value, were cancelled.

Between October 7, 2024 and October 17, 2024, NPEH sold all 1,015,000 shares of Class A Common Stock held by it.

**Item 5. Interest in Securities of the Issuer.**

The information contained in Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

**(a) and (b)**

The information contained in rows 7, 8, 9, 10, 11 and 13 of the cover pages for each Reporting Person is hereby incorporated by reference in its entirety into this Item 5.

The percentages reported in this Amendment No. 3 are calculated based upon (i) 75,201,047 shares of Class A Common Stock issued and outstanding comprised of (a) 73,186,047 shares of Class A Common Stock issued and outstanding as of August 6, 2024, as reported in the Issuer Form 10-Q, and (b) 2,015,000 shares of Class A Common Stock that were sold by NPEH between September 4, 2024 and October 17, 2024 following the redemption and exchange of an equal number of Opco Units (and the cancellation of an equal number of shares of Class B Common Stock) held by NPEH and are now issued and outstanding, and (ii) 27,990,300 shares of Class A Common Stock issuable to NPEH upon the redemption and exchange of an equal number of Opco Units (and the cancellation of an equal number of shares of Class B Common Stock) held by NPEH.

Neither the filing of this Amendment No. 3 nor any of its contents shall be deemed to constitute an admission by NPEH that it is the beneficial owner of any shares directly owned by 8 Rivers referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

(c) Except as described in this Amendment No. 3, no transactions in the class of securities reported have been effected during the past sixty (60) days by the Reporting Persons.

(d) Other than as described in this Amendment No. 3, to the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of Issuer covered by this Amendment No. 3.

(e) Not applicable.

---

CUSIP No. 64107A105

13D

Page 8 of 8

**SIGNATURES**

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

Dated October 21, 2024

8 RIVERS CAPITAL, LLC

By: /s/ Asheley Kinsey  
Asheley Kinsey, Chief Financial Officer

NPEH, LLC  
By: 8 Rivers Capital, LLC, its Manager

By: /s/ Asheley Kinsey  
Asheley Kinsey, Chief Financial Officer

SK INC.

By: /s/ Munhyuk Jang  
Munhyuk Jang, Head of Corporate Management Department

TILLANDSIA, INC.

By: /s/ Kiseon Park  
Kiseon Park, President

ARECA, INC.

By: /s/ Jaehun Jang  
Jaehun Jang, President

CHAMAEDOREA, INC.

By: /s/ Manjae Han  
Manjae Han, President

---