

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 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>PATEL AKASH S.</u>  (Last) (First) (Middle) 320 RONEY STREET SUITE 200  (Street) DURHAM NC 27701  (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 10% Owner Officer (give title below) Other (specify below)  Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 04/02/2024	
	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			
Restricted Stock Units	04/02/2024		A		33,451 <sup>(1)</sup>	A	\$0	33,451	D	
Restricted Stock Units	04/02/2024		A		317,733 <sup>(2)</sup>	A	\$0	351,184	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					
Performance Stock Units	(3)	04/02/2024		A		33,451		(3)	(3)	Class A Common Stock	\$0	33,451	D	

**Explanation of Responses:**

- Restricted stock units that vest in three equal installments on each anniversary of April 2, 2024, subject to continued employment.
- Restricted stock units that vest upon the latest to occur of the following three events: (1) The date that is 12 months after the date on which natural gas is first ignited at NET Power's first utility-scale plant; (2) The date of execution by all parties to an agreement related to the first sale by NET Power and its subsidiaries of a license to construct, operate, and maintain a second power plant utilizing the "NET Power Cycle" (the "License Agreement"); and (3) The date of documentation of a final investment decision by the licensee under the above-referenced License Agreement to proceed with constructing the second power plant utilizing the "NET Power Cycle."
- The Reporting Person will receive a number of shares of Class A common stock equal to 50% of the number of PSUs upon attainment of a 10% compound annual growth rate ("CAGR") of the 30-day volume weighted average price ("VWAP") of a share of Class A common stock on April 2, 2027 as compared to the VWAP of a share of Class A common stock on April 2, 2024. The Reporting Person will receive a number of shares of Class A common stock equal to 100% of the number of PSUs upon attainment of a 12% CAGR of the VWAP of a share of Class A common stock on April 2, 2027 as compared to the VWAP of a share of Class A common stock on April 2, 2024. The Reporting Person will receive a number of shares of Class A common stock equal to 200% of the number of PSUs upon attainment of a 15% CAGR of the VWAP of a share of Class A common stock on April 2, 2027 as compared to the VWAP of a share of Class A common stock on April 2, 2024.

**Remarks:**

/s/ James Mahon, attorney-in-fact 04/04/2024

\*\* 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.