

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Otworth Michael</u>			2. Issuer Name and Ticker or Trading Symbol <u>Innventure, Inc. [INV]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2024</u>						
6900 TAVISTOCK LAKES BLVD, SUITE 400			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			
(Street)	(City)	(State)	(Zip)						
ORLANDO	FL		32827						

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			
Common Stock	12/09/2024		A		537,705 ⁽¹⁾	A	\$0	3,090,330	D	
Common Stock								56,202	I	See footnote ⁽²⁾

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
Nonqualified Stock Option (right to buy)	\$12.2	12/09/2024		A		262,295		10/02/2025 ⁽³⁾	12/09/2034	Common Stock	262,295	\$0	262,295	D	

Explanation of Responses:

- Restricted Stock Units granted to the Reporting Person under the Innventure, Inc. 2024 Equity and Incentive Compensation Plan, and vesting on October 2, 2025, or, if earlier, on the same date that the lock-up set forth in the contractual lock-up agreement entered into by the Reporting Person on October 24, 2023 terminates pursuant to its terms, subject to the Reporting Person's continuous service to the Issuer until the applicable vesting date.
- These shares of Innventure, Inc. (the "Issuer") common stock, par value \$0.0001 per share ("Common Stock") are held directly by Innventure1 LLC ("Innventure1"). The Reporting Person is a member of the board of directors of Innventure1 and, as such, shares voting and investment power over the securities held by Innventure1. The Reporting Person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission that the Reporting Person is a beneficial owner of the securities reported in this filing for purposes of Section 16 of the Securities Exchange Act of 1934.
- The nonqualified stock options ("Stock Options"), exercisable solely in the Issuer's Common Stock granted by the Issuer to the Reporting Person on December 9, 2024 pursuant to the Innventure, Inc. 2024 Equity and Incentive Compensation Plan, vest and become exercisable on October 2, 2025, or, if earlier, on the same date that the lock-up set forth in the contractual lock-up agreement entered into by the Reporting Person on October 24, 2023 terminates pursuant to its terms, subject to the Reporting Person's continuous service to the Issuer until the applicable vesting date.

/s/ Suzanne Niemeyer, Attorney-
In-Fact 12/11/2024

** 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.