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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0002001557](#)

Name of Issuer

[Innventure, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2023](#)

Yet to Be Formed

Previous Names

None

[Learn SPAC HoldCo, Inc.](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Innventure, Inc.](#)

Street Address 1

[6900 Tavistock Lakes Blvd](#)

City

[Orlando](#)

State/Province/Country

[FLORIDA](#)

Street Address 2

[Suite 400](#)

ZIP/PostalCode

[32827](#)

Phone Number of Issuer

[+1 \(321\) 209-6787](#)

3. Related Persons

Last Name

[Haskell](#)

First Name

[Gregory](#)

Middle Name

Street Address 1

[6900 Tavistock Lakes Blvd](#)

Street Address 2

[Suite 400](#)

City

[Orlando](#)

State/Province/Country

[FLORIDA](#)

ZIP/PostalCode

[32827](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Hennessy](#)

First Name

[Daniel](#)

Middle Name

Street Address 1

[6900 Tavistock Lakes Blvd](#)

Street Address 2

[Suite 400](#)

City

[Orlando](#)

State/Province/Country

[FLORIDA](#)

ZIP/PostalCode

[32827](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Niemeyer](#)

First Name

[Suzanne](#)

Middle Name

Street Address 1

[6900 Tavistock Lakes Blvd](#)

Street Address 2

[Suite 400](#)

City

[Orlando](#)

State/Province/Country

[FLORIDA](#)

ZIP/PostalCode

[32827](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Amalfitano Michael
Street Address 1 Street Address 2
6900 Tavistock Lakes Blvd Suite 400
City State/Province/Country ZIP/PostalCode
Orlando FLORIDA 32827
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Yablunosky David
Street Address 1 Street Address 2
6900 Tavistock Lakes Blvd Suite 400
City State/Province/Country ZIP/PostalCode
Orlando FLORIDA 32827
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Donnally James
Street Address 1 Street Address 2
6900 Tavistock Lakes Blvd Suite 400
City State/Province/Country ZIP/PostalCode
Orlando FLORIDA 32827
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Brown Bruce
Street Address 1 Street Address 2
6900 Tavistock Lakes Blvd Suite 400
City State/Province/Country ZIP/PostalCode
Orlando FLORIDA 32827
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Otworth Michael
Street Address 1 Street Address 2
6900 Tavistock Lakes Blvd Suite 400
City State/Province/Country ZIP/PostalCode
Orlando FLORIDA 32827
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Williams Elizabeth
Street Address 1 Street Address 2
6900 Tavistock Lakes Blvd Suite 400
City State/Province/Country ZIP/PostalCode
Orlando FLORIDA 32827
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Scott John
Street Address 1 Street Address 2

6900 Tavistock Lakes Blvd Suite 400
City State/Province/Country ZIP/PostalCode
Orlando FLORIDA 32827

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Austrup	Roland	
Street Address 1	Street Address 2	
6900 Tavistock Lakes Blvd	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Orlando	FLORIDA	32827

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cagle	Devery (Rusty)	
Street Address 1	Street Address 2	
725 Ponce De Leon Ave, NE		
City	State/Province/Country	ZIP/PostalCode
Atlanta	GEORGIA	30306

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Berg	Aaron	
Street Address 1	Street Address 2	
725 Ponce De Leon Ave, NE		
City	State/Province/Country	ZIP/PostalCode
Atlanta	GEORGIA	30306

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Grella	Jack	
Street Address 1	Street Address 2	
725 Ponce De Leon Ave, NE		
City	State/Province/Country	ZIP/PostalCode
Atlanta	GEORGIA	30306

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Silverman	Elias	Gabriel
Street Address 1	Street Address 2	
2121 Avenue of the Stars	29th Floor	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90067

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cognetti	Sal	Craig
Street Address 1	Street Address 2	
2 Embarcadero Center	8th Floor	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94111

Relationship: Executive Officer Director Promoter

4. Industry Group

- | | | |
|---------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------------------------------------|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input checked="" type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | | | |
|---------------------------------------------------------|----|-------------------------------------------------------|
| Revenue Range | OR | Aggregate Net Asset Value Range |
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | |
|------------------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input checked="" type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(c) | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

- New Notice Date of First Sale [2024-10-01](#) First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Equity Pooled Investment Fund Interests

- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

[This offering was made immediately after and conditional upon Innventure, Inc.'s successful business combination, but was not made as part of such business combination.](#)

11. Minimum Investment

Minimum investment accepted from any outside investor \$20,000 USD

12. Sales Compensation

<p>Recipient Jack Grella (Associated) Broker or Dealer <input type="checkbox"/> None Metric Financial, LLC Street Address 1 725 Ponce De Leon Ave NE City Atlanta State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States</p>	<p>Recipient CRD Number <input type="checkbox"/> None 6757707 (Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 33324 Street Address 2 State/Province/Country GEORGIA ZIP/Postal Code 30306 <input type="checkbox"/> Foreign/non-US</p>
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- [CALIFORNIA](#)
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- [IOWA](#)
- [KENTUCKY](#)
- [MASSACHUSETTS](#)
- [MISSOURI](#)
- [NEVADA](#)
- [NEW JERSEY](#)
- [NEW YORK](#)
- [NORTH CAROLINA](#)
- [OHIO](#)
- [PENNSYLVANIA](#)
- [SOUTH CAROLINA](#)
- [TENNESSEE](#)
- [TEXAS](#)

<p>Recipient Devery (Rusty) Cagle (Associated) Broker or Dealer <input type="checkbox"/> None Metric Financial, LLC Street Address 1 725 Ponce De Leon Ave NE City Atlanta State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States</p>	<p>Recipient CRD Number <input type="checkbox"/> None 2981159 (Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 33324 Street Address 2 State/Province/Country GEORGIA ZIP/Postal Code 30306 <input type="checkbox"/> Foreign/non-US</p>
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- FLORIDA
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- ILLINOIS
- IOWA
- KENTUCKY
- MASSACHUSETTS
- MISSOURI
- NEVADA
- NEW JERSEY
- NEW YORK
- NORTH CAROLINA
- OHIO
- PENNSYLVANIA
- SOUTH CAROLINA
- TENNESSEE
- TEXAS

Recipient

Aaron Berg

(Associated) Broker or Dealer None

Metric Financial, LLC

Street Address 1

725 Ponce De Leon Ave NE

City

Atlanta

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States All States

- CALIFORNIA
- COLORADO
- FLORIDA
- GEORGIA
- ILLINOIS
- IOWA
- KENTUCKY
- MASSACHUSETTS
- MISSOURI
- NEVADA
- NEW JERSEY
- NEW YORK
- NORTH CAROLINA
- OHIO
- PENNSYLVANIA
- SOUTH CAROLINA
- TENNESSEE
- TEXAS

Recipient CRD Number None

5640255

(Associated) Broker or Dealer CRD Number None

33324

Street Address 2

State/Province/Country

GEORGIA

ZIP/Postal Code

30306

Foreign/non-US

Recipient

Elias Gabriel Silverman

(Associated) Broker or Dealer None

Ducera Securities LLC

Street Address 1

2121 Avenue of the Stars

City

Los Angeles

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States All States

-

Recipient CRD Number None

5000367

(Associated) Broker or Dealer CRD Number None

269984

Street Address 2

29th Floor

State/Province/Country

CALIFORNIA

ZIP/Postal Code

90067

Foreign/non-US

CALIFORNIA
CONNECTICUT
FLORIDA
MASSACHUSETTS
NEW YORK
TEXAS

Recipient Recipient CRD Number None
 S. Craig Cognetti 5281594
 (Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
 Grail Partners 163941
 Street Address 1 Street Address 2
 2 Embarcadero Center 8th Floor
 City State/Province/Country ZIP/Postal Code
 San Francisco CALIFORNIA 94111
 State(s) of Solicitation (select all that apply) All States Foreign/non-US
 Check "All States" or check individual States

CALIFORNIA
DISTRICT OF COLUMBIA
ILLINOIS
MASSACHUSETTS
NEW YORK
PENNSYLVANIA
TEXAS

13. Offering and Sales Amounts

Total Offering Amount \$30,000,000 USD or Indefinite
 Total Amount Sold \$11,020,000 USD
 Total Remaining to be Sold \$18,980,000 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. _____
 Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 21

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,139,350 USD Estimate
 Finders' Fees \$20,000 USD Estimate

Clarification of Response (if Necessary):

The company understands this to be the approximate allocation of the amount paid to promoters in the offering.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$1,159,350 USD Estimate

Clarification of Response (if Necessary):

Reflects total amount allocated to promoters in the offering.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Innventure, Inc.	/s/ Gregory Haskell	Gregory Haskell	Chief Executive Officer	2024-10-15

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.