

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person * <u>Donnally James O</u> (Last) (First) (Middle) <u>6900 TAVISTOCK LAKES BLVD,</u> <u>SUITE 400</u> (Street) <u>ORLANDO FL</u> <u>32827</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/02/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Innventure, Inc. [INV]</u>
4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/02/2024</u>
6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	711,717 ⁽¹⁾⁽²⁾	I	See footnote ⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)					
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Explanation of Responses:

1. Received by the Glockner Family Venture Fund (the "Glockner Fund") in connection with the business combination (the "Business Combination") in accordance with the terms of the business combination agreement (as amended and supplemented or otherwise modified), dated as of October 24, 2023, by and among Learn CW Investment Corporation, a Cayman Islands exempted company ("Learn CW"), Innventure LLC, a Delaware limited liability company ("Innventure"), Learn SPAC HoldCo, Inc., a Delaware corporation and direct, wholly-owned subsidiary of Learn CW ("Holdco"), LCW Merger Sub, Inc., a Delaware corporation and direct, wholly-owned subsidiary of Holdco, and Innventure Merger Sub, LLC, a Delaware limited liability company and direct, wholly-owned subsidiary of Holdco, which closed on October 2, 2024 (the "Closing Date").

2. At the Closing Date, the Reporting Person acquired these shares in exchange for the ownership interests of Innventure held immediately prior to the closing of the Business Combination, which were automatically converted into a number of shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock").

3. These shares of Common Stock are held directly by the Glockner Fund. The Reporting Person is a 25% owner of the Glockner Fund and is a 25% owner and the Managing Member of Bellringer Consulting Group, LLC, the general partner of the Glockner Fund. The Reporting Person has no authority over the Glockner Fund's decision-making with respect to equity or debt investments in the Issuer and disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any. 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.

Remarks:

This Form 3/A (this "Amendment") is being filed to supplement the original Form 3 filed on October 2, 2024 (the "Original Form 3") to correct the inadvertent omission of the reporting person's pecuniary interest in certain securities issued in connection with the closing of the Business Combination. All other information in the Original Form 3 remains accurate.

/s/ Suzanne Niemeyer,
Attorney-In-Fact
** Signature of Reporting Person
04/24/2025
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 5 (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.