

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

EOS ENERGY ENTERPRISES, INC.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

29415C101

(CUSIP Number)

Cerberus Capital Management II, L.P.
875 Third Avenue, 11th Floor
New York, NY 10022
(212) 891-2100

Attn: Alexander D. Benjamin, Senior Managing Director and Chief Legal Officer

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 16, 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 Rule 13d-1(e), 13d-1(f) or 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 Rule 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. 29415C101

1. Names of Reporting Persons:

Cerberus Capital Management II, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of
Shares Beneficially

Owned by

Each Reporting

Person With

7. Sole Voting Power:

142,282,584 (1)

8. Shared Voting Power:

0

9. Sole Dispositive Power:

142,282,584 (1)

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

142,282,584 (1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

39.5% (1)(2)

14. Type of Reporting Person (See Instructions)

IA, PN

(1) Includes 43,276,194 shares of common stock of Eos Energy Enterprises, Inc. (the "Issuer") issuable upon exercise of the Warrant (as defined in Item 4 in the original Schedule 13D and subject to the limitations as described therein), 31,940,063 shares of common stock of the Issuer issuable upon conversion of 31.940063 shares of the Issuer's Series B-1 Non-Voting Convertible Preferred Stock ("Series B-1 Preferred Stock"), 28,806,463 shares of common stock of the Issuer issuable upon conversion of 28.806463 shares of the Issuer's Series B-2 Non-Voting Convertible Preferred Stock ("Series B-2 Preferred Stock"), and 38,259,864 shares of common stock of the Issuer issuable upon conversion of 38.259864 shares of the Issuer's Series B-3 Non-Voting Convertible Preferred Stock ("Series B-3 Preferred Stock").

(2) Based on 217,912,361 shares of common stock outstanding as of November 4, 2024, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission ("SEC") on November 5, 2024.

1. Names of Reporting Persons:

CCM Denali Equity Holdings, LP

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of
Shares BeneficiallyOwned by
Each Reporting
Person With

7. Sole Voting Power:

8. Shared Voting Power:

9. Sole Dispositive Power:

10. Shared Dispositive Power:

142,282,584 (1)

0

142,282,584 (1)

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

142,282,584 (1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

39.5% (1)(2)

14. Type of Reporting Person (See Instructions)

PN

(1) Includes 43,276,194 shares of common stock of the Issuer issuable upon exercise of the Warrant (as defined in Item 4 in the original Schedule 13D and subject to the limitations as described therein), 31,940,063 shares of common stock of the Issuer issuable upon conversion of 31.940063 shares of Series B-1 Preferred Stock, 28,806,463 shares of common stock of the Issuer issuable upon conversion of 28.806463 shares of Series B-2 Preferred Stock, and 38,259,864 shares of common stock of the Issuer issuable upon conversion of 38.259864 shares of Series B-3 Preferred Stock.

(2) Based on 217,912,361 shares of common stock outstanding as of November 4, 2024, as reported in the Issuer's Form 10-Q filed with the SEC on November 5, 2024.

CUSIP No. 29415C101

1. Names of Reporting Persons:

CCM Denali Equity Holdings GP, LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of
Shares Beneficially

Owned by

Each Reporting

Person With

7. Sole Voting Power:

142,282,584 (1)

8. Shared Voting Power:

0

9. Sole Dispositive Power:

142,282,584 (1)

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

142,282,584 (1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

39.5% (1)(2)

14. Type of Reporting Person (See Instructions)

OO

(1) Includes 43,276,194 shares of common stock of the Issuer issuable upon exercise of the Warrant (as defined in Item 4 in the original Schedule 13D and subject to the limitations as described therein), 31,940,063 shares of common stock of the Issuer issuable upon conversion of 31.940063 shares of Series B-1 Preferred Stock, 28,806,463 shares of common stock of the Issuer issuable upon conversion of 28.806463 shares of Series B-2 Preferred Stock, and 38,259,864 shares of common stock of the Issuer issuable upon conversion of 38.259864 shares of Series B-3 Preferred Stock.

(2) Based on 217,912,361 shares of common stock outstanding as of November 4, 2024, as reported in the Issuer's Form 10-Q filed with the SEC on November 5, 2024.

AMENDMENT NO. 5 TO SCHEDULE 13D

The following constitutes Amendment No. 5 (“Amendment No. 5”) to the Schedule 13D filed with the Securities and Exchange Commission (“SEC”) by Cerberus Capital Management II, L.P. (“Cerberus Capital Management II”), CCM Denali Equity Holdings, LP (“CCM Denali Equity”) and CCM Denali Equity Holdings GP, LLC (“CCM Denali Equity GP”, and together with Cerberus Capital Management II and CCM Denali Equity, the “Reporting Persons”) on June 28, 2024, as amended by Amendment No. 1 filed on July 29, 2024, Amendment No. 2 filed on September 3, 2024, Amendment No. 3 filed on September 12, 2024, and Amendment No. 4 filed on November 4, 2024. This Amendment No. 5 amends and supplements the Schedule 13D as specifically set forth herein.

All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D, as amended. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by the addition of the following:

On December 16, 2024, pursuant to the terms of the Series B Preferred Stock, CCM Denali Equity, the holder of the Series B Preferred Stock, appointed David Urban to serve on the Board of Directors of Eos Energy Enterprises, Inc.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

(a) and (b) Items 7 through 11 and 13 of each of the cover pages of this Schedule 13D are incorporated herein by reference. Such information is based on 217,912,361 shares of Common Stock outstanding as of November 4, 2024, as reported in the Issuer’s Form 10-Q filed with the Securities and Exchange Commission on November 5, 2024. The securities of the Issuer reported herein are directly held and beneficially owned by CCM Denali Equity. CCM Denali Equity GP, as the general partner of CCM Denali Equity, may be deemed to beneficially own the securities of the Issuer held by CCM Denali Equity. Cerberus Capital Management II, as the sole member of CCM Denali Equity GP, may be deemed to beneficially own the securities of the Issuer held by CCM Denali Equity.

(c) Except as disclosed in this Schedule 13D, as amended, there have been no transactions by the Reporting Persons or the Scheduled Persons in the securities of the Issuer during the past sixty days.

(d) The disclosure regarding the relationship between the Reporting Persons in Item 2(c) of this Schedule 13D is incorporated herein by reference.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 17, 2024

CERBERUS CAPITAL MANAGEMENT II, L.P.

By: /s/ Alexander D. Benjamin
Name: Alexander D. Benjamin
Title: Senior Managing Director and Chief
Legal Officer

CCM DENALI EQUITY HOLDINGS, LP

By: CCM Denali Equity Holdings GP, LLC,
its general partner

By: /s/ Alexander D. Benjamin
Name: Alexander D. Benjamin
Title: Manager

CCM DENALI EQUITY HOLDINGS GP, LLC

By: /s/ Alexander D. Benjamin
Name: Alexander D. Benjamin
Title: Manager