

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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)

August 29, 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*).

1	NAMES OF REPORTING PERSONS Cerberus Capital Management II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 43,276,194 (1)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 43,276,194 (1)
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 43,276,194 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.6% (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).

(2) Based on 216,879,703 shares of common stock outstanding as of August 29, 2024, based on information received from the Issuer.

1	NAMES OF REPORTING PERSONS CCM Denali Equity Holdings, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 43,276,194 (1)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 43,276,194 (1)
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 43,276,194 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.6% (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).

(2) Based on 216,879,703 shares of common stock outstanding as of August 29, 2024, based on information received from the Issuer.

1	NAMES OF REPORTING PERSONS CCM Denali Equity Holdings GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 43,276,194 (1)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 43,276,194 (1)
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 43,276,194 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.6% (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).

(2) Based on 216,879,703 shares of common stock outstanding as of August 29, 2024, based on information received from the Issuer.

AMENDMENT NO. 2 TO SCHEDULE 13D

The following constitutes Amendment No. 2 (“Amendment No. 2”) 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. This Amendment No. 2 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 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and supplemented by the addition of the following:

The information in Item 4 is incorporated herein by reference.

Item 4. Purpose of Transaction

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

As previously disclosed, on June 21, 2024, the Issuer entered into a credit and guaranty agreement (the “Credit Agreement”) by and among the Issuer, as borrower, the guarantors party thereto, the various lenders party thereto (the “Lenders”), and CCM Denali Debt Holdings, LP., as administrative agent and collateral agent, pursuant to which the Lenders have agreed to provide a secured multi-draw term loan facility in an aggregate amount of up to \$210.5 million (the “Delayed Draw Term Loan”) to be made in up to four installments (\$75 million, which was funded on June 21, 2024, and the remainder upon three additional draws), and a revolving credit facility in an aggregate amount of up to \$105 million, to be made available at the Lenders’ sole discretion and only if the Delayed Draw Term Loan is fully funded, on terms and subject to conditions set forth in the Credit Agreement. Pursuant to the previously disclosed Securities Purchase Agreement, upon each draw under the Delayed Draw Term Loan, the Issuer will issue and sell to CCM Denali Equity in private placement transactions Warrants and/or Preferred Stock in amounts representing predetermined, fully diluted, percentages (an “Applicable Percentage”) of Common Stock.

On August 28, 2024, the Issuer and Cerberus Capital Management II mutually confirmed that the Issuer satisfied all four applicable performance objectives comprising the first milestone required to draw an additional \$30 million on the Delayed Draw Term Loan (the “First Milestone”) ahead of the August 31, 2024, milestone measurement date, related to the Issuer’s automated production line, materials costs, Z3 technology performance and backlog/cash conversion, pursuant to the terms of the Credit Agreement. On August 29, 2024, the Issuer submitted a borrowing request under the Credit Agreement, and the Lenders funded the full amount of the scheduled \$30 million draw under the Delayed Draw Term Loan.

In connection with the additional draw and pursuant to the terms and conditions of the Credit Agreement and Securities Purchase Agreement, the Applicable Percentage increased by 4.9%, and as a result the Issuer issued 7 shares of a newly designated Series A-2 Non-Voting Non-Convertible Preferred Stock (the “Series A-2 Preferred Stock”) to Cerberus Denali Equity, with the number of shares of such series having a liquidation value as if such shares were convertible into an aggregate of 28,806,463 shares of Common Stock. Collectively, the Warrant issued on June 21, 2024, and the liquidation values of the Series A-1 Preferred Stock issued on June 21, 2024, and the Series A-2 Preferred Stock equate to 104,022,720 shares of Common Stock, or an Applicable Percentage of 24.8%. If Stockholder Approval of the issuance to Cerberus Denali Equity of more than 19.99% of the Issuer’s outstanding Common Stock as of June 21, 2024 (“Stockholder Approval”) is obtained, the Series A-2 Preferred Stock will be convertible into a number of shares of Series B-2 Preferred Stock (“Series B-2 Preferred Stock”) that are convertible into an equal number of shares of Common Stock as then represented by the liquidation value of the Series A-2 Preferred Stock.

As a result of meeting the First Milestone, if the Lenders fund all draws under the Delayed Draw Term Loan and the Issuer fails to meet all of the remaining milestones under the Delayed Draw Term Loan, Cerberus Denali Equity would be entitled to receive Preferred Stock or Warrants aggregating to a maximum Applicable Percentage of 45.0% (previously 49.0%), or assuming the number of the Issuer's outstanding shares of Common Stock on a fully diluted basis does not change after August 29, 2024, Preferred Stock and Warrants with respect to an aggregate of 258,073,962 shares of Common Stock, including the previously issued Warrant, Series A-1 Preferred Stock and Series A-2 Preferred Stock already issued to Cerberus Denali Equity. If Stockholder Approval is obtained, such shares of Preferred Stock and Warrants would be directly or indirectly convertible into or exercisable for shares of Common Stock, subject only to a beneficial ownership cap of 49.9% of the issued and outstanding Common Stock.

Series A-2 Preferred Stock Certificate of Designation

On August 29, 2024, the Issuer filed with the Secretary of State of the State of Delaware the Series A-2 Preferred Stock Certificate of Designation (the "Series A-2 Certificate of Designation").

Under the terms of the Series A-2 Certificate of Designation, each share of Series A-2 Preferred Stock has an original issue price of \$9,555,515.30 (the "A-2 Original Issue Price") and a liquidation value, payable pari passu with the Common Stock, as if such share was convertible into 4,115,209 shares, or an aggregate of 28,806,463 shares of Common Stock, subject to adjustment. The Series A-2 Preferred Stock is non-voting and non-convertible into Common Stock. Holders of the Series A-2 Preferred Stock are entitled to receive dividends or distributions on each share of Series A-2 Preferred Stock equal to dividends or distributions actually paid on each share of Common Stock, multiplied by the number of shares of Common Stock represented by the Series A-2 Preferred Stock Liquidation Value (as defined in the Series A-2 Certificate of Designation). The Series A-2 Preferred Stock will become convertible into shares of Series B-2 Preferred Stock if Stockholder Approval is obtained.

Under the terms of the Series A-2 Certificate of Designation, at all times when the holders of the Preferred Stock beneficially own at least 10% of the capital stock of the Issuer (subject to adjustment as indicated in the Series A-2 Certificate of Designation), such holders of Preferred Stock of the Issuer, exclusively and voting together as a separate class, will have the right to appoint one director to the board of directors of the Issuer (the "Board"). At all times when holders of the Preferred Stock beneficially own at least 15% of the capital stock of the Issuer (subject to adjustment as indicated in the Series A-2 Certificate of Designation), such holders of the Preferred Stock, exclusively and voting together as a separate class, will have the right to appoint a second director to the Board. At all times when holders of the Preferred Stock beneficially own at least 30% of the capital stock of the Issuer (subject to adjustment as indicated in the Series A-2 Certificate of Designation), such holders of the Preferred Stock, exclusively and voting together as a separate class, will have the right to appoint a third director to the Board. At all times when holders of the Preferred Stock beneficially own at least 40% of the capital stock of the Issuer (subject to adjustment as indicated in the Series A-2 Certificate of Designation), such holders of the Preferred Stock, exclusively and voting together as a separate class, will have the right to nominate and designate a fourth director, who shall be designated by the Board or the nominating committee of the Board to a class of common directors and stand for election as a common director on the Board; provided that, the nominating committee of the Board determines that such appointment of the fourth director would not result in a change of control under any Issuer governing documents or violate any applicable laws, including requirements of the Securities and Exchange Commission and Nasdaq. In the event that any such fourth director is not approved by the stockholders of the Issuer at the applicable annual meeting of stockholders, the holders of record of the shares of Preferred Stock will have the right to appoint and elect a replacement for such director, pursuant to the approval requirements set forth above. To the extent any of such directors qualify to serve on any committees of the Board, for each such committee for which at least one director is qualified, such director will be entitled to serve on such committee of the Board. So long as the holders of Series A-2 Preferred Stock have a right to appoint a director, the holders thereof will be entitled to appoint a non-voting observer to the Board. At all times when the holders of Preferred Stock have a right to appoint a director, the holders of Preferred Stock shall not vote any shares of Common Stock they receive upon the conversion of any Preferred Stock or the exercise of any Warrants in any appointment of directors.

At any time after the fifth anniversary of the original issue date (which is the date on which the Series A-2 Certificate of Designation was filed with the Secretary of State of Delaware), the outstanding shares of Series A-2 Preferred Stock held by any holder become redeemable for cash at the redemption price. The redemption price will be an amount per share equal to the greater of (i) A-2 Original Issue Price plus all accrued and unpaid dividends thereon, up to and including the date of redemption and (ii) the number of shares of Common Stock represented by the Series A-2 Liquidation Value (as defined in the Series A-2 Certificate of Designation) multiplied by the average of the closing sale price of the Common Stock for the five business days immediately prior to the date of redemption plus all accrued and unpaid dividends thereon, up to and including the date of redemption. Subject to certain excluded issuances (as defined in the Series A-2 Certificate of Designation), the Series A-2 Preferred Stock is subject to anti-dilution protection in the number of shares of Common Stock represented by the liquidation preference.

Until the later of (i) such time when the holders of Preferred Stock shall no longer beneficially own at least 5% of the outstanding capital stock of the Issuer and (ii) five years after the original issue date of the Series A-2 Preferred Stock, the Preferred Stock shall have certain other protective provisions including, among others, limiting the ability of the Issuer to perform any of the following without the affirmative vote or consent of the holders of the Preferred Stock: (i) liquidate, dissolve or wind-up the business and affairs of the Issuer or effect any event that requires a distribution to the Issuer's stockholders in accordance to their liquidation preference, or any other merger, consolidation, statutory conversion, transfer, domestication or continuance; (ii) amend, alter or repeal any provision of the certificate of formation or bylaws of the Issuer in a manner that adversely affects the special rights, powers and preferences of the Preferred Stock (or any series thereof); (iii) create or issue or obligate itself to issue shares of, or reclassify, any capital stock other than excluded issuances (as defined in the Series A-2 Certificate of Designation); (iv) increase or decrease the authorized number of shares of preferred stock, or create any additional class or series of capital stock of the Issuer (other than increases in the number of authorized shares of Common Stock); or (v) purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Issuer other than (a) redemptions of or dividends or distributions on the Preferred Stock as expressly authorized therein or in the certificate of designation of any Preferred Stock, and (b) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock.

The foregoing description of the Series A-2 Preferred Stock does not purport to be complete and is qualified in its entirety by reference to the full text of the Series A-2 Certificate of Designation, a copy of which was filed as Exhibit 3.1 to the Issuer's Form 8-K filed with the SEC on August 30, 2024, and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

The information in Item 4 is incorporated herein by reference.

(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 216,879,703 shares of Common Stock outstanding as of August 29, 2024, based on information received from the Issuer. 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) The information in Items 3 and 4 is incorporated herein by reference. 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.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The disclosure in Item 4 is incorporated herein by reference.

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.

September 3, 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