

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Cerberus Capital Management II, L.P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Eos Energy Enterprises, Inc. [ EOSE ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/10/2024</u>						
875 THIRD AVENUE 11TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
NEW YORK	NY	10022							

**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			
Series A-1 Non-Voting Non-Convertible Preferred Stock	09/10/2024		D		59	D	(1)(2)	0	I	See Footnotes <sup>(6)(7)</sup>
Series A-2 Non-Voting Non-Convertible Preferred Stock	09/10/2024		D		7	D	(1)(2)	0	I	See Footnotes <sup>(6)(7)</sup>

**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
Series A-1 Non-Voting Non-Convertible Preferred Stock	(1)(2)	09/10/2024		A		59		(1)(2)(3)(4)(5)	(1)(2)(3)(4)(5)	Series B-1 Non-Voting Convertible Preferred Stock	31.9401	(1)(2)	59	I	See Footnotes <sup>(6)(7)</sup>
Series A-2 Non-Voting Non-Convertible Preferred Stock	(1)(2)	09/10/2024		A		7		(1)(2)(3)(4)(5)	(1)(2)(3)(4)(5)	Series B-2 Non-Voting Convertible Preferred Stock	28.8065	(1)(2)	7	I	See Footnotes <sup>(6)(7)</sup>
Series A-1 Non-Voting Non-Convertible Preferred Stock	(1)(2)(3)(4)(5)	09/12/2024		M		59		(1)(2)(3)(4)(5)	(1)(2)(3)(4)(5)	Series B-1 Non-Voting Convertible Preferred Stock	31.9401	(1)(2)(3)(4)(5)	0	I	See Footnotes <sup>(6)(7)</sup>
Series A-2 Non-Voting Non-Convertible Preferred Stock	(1)(2)(3)(4)(5)	09/12/2024		M		7		(1)(2)(3)(4)(5)	(1)(2)(3)(4)(5)	Series B-2 Non-Voting Convertible Preferred Stock	28.8065	(1)(2)(3)(4)(5)	0	I	See Footnotes <sup>(6)(7)</sup>
Series B-1 Non-Voting Convertible Preferred Stock	(1)(2)(3)(4)(5)	09/12/2024		M		31,9401		(3)(4)(5)	(3)(4)(5)	Common Stock	31,940,063	(1)(2)(3)(4)(5)	31,9401	I	See Footnotes <sup>(6)(7)</sup>
Series B-2 Non-Voting Convertible Preferred Stock	(1)(2)(3)(4)(5)	09/12/2024		M		28,8065		(3)(4)(5)	(3)(4)(5)	Common Stock	28,806,463	(1)(2)(3)(4)(5)	28,8065	I	See Footnotes <sup>(6)(7)</sup>

1. Name and Address of Reporting Person* <u>Cerberus Capital Management II, L.P.</u>		
(Last)	(First)	(Middle)
875 THIRD AVENUE 11TH FLOOR		
(Street)		

NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">CCM Denali Equity Holdings, LP</a>		
(Last)	(First)	(Middle)
875 THIRD AVENUE		
11TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">CCM Denali Equity Holdings GP, LLC</a>		
(Last)	(First)	(Middle)
875 THIRD AVENUE		
11TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

**Explanation of Responses:**

- As previously disclosed, pursuant to the terms of the credit and guaranty agreement (the "Credit Agreement"), dated June 21, 2024, by and among Eos Energy Enterprises, Inc. (the "Issuer"), as borrower, the guarantors party thereto, the various lenders party thereto, and CCM Denali Debt Holdings, L.P., as administrative agent and collateral agent, and the Securities Purchase Agreement (the "Securities Purchase Agreement"), dated June 21, 2024, by and between the Issuer and CCM Denali Equity Holdings, LP ("CCM Denali Equity"), the Issuer issued (i) 59 shares of Series A-1 Non-Voting Non-Convertible Preferred Stock (the "Series A-1 Preferred Stock") and (ii) 7 shares of Series A-2 Non-Voting Non-Convertible Preferred Stock (the "Series A-2 Preferred Stock") to Cerberus Denali Equity. 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") were obtained,
- (Continued from footnote 1) the shares of Series A-1 Preferred Stock issued prior to Stockholder Approval would become convertible into a number of shares of Series B-1 Non-Voting Convertible Preferred Stock ("Series B-1 Preferred Stock") that would be convertible into an equal number of shares of Common Stock as then represented by the liquidation value of the Series A-1 Preferred Stock and the shares of Series A-2 Preferred Stock issued prior to Stockholder Approval would become convertible into a number of shares of Series B-2 Non-Voting Convertible Preferred Stock ("Series B-2 Preferred Stock", and together with the Series B-1 Preferred Stock, the "Series B Preferred Stock") that would be convertible into an equal number of shares of Common Stock as then represented by the liquidation value of the Series A-2 Preferred Stock. On September 10, 2024, the Issuer held a Special Meeting of Stockholders and obtained the Stockholder Approval.
- On September 12, 2024, (i) the 59 shares of Series A-1 Preferred Stock held by CCM Denali Equity converted into 31,940,063 shares of Series B-1 Preferred Stock, which shares of Series B-1 Preferred Stock were convertible into an aggregate of 31,940,063 shares of Common Stock, and (ii) the 7 shares of Series A-2 Preferred Stock held by CCM Denali Equity converted into 28,806,463 shares of Series B-2 Preferred Stock, which shares of Series B-2 Preferred Stock were convertible into an aggregate of 28,806,463 shares of Common Stock. The Series B-1 Preferred Stock has an original issue price of \$841,999.99 (the "B-1 Original Issue Price") and the Series B-2 Preferred Stock has an original issue price of \$2,322,000 (the "B-2 Original Issue Price"). Each full share of Series B Preferred Stock is initially convertible into 1.0 million shares of Common Stock and will be convertible at the option of the holder at any time through the Maturity Date (as defined in the Credit Agreement).
- (Continued from footnote 3) Convertibility of the shares of Series B Preferred Stock is subject to a beneficial ownership limitation of 49.9% of the number of shares of Common Stock that would be outstanding immediately after giving effect to any conversion of the shares of Series B Preferred Stock as further described in the Certificates of Designation for the Series B-1 Preferred Stock and Series B-2 Preferred Stock. At any time after June 21, 2029, in the case of the Series B-1 Preferred Stock, or August 29, 2029, in the case of the Series B-2 Preferred Stock, the outstanding shares of Series B 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) the B-1 Original Issue Price or B-2 Original Issue Price, as applicable, plus all accrued and unpaid dividends thereon,
- (Continued from footnote 4) up to and including the date of redemption and (ii) the number of shares of Common Stock issuable upon conversion of the applicable Series B Preferred Stock 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, the Series B Preferred Stock is subject to anti-dilution protection in the number of shares of Common Stock issuable upon conversion.
- The securities of the Issuer reported herein are held directly by CCM Denali Equity. CCM Denali Equity Holdings GP, LLC ("CCM Denali Equity GP") is the general partner of CCM Denali Equity. Cerberus Capital Management II, L.P. ("Cerberus Capital Management II"), and together with CCM Denali Equity and CCM Denali Equity GP, the "Reporting Persons") is the sole member of CCM Denali Equity GP. Due to their relationships with CCM Denali Equity, CCM Denali Equity GP and Cerberus Capital Management II may be deemed to indirectly beneficially own the securities of the Issuer held directly by CCM Denali Equity.
- Each of CCM Denali Equity GP and Cerberus Capital Management II disclaims beneficial ownership of the securities of the Issuer held directly by CCM Denali Equity except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of CCM Denali Equity GP or Cerberus Capital Management II is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

**Remarks:**

Nicholas P. Robinson and Gregory Nixon, each an employee of an affiliate of the Reporting Persons, are directors of Eos Energy Enterprises, Inc. (the "Issuer"). By virtue of their representation on the board of directors of the Issuer, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Persons are deemed directors by deputization of the Issuer.

[CERBERUS CAPITAL MANAGEMENT II, L.P., Name: /s/ Alexander D. Benjamin, Title: 09/12/2024 Senior Managing Director and Chief Legal Officer](#)  
[CCM DENALI EQUITY HOLDINGS, LP, By: CCM Denali Equity Holdings GP, LLC, 09/12/2024 Name: /s/ Alexander D. Benjamin, Title: Manager](#)  
[CCM DENALI EQUITY HOLDINGS GP, LLC, Name: /s/ Alexander D. Benjamin, Title: 09/12/2024 Manager](#)

\*\* 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.

**Form 4 Joint Filer Information**

Name:	CCM Denali Equity Holdings, LP
Address:	875 Third Avenue 11th Floor New York, NY 10022
Date of Event Requiring Statement:	09/10/2024

Name:	CCM Denali Equity Holdings GP, LLC
Address:	875 Third Avenue 11th Floor New York, NY 10022
Date of Event Requiring Statement:	09/10/2024

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