

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

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

1. Name and Address of Reporting Person * <u>Scuteri Jeffrey T. Jr.</u> (Last) (First) (Middle) <u>C/O FACTORIAL ENERGY INC.</u> <u>805 MIDDLESEX TURNPIKE</u> (Street) <u>BILLERICA MA</u> <u>01821</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/05/2026</u>	3. Issuer Name and Ticker or Trading Symbol <u>Factorial Energy Inc.</u> [<u>FAC</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Principal Accounting Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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)
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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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	09/07/2033	Series A Common Stock	18,342	0.88	D	
Stock Option (Right to Buy)	(2)	05/09/2034	Series A Common Stock	73,368	0.88	D	
Stock Option (Right to Buy)	(3)	06/05/2034	Series A Common Stock	18,342	0.88	D	
Stock Option (Right to Buy)	(4)	02/07/2035	Series A Common Stock	36,684	0.88	D	
Stock Option (Right to Buy)	(5)	03/12/2035	Series A Common Stock	20,495	0.88	D	
Stock Option (Right to Buy)	(6)	10/07/2035	Series A Common Stock	54,710	2.64	D	

Explanation of Responses:

1. 25% of the shares underlying this option vested on July 31, 2024, with the remainder vesting in thirty-six equal monthly installments thereafter, subject to the Reporting Person's continued service on each such vesting date.
2. 25% of the shares underlying this option vested on March 25, 2025, with the remainder vesting in thirty-six equal monthly installments thereafter, subject to the Reporting Person's continued service on each such vesting date.
3. 25% of the shares underlying this option vested on May 8, 2025, with the remainder vesting in thirty-six equal monthly installments thereafter, subject to the Reporting Person's continued service on each such vesting date.
4. 25% of the shares underlying this option vested on February 1, 2026, with the remainder vesting in thirty-six equal monthly installments thereafter, subject to the Reporting Person's continued service on each such vesting date.
5. The shares underlying this option are fully vested and exercisable.
6. 25% of the shares underlying this option shall vest on September 22, 2026, with the remainder vesting in thirty-six equal monthly installments thereafter, subject to the Reporting Person's continued service on each such vesting date.

Remarks:

Exhibit 24: Power of Attorney

/s/ Richard Wei, Attorney-
in-Fact 06/12/2026

** 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 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Siyu Huang, Richard Wei and Jason Duva, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, and/or securityholder of Factorial Energy Inc., a Delaware corporation (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (ii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iii) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (iv) Schedules 13D and 13G; and (v) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of June 10, 2026.

/s/ Jeffrey T. Scuteri Jr.

Signature

Jeffrey T. Scuteri Jr.

Print Name
