# SECURITIES AND EXCHANGE COMMISSION
# Washington, D.C. 20549

## SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

**(Amendment No. 1)***

**Factorial Energy Inc.**

**(Name of Issuer)**

**Series A common stock, par value $0.00001 per share**

**(Title of Class of Securities)**

**(CUSIP Number)**

**08/10/2026**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☑ Rule 13d-1(d)

## SCHEDULE 13G

**CUSIP No.**

| | |
|---|---|
| 1 | Names of Reporting Persons<br><br>CGC III Sponsor LLC |
| 2 | Check the appropriate box if a member of a Group (see instructions)<br><br>☐ (a)<br>☐ (b) |
| 3 | Sec Use Only |
| 4 | Citizenship or Place of Organization<br><br>CAYMAN ISLANDS |

| | | |
|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power<br><br>0.00 |
| | 6 | Shared Voting Power<br><br>8,451,973.00 |
| | 7 | Sole Dispositive Power<br><br>0.00 |
| | 8 | Shared Dispositive Power<br><br>8,451,973.00 |

| | |
|---|---|
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br><br>8,451,973.00 |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)<br><br>☐ |
| 11 | Percent of class represented by amount in row (9)<br><br>9.2 % |
| 12 | Type of Reporting Person (See Instructions)<br><br>OO |

SCHEDULE 13G

**CUSIP No.**

| | |
|---|---|
| 1 | Names of Reporting Persons<br><br>Pangaea Three-B, LP |
| 2 | Check the appropriate box if a member of a Group (see instructions)<br><br>☐ (a)<br>☐ (b) |
| 3 | Sec Use Only |
| 4 | Citizenship or Place of Organization<br><br>CAYMAN ISLANDS |

| | | |
|---|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power<br><br>0.00 |
| | 6 | Shared Voting Power<br><br>8,451,973.00 |
| | 7 | Sole Dispositive Power<br><br>0.00 |
| | 8 | Shared Dispositive Power<br><br>8,451,973.00 |

| | |
|---|---|
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br><br>8,451,973.00 |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)<br><br>☐ |

| | |
|---|---|
| 11 | Percent of class represented by amount in row (9)<br><br>9.2 % |
| 12 | Type of Reporting Person (See Instructions)<br><br>PN |

## SCHEDULE 13G

**CUSIP No.**

| | | | |
|---|---|---|---|
| 1 | Names of Reporting Persons<br><br>Peter Yu | | |
| 2 | Check the appropriate box if a member of a Group (see instructions)<br><br>☐ (a)<br>☐ (b) | | |
| 3 | Sec Use Only | | |
| 4 | Citizenship or Place of Organization<br><br>UNITED STATES | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power<br><br>0.00 | |
| | 6 | Shared Voting Power<br><br>8,451,973.00 | |
| | 7 | Sole Dispositive Power<br><br>0.00 | |
| | 8 | Shared Dispositive Power<br><br>8,451,973.00 | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br><br>8,451,973.00 | | |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)<br><br>☐ | | |
| 11 | Percent of class represented by amount in row (9)<br><br>9.2 % | | |
| 12 | Type of Reporting Person (See Instructions)<br><br>IN | | |

## SCHEDULE 13G

Item 1.

| | |
|---|---|
| (a) | Name of issuer:<br><br>Factorial Energy Inc. |
| (b) | Address of issuer's principal executive offices:<br><br>805 Middlesex Turnpike, Billerica, MA 01821 |

Item 2.

(a) Name of person filing:

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"): (i) CGC III Sponsor LLC (ii) Pangaea Three-B, LP (iii) Peter Yu The Reporting Persons are filing this Schedule 13G/A. The Reporting Persons previously filed a Schedule 13G on August 5, 2025 with respect to the Class A ordinary shares of the Issuer (which was formerly known as Cartesian Growth Corporation III or "CGC"). On June 5, 2026, CGC consummated a business combination (the "Business Combination") pursuant to the terms of the Business Combination Agreement, dated December 17, 2025, by and among CGC, Fenway MS, Inc., a Delaware corporation and wholly-owned subsidiary of CGC, and Factorial Inc., a Delaware corporation, as amended by the Amendment No. 1 to Business Combination Agreement, dated as of March 26, 2026 and Amendment No. 2 to Business Combination Agreement, dated as of May 18, 2026. In connection with the consummation of the Business Combination (the "Closing"), the Issuer changed its name from "Cartesian Growth Corporation III" to "Factorial Energy Inc." In connection with the Closing, immediately prior to the domestication of the Issuer as a Delaware corporation, among other things, each of CGC's Class B ordinary shares (the "Class B ordinary shares") converted into one Class A ordinary share of CGC as described in CGC's Registration Statement on Form S-4 (File No. 333-294663). Immediately after such conversion, in connection with the domestication of CGC as a Delaware corporation, each Class A ordinary share of CGC converted into one share of the Issuer's Series A common stock (the "Series A Common Stock") on a one-for-one basis. In connection with the Closing, (i) 5,710,000 Class B ordinary shares held by the Sponsor and (ii) 100,000 Class B ordinary shares held by CGC III Sponsor DirectorCo LLC ("DirectorCo") were automatically converted into 5,810,000 shares of Series A Common Stock. The Sponsor is the sole managing member of DirectorCo. The remaining 1,090,000 Class B ordinary shares of CGC held by the Sponsor were forfeited. Simultaneously with the Closing, Pangaea Three-B, LP ("Pangaea") acquired 1,179,404 shares of Series A Common Stock pursuant to a private placement. The aggregate number of shares of Series A Common Stock to which this Schedule 13G/A relates includes 1,468,894 shares that were purchased in the open market by Pangaea using personal funds. The percentage reported herein gives effect to the beneficial ownership limitation contained in the warrants to purchase Series A Common Stock ("Warrants") held by the Reporting Person, which provides that the Reporting Person may not exercise the Warrants to the extent that, after giving effect to such exercise, the Reporting Person, together with its affiliates and any other persons whose beneficial ownership would be aggregated with the Reporting Person for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), would beneficially own more than 4.9% of the Issuer's outstanding Series A Common Stock. Accordingly, the number of shares of Series A Common Stock beneficially owned by the Reporting Person includes 8,451,973 shares of Series A Common Stock and excludes 4,724,120 shares of Series A Common Stock underlying Warrants that are not currently exercisable due to the 4.9% beneficial ownership limitation. Upon closing of the Business Combination, Peter Yu resigned from his role as Chairman of the board of directors of the Issuer. As the Reporting Persons no longer have representation on the board of directors of the Issuer and none of them currently has beneficial ownership of more than 20% of the Series A Common Stock, as calculated in accordance with Rule 13d-3 under the Exchange Act and otherwise have not acquired the Series A Common Stock of the Issuer reported herein with any purpose, or with the effect, of changing or influencing the control of the Issuer, or in connection with or as a participant in any transaction having that purpose or effect, the Reporting Persons are filing this Schedule 13G/A pursuant to Rule 13d-1(d) to amend the Schedule 13G with respect to their beneficial ownership and hereafter will comply with the reporting requirements applicable hereto.

(b) Address or principal business office or, if none, residence:

The principal business address of each of the Reporting Persons is 505 Fifth Avenue, 15th Floor, New York, NY 10017.

(c) Citizenship:

CGC III Sponsor LLC is a Cayman Islands limited liability company, Pangaea Three-B, LP is a Cayman Islands limited partnership and Peter Yu is a citizen of the United States of America.

(d) Title of class of securities:

Series A common stock, par value $0.00001 per share

(e) CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

8,451,973

(b) Percent of class:

9.2%. The foregoing percentage is calculated based on 91,510,501 shares of the Issuer's Series A Common Stock outstanding as of June 5, 2026, as reported in the Issuer's Current Report on Form 8-K filed on June 10, 2026. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

8,451,973

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

8,451,973

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

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.

CGC III Sponsor LLC

Signature: /s/ Peter Yu
Name/Title: Peter Yu/President and Manager
Date: 08/10/2026

Pangaea Three-B, LP

Signature: /s/ Peter Yu
Name/Title: Peter Yu/Managing Member, By: Pangaea Three GP, LP Its: General Partner, By: Pangaea Three

Global GP, LLC Its: General Partner

Date: 08/10/2026

Peter Yu

Signature: /s/ Peter Yu

Name/Title: Peter Yu

Date: 08/10/2026

**Exhibit Information**

Exhibit 1 - Joint Filing Agreement

**Exhibit 1**

## JOINT FILING AGREEMENT

## PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning her, him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that she, he or it knows or has reason to believe that such information is inaccurate.

Date: August 10, 2026

CGC III SPONSOR LLC

By: /s/ Peter Yu
Name: Peter Yu
Title: President and Manager

PANGAEA THREE-B, LP

By: Pangaea Three GP, LP
Its: General Partner

By: Pangaea Three Global GP, LLC
Its: General Partner

By: /s/ Peter Yu
Name: Peter Yu
Title: Managing Member

/s/ Peter Yu
Name: Peter Yu