

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>WAVE Equity GP LP</u> (Last) (First) (Middle) <u>67 BATTERYMARCH ST</u> <u>SUITE 500</u> (Street) <u>BOSTON MA 02110</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. [FAC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below)	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)
CLASS A COMMON STOCK	10,584,189	I	By WAVE Equity Fund, L.P. ⁽¹⁾⁽²⁾
CLASS A COMMON STOCK	634,715	I	By WAVE Factorial Energy I, LLC ⁽¹⁾⁽³⁾
CLASS A COMMON STOCK	255,548	I	By WAVE AAC/LIO Co-Invest III, LLC ⁽¹⁾⁽²⁾

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			

1. Name and Address of Reporting Person * <u>WAVE Equity GP LP</u> (Last) (First) (Middle) <u>67 BATTERYMARCH ST</u> <u>SUITE 500</u> (Street) <u>BOSTON MA 02110</u> (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>Robinson Mark Ivers</u> (Last) (First) (Middle) <u>67 BATTERYMARCH ST</u> <u>SUITE 500</u> (Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Sahay Praveen Kant

(Last) (First) (Middle)

67 BATTERYMARCH ST
SUITE 500

(Street)
BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Crocker Uriel Haskell II

(Last) (First) (Middle)

67 BATTERYMARCH ST
SUITE 500

(Street)
BOSTON MA 02110

(City) (State) (Zip)

Explanation of Responses:

1. This statement is filed jointly by WAVE Equity GP LP and by the three managing directors, Mark Robinson, Praveen Sahay and Haskell Crocker (the "Managing Directors"). The securities are held of record by WAVE Equity Fund, L.P., WAVE Factorial Energy I, LLC and WAVE AAC/LIO Co-Invest III, LLC (the "Funds"). Voting and investment power over WAVE Equity GP LP and WAVE Equity LLC (the general partners of the Funds) is shared equally among the three Managing Directors, each holding a one-third vote, such that any voting or disposition of the securities requires the concurrence of at least two of the three Managing Directors and no Managing Director may act unilaterally. Accordingly, each Managing Director may be deemed to share beneficial ownership of all of the securities held by the Funds. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein.

2. WAVE Equity GP LP is the general partner of WAVE Equity Fund, L.P. and WAVE AAC/LIO Co-Invest III, LLC and may be deemed to share voting and dispositive power over, and beneficial ownership of, the shares held by those two entities. WAVE Equity GP LP does not have voting or dispositive power over, and disclaims beneficial ownership of, the shares held by WAVE Factorial Energy I, LLC.

3. WAVE Equity LLC is the general partner of WAVE Factorial Energy I, LLC and may be deemed to share voting and dispositive power over the shares held by that entity. WAVE Equity LLC beneficially owns 634,715 shares (less than 10% of the outstanding Class A common stock) and is therefore not a reporting person on this statement; it is identified solely to explain the beneficial ownership chain.

WAVE Equity GP LP By:
/s/ Mark Robinson /
Praveen Sahay / Haskell
Crocker

07/17/2026

/s/ Mark Robinson

07/17/2026

/s/ Praveen Sahay

07/17/2026

/s/ Haskell Crocker

07/17/2026

** 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.