

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

SCHEDULE 13G  
(Amendment No.)\*

Under the Securities Exchange Act of 1934

SDCL EDGE Acquisition Corporation

(Name of Issuer)

Class A Ordinary Shares, par value \$0.0001 per share

(Titles of Class of Securities)

G79471101

(CUSIP Number)

December 31, 2021

(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)

\* The remainder of this cover page shall be filled out of 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 in 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	NAME OF REPORTING PERSON SDCL EDGE Sponsor 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	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,639,375 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,639,375 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,639,375 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.6% (2)	
12	TYPE OF REPORTING PERSON OO	

(1) Reflects 2,639,375 Class A ordinary shares of SDCL EDGE Acquisition Corporation (the "Company"), par value \$0.0001 per share ("Class A Ordinary Shares"), issuable upon conversion of 2,639,375 Class B ordinary shares of the Company, par value \$0.0001 per share ("Class B Ordinary Shares"), held directly by SDCL EDGE Sponsor LLC (the "Sponsor"). The Class B Ordinary Shares will automatically convert into Class A Ordinary Shares at the time of the Company's initial business combination.

(2) The calculation assumes that there is a total of 24,994,057 Class A Ordinary Shares outstanding, which is the sum of (i) the 19,995,246 Class A Ordinary Shares outstanding

1	NAME OF REPORTING PERSON SDCL EDGE Sponsor Participation LLP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION England (United Kingdom)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,639,375 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,639,375 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,639,375 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.6% (2)	
12	TYPE OF REPORTING PERSON PN	

(1) Reflects 2,639,375 Class A Ordinary Shares issuable upon conversion of 2,639,375 Class B Ordinary Shares held by Sponsor. The Class B Ordinary Shares will automatically convert into Class A Ordinary Shares at the time of the Company's initial business combination. SDCL EDGE Sponsor Participation LLP (the "Managing Member") is the managing member of the Sponsor. As a result of the foregoing, the Managing Member may be deemed to beneficially own the shares held by the Sponsor.

(2) The calculation assumes that there is a total of 24,994,057 Class A Ordinary Shares outstanding, which is the sum of (i) the 19,995,246 Class A Ordinary Shares outstanding as of December 6, 2021, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021 (the "Report"), and (ii) the 4,998,811 Class A Ordinary Shares issuable upon conversion of the Class B Ordinary Shares, of which 2,639,375 Class B Ordinary Shares are held by the Sponsor.

1	NAME OF REPORTING PERSON Jonathan Maxwell	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION British citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,639,375 (1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,639,375 (1)

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,639,375 (1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.6% (2)
12	TYPE OF REPORTING PERSON IN

(1) Reflects 2,639,375 Class A Ordinary Shares issuable upon conversion of 2,639,375 Class B Ordinary Shares held by Sponsor. The Class B Ordinary Shares will automatically convert into Class A Ordinary Shares at the time of the Company's initial business combination. Jonathan Maxwell is a member of the Managing Member and has investment control over the securities held by the Sponsor through the Managing Member. By virtue of that relationship, Mr. Maxwell may be deemed to beneficially own the shares held by the Sponsor.

(2) The calculation assumes that there is a total of 24,994,057 Class A Ordinary Shares outstanding, which is the sum of (i) the 19,995,246 Class A Ordinary Shares outstanding as of December 6, 2021, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021 (the "Report"), and (ii) the 4,998,811 Class A Ordinary Shares issuable upon conversion of the Class B Ordinary Shares, of which 2,639,375 Class B Ordinary Shares are held by the Sponsor.

**Item 1(a). Name of Issuer:**

SDCL EDGE Acquisition Corporation

**Item 1(b). Address of Issuer's Principal Executive Offices:**

60 East 42<sup>nd</sup> Street, Suite 1100, New York, NY 10165.

**Item 2(a). Name of Person Filing:**

This statement is being filed jointly pursuant to §240.13d-1(k)(1) on behalf of each of the following persons (collectively, the "Reporting Persons"):

1. SDCL EDGE Sponsor LLC
2. SDCL EDGE Sponsor Participation LLP
3. Jonathan Maxwell

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

The principal business address of each of the Reporting Persons is as follows:

60 East 42<sup>nd</sup> Street, Suite 1100, New York, NY 10165.

**Item 2(c). Citizenship:**

See responses to Item 4 on each cover page.

**Item 2(d). Titles of Classes of Securities:**

Class A Ordinary Shares, par value \$0.0001 per share

**Item 2(e). CUSIP Number:**

G79471101

**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 Exchange Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange 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)  Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f)  Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g)  Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

- (i)  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)  Non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k)  Group in accordance with §240.13d-1(b)(1)(ii)(K).

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

**Item 4. Ownership**

(a) Amount beneficially owned:

See response to Item 9 on each cover page.

(b) Percent of class:

See response to Item 11 on each cover page.

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

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

See response to Item 5 on each cover page.

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

See response to Item 6 on each cover page.

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

See response to Item 7 on each cover page.

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

See response to Item 8 on each cover page.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five 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.**

Not Applicable.

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

Not Applicable.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

Not Applicable.

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**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.

Dated: February 11, 2022

**SDCL EDGE Sponsor LLC**

By: /s/ Ned Davis

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Name: Ned Davis  
Title: Manager

**SDCL EDGE Sponsor Participation LLP**

By: /s/ Eugene Kinghorn  
Name: Eugene Kinghorn  
Title: Member

**Jonathan Maxwell**

By: /s/ Jonathan Maxwell  
Name: Jonathan Maxwell

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**Exhibit Index**

[Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1\(k\)\(1\) under the Act.](#)

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**Exhibit 1**

**AGREEMENT OF JOINT FILING**

This joint filing agreement (this "Agreement") is made and entered into as of this 11th day of February 2022, by and among SDCL EDGE Sponsor LLC, SDCL EDGE Sponsor Participation LLP, and Jonathan Maxwell.

The parties to this Agreement hereby acknowledge and agree that the foregoing statement on Schedule 13G in respect of the Class A Ordinary Shares, par value \$0.0001 per share, of SDCL EDGE Acquisition Corporation, is filed on behalf of each of the parties to this Agreement and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The parties to this Agreement acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein or therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

This agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first set forth above.

**SDCL EDGE Sponsor LLC**

By: /s/ Ned Davis  
Name: Ned Davis  
Title: Manager

**SDCL EDGE Sponsor Participation LLP**

By: /s/ Eugene Kinghorn  
Name: Eugene Kinghorn  
Title: Member

**Jonathan Maxwell**

By: /s/ Jonathan Maxwell  
Name: Jonathan Maxwell

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