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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>Howard Alan E</u> _____ (Last) (First) (Middle) <u>C/O LEARN CW INVESTMENT CORP.</u> <u>11755 WILSHIRE BLVD., SUITE 2320</u> _____ (Street) <u>LOS ANGELES CA 90025</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Learn CW Investment Corp [LCW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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				
Class A Ordinary Shares	10/02/2024		D ⁽¹⁾		770,000	D	(1)	0	I ⁽²⁾	See footnote ⁽²⁾	

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
Class B Ordinary Shares	(1)	10/02/2024		D ⁽¹⁾		4,880,000		(1)	(1)	Class A Ordinary Shares	4,880,000	\$0	0 ⁽³⁾	I ⁽²⁾	See footnote ⁽²⁾

Explanation of Responses:

- Pursuant to the Business Combination Agreement dated October 24, 2023, on October 2, 2024, the Issuer consummated its initial business combination with Innventure, Inc., f/k/a Learn SPAC HoldCo, Inc. ("Holdco"), with the Issuer surviving as a subsidiary of Holdco (the "Closing"). At the Closing, these securities were automatically surrendered and cancelled and converted into the right to receive shares of Holdco's common stock on a one-for-one basis.
- These securities were held directly by CWAM LC Sponsor LLC. CWAM LC Sponsor LLC is owned by three members, one of which is CWAM Investors LLC. Alan Howard (indirectly through an investment vehicle) is a member of CWAM Investors LLC and, in such capacity, may be deemed to beneficially own the securities held directly by CWAM LC Sponsor LLC, but disclaims beneficial ownership of such securities except to the extent, if any, of his pecuniary interest therein.
- Amount has been adjusted to reflect the forfeiture of 750,000 Class B ordinary shares for no further consideration at the Closing pursuant to the Sponsor Support Agreement dated October 24, 2023, which forfeiture is exempt from Section 16 pursuant to Rule 16b-6(d) and Rule 16a-4(d) promulgated under the Securities Exchange Act of 1934, as amended.

/s/ Alan E. Howard 10/04/2024
 ** 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.