

VAST RENEWABLES LTD

Filed by

AGCENTRAL ENERGY PTY LTD.

FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

Filed 03/14/25

Telephone	61-0419619294
CIK	0001964630
Symbol	VSTTF
SIC Code	3433 - Heating Equipment, Except Electric and Warm Air Furnaces
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	06/30

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

Vast Renewables Ltd

(Name of Issuer)

Ordinary Shares, without par value

(Title of Class of Securities)

Q9379E105

(CUSIP Number)

Colin R. Sussman
226-230 Liverpool Street, Darlinghurst
NSW, C3, 2010
61293259000

Joel Rennie
White & Case LLP, 1221 Avenue of the Americas
New York, NY, 10020
2128198200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

03/12/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on 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).

CUSIP No. Q9379E105

1	Name of reporting person AgCentral Energy Pty Ltd	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization AUSTRALIA	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 10,027,385.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 8,525,952.00
11	Aggregate amount beneficially owned by each reporting person 10,027,385.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 33.5 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D/A

CUSIP No. Q9379E105

1	Name of reporting person Igino Pty Ltd	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a)	

	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization AUSTRALIA
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power: 0.00
	8 Shared Voting Power: 10,027,385.00
	9 Sole Dispositive Power: 0.00
	10 Shared Dispositive Power: 8,525,952.00
11	Aggregate amount beneficially owned by each reporting person 10,027,385.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 33.5 %
14	Type of Reporting Person (See Instructions) CO

SCHEDULE 13D/A

CUSIP No. Q9379E105

1	Name of reporting person John Igino Kahlbetzer
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>

6	Citizenship or place of organization AUSTRALIA	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 10,027,385.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 8,525,952.00
11	Aggregate amount beneficially owned by each reporting person 10,027,385.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 33.5 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D/A

CUSIP No. Q9379E105

1	Name of reporting person Colin Raymond Sussman	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) AF	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization AUSTRALIA	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power: 0.00
	8	Shared Voting Power: 10,027,385.00
	9	Sole Dispositive Power: 0.00
	10	Shared Dispositive Power: 8,525,952.00

11	Aggregate amount beneficially owned by each reporting person 10,027,385.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 33.5 %
14	Type of Reporting Person (See Instructions) IN

SCHEDULE 13D/A

Item 1. Security and Issuer

(a) Title of Class of Securities:

Ordinary Shares, without par value

(b) Name of Issuer:

Vast Renewables Ltd

(c) Address of Issuer's Principal Executive Offices:

SUITE 7.02, 124 WALKER STREET, NORTH SYDNEY NSW, AUSTRALIA , 2060.

Item 1 Comment: Explanatory Note This Amendment No. 8 to Schedule 13D (this "Eighth Amendment") filed by AgCentral, Iginio Pty, Mr. Kahlbetzer and Mr. Sussman (collectively, the "Reporting Persons") amends the report on Schedule 13D filed on February 5, 2024 (the "Original 13D" as amended by Amendment No. 1 to Schedule 13D filed by the Reporting Persons on November 12, 2024 (the "First Amendment"), Amendment No. 2 to Schedule 13D filed by the Reporting Persons on November 25, 2024 (the "Second Amendment"), Amendment No. 3 to Schedule 13D filed by the Reporting Persons on November 27, 2024 (the "Third Amendment"), Amendment No. 4 to Schedule 13D filed by the Reporting Persons on December 16, 2024 (the "Fourth Amendment"), Amendment No. 5 to Schedule 13D filed by the Reporting Persons on December 26, 2024 (the "Fifth Amendment"), Amendment No. 6 to Schedule 13D filed by the Reporting Persons on February 10, 2025 (the "Sixth Amendment"), and Amendment No. 7 to Schedule 13D filed by the Reporting Persons on February 12, 2025 (the "Seventh Amendment," and the Original 13D, as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment, the Fifth Amendment, the Sixth Amendment, and the Seventh Amendment, the "Schedule 13D")) by the Reporting Persons, with respect to the ordinary shares, no par value ("Ordinary Shares"), of Vast Renewables Limited, an Australian public company limited by shares (f/k/a Vast Solar Pty Ltd, an Australian proprietary company limited by shares) (the "Issuer"). Capitalized terms used and not otherwise defined in this Eighth Amendment have the meanings ascribed to them in the Schedule 13D. Except as expressly amended and supplemented by this Eighth Amendment, the Schedule 13D is not amended or supplemented in any respect, and the disclosures set forth in the Schedule 13D, other than as amended herein are incorporated by reference herein.

Item 2. Identity and Background

(a) N/A

(b) N/A

(c) N/A

(d) N/A

(e) N/A

(f) N/A

Item 3. Source and Amount of Funds or Other Consideration

N/A

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented with the following: AgCentral has sold an aggregate of 4,609,094 Ordinary Shares between February 12, 2025 and March 13, 2025, such sales having exceeded 1% of the total outstanding Ordinary Shares on March 12, 2025.

Item 5. Interest in Securities of the Issuer

- (a) Item 5 is hereby amended and restated in its entirety as follows: The information contained in rows 7, 8, 9, 10, 11 and 13 on the respective cover pages of this Eighth Amendment and the information set forth or incorporated in Items 2 and 3 of the Schedule 13D is hereby incorporated by reference in its entirety into this Item 5. As of the date of this filing, AgCentral is the record owner of 8,525,952 Ordinary Shares. In addition, AgCentral shares voting power over 1,501,433 Ordinary Shares held by MEP Participants pursuant to the voting agreement in the MEP De-SPAC Side Deed. Accordingly, the Reporting Persons are, or may be, deemed to beneficially own an aggregate of 10,027,385 Ordinary Shares, representing approximately 33.5% of the Ordinary Shares outstanding based on 29,973,504 Ordinary Shares outstanding as of December 31, 2024, as reported in Exhibit 99.3 to the Current Report on Form 6-K (File No. 001-41891) filed with the SEC on February 28, 2025.
- (b) As of the date of this filing, AgCentral is the record owner of 8,525,952 Ordinary Shares. In addition, AgCentral shares voting power over 1,501,433 Ordinary Shares held by MEP Participants pursuant to the voting agreement in the MEP De-SPAC Side Deed. Accordingly, the Reporting Persons are, or may be, deemed to beneficially own an aggregate of 10,027,385 Ordinary Shares, representing approximately 33.5% of the Ordinary Shares outstanding based on 29,973,504 Ordinary Shares outstanding as of December 31, 2024, as reported in Exhibit 99.3 to the Current Report on Form 6-K (File No. 001-41891) filed with the SEC on February 28, 2025.
- (c) Subsequent to the sales reported in the Seventh Amendment, the Reporting Persons sold an aggregate of 4,609,094 Ordinary Shares in open market transactions on the Nasdaq Stock Market. Details by date, number of ordinary shares sold and the weighted average price per share are provided below. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of securities sold at each separate price.
February 12, 2025: 17,016 Ordinary Shares; \$0.68 weighted average price per share.
March 3, 2025: 96,964 Ordinary Shares; \$0.48 weighted average price per share.
March 4, 2025: 12,869 Ordinary Shares; \$0.45 weighted average price per share.
March 5, 2025: 36,012 Ordinary Shares; \$0.46 weighted average price per share.
March 6, 2025: 17,977 Ordinary Shares; \$0.45 weighted average price per share.
March 7, 2025: 29,681 Ordinary Shares; \$0.47 weighted average price per share.
March 10, 2025: 11,814 Ordinary Shares; \$0.49 weighted average price per share.
March 11, 2025: 14,047 Ordinary Shares; \$0.48 weighted average price per share.
March 12, 2025: 4,288,500 Ordinary Shares; \$0.80 weighted average price per share.
March 13, 2025: 84,214 Ordinary Shares; \$0.54 weighted average price per share.
- (d) Under the MEP De-SPAC Side Deed, the MEP Participants granted to AgCentral a proxy to vote (i) 100% of their Ordinary Shares for a period of two years following the Merger Effective Date, (ii) 66.7% of their Ordinary Shares for a period of three years following the Merger Effective Date and (iii) 33.3% of their Ordinary Shares for a period of four years following the Merger Effective Date, provided that, on the date that was six months following the Merger Effective Date, each MEP Participant was permitted, with 10 business days' prior written notice to the Issuer elect to dispose of \$350,000 worth of such MEP Participant's Ordinary Shares, subject to a limit of \$2,000,000, in the aggregate, of dispositions by all MEP Participants thereunder and any Ordinary Shares so disposed would be released from the voting arrangement described herein. On June 18, 2024, an aggregate of 800,000 Ordinary Shares held by such MEP Participants were so released. As such, the Reporting Persons are deemed to beneficially own 1,501,433 Ordinary Shares, which excludes 314,342 Earnout Shares issuable upon the occurrence of the Triggering Events, held by the MEP Participants. However, the MEP Participants have the right to direct the receipt of dividends from, or the proceeds from the sale of, their Ordinary Shares, in accordance with the terms and limitations of the MEP De-SPAC Side Deed.
- (e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

N/A

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.

AgCentral Energy Pty Ltd

Signature: /s/ Colin R. Sussman
Name/Title: Colin R. Sussman/Director
Date: 03/14/2025

Igino Pty Ltd

Signature: /s/ Colin R. Sussman
Name/Title: Colin R. Sussman/Director
Date: 03/14/2025

John Igino Kahlbetzer

Signature: /s/ John I. Kahlbetzer

Name/Title: John I. Kahlbetzer

Date: 03/14/2025

Colin Raymond Sussman

Signature: /s/ Colin R. Sussman

Name/Title: Colin R. Sussman

Date: 03/14/2025