

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Stardust Power Inc. (f/k/a Global Partner Acquisition Corp II)
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

854936101
(CUSIP Number)

September 30, 2024
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

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

* The remainder of this cover page shall be filled out for 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 the 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 NAMES OF REPORTING PERSONS

LMR Partners LLP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

29,166

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

29,166

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,166

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN, IA

1 NAMES OF REPORTING PERSONS

LMR Partners Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

29,166

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

29,166

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,166

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, IA

1 NAMES OF REPORTING PERSONS

LMR Partners LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
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29,166

7 SOLE DISPOSITIVE POWER

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Less than 0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO, IA

1 NAMES OF REPORTING PERSONS

LMR Partners AG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
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Less than 0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, IA

1 NAMES OF REPORTING PERSONS

LMR Partners (DIFC) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Arab Emirates

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
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WITH

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29,166

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, IA

1 NAMES OF REPORTING PERSONS

LMR Partners (Ireland) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ireland

5 SOLE VOTING POWER

0

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Less than 0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, IA

1 NAMES OF REPORTING PERSONS

Ben Levine

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

0

NUMBER OF
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

1 NAMES OF REPORTING PERSONS

Stefan Renold

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

5 SOLE VOTING POWER

0

NUMBER OF
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REPORTING
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29,166

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

Item 1(a). NAME OF ISSUER:

The name of the issuer is Stardust Power Inc. (f/k/a Global Partner Acquisition Corp II) (the “Issuer”).

Item 1(b). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES:

The Issuer’s principal executive offices are located at 15 E. Putnam Ave, Suite 378, Greenwich, CT 06830.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) LMR Partners LLP, LMR Partners Limited, LMR Partners LLC, LMR Partners AG, LMR Partners (DIFC) Limited and LMR Partners (Ireland) Limited (collectively, the “LMR Investment Managers”), which serve as the investment managers to certain funds with respect to the shares of Common Stock (as defined in Item 2(d)) held by certain funds; and
- (ii) Ben Levine and Stefan Renold, who are ultimately in control of the investment and voting decisions of the LMR Investment Managers with respect to the securities held by certain funds.

The foregoing persons are hereinafter sometimes collectively referred to as the “Reporting Persons.”

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the principal business office of each of the Reporting Persons is c/o LMR Partners LLP, 9th Floor, Devonshire House, 1 Mayfair Place, London, W1J 8AJ, United Kingdom.

Item 2(c). CITIZENSHIP:

LMR Partners LLP is a United Kingdom limited liability partnership. LMR Partners Limited is a Hong Kong corporation. LMR Partners LLC is a Delaware limited liability company. LMR Partners AG is a Swiss corporation. LMR Partners (DIFC) Limited is a United Arab Emirates corporation. LMR Partners (Ireland) Limited is a limited company incorporated in Ireland. Ben Levine is a citizen of the United Kingdom. Stefan Renold is a citizen of Switzerland.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.0001 per share (“Common Stock”).

Item 2(e). CUSIP NUMBER:

854936101

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 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. 78c).
- (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 advisor 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 association 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).
- (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:
investment adviser.

Item 4. OWNERSHIP.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

As of September 30, 2024:

LMR Multi-Strategy Master Fund Limited (“LMR Master Fund”) and LMR CCSA Master Fund Ltd do not directly hold any shares of Common Stock.

LMR Master Fund directly holds warrants to purchase 29,166 shares of Common Stock (“Warrants”). The Warrants have an exercise price of \$11.50 per share of Common Stock and are exercisable until five years after the completion of the Issuer’s initial business combination or earlier upon redemption or the Issuer’s liquidation. The shares of Common Stock issuable upon the exercise of the Warrants would represent less than 0.1% of the issued and outstanding Common Stock, based on 47,872,445 shares of Common Stock of the Issuer outstanding as of September 30, 2024 as reported in the Issuer’s Form 10-Q filed with the Securities and Exchange Commission on November 14, 2024, plus shares that may be acquired by such Reporting Persons within 60 days.

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 Persons have ceased to be the beneficial owners or 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.

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.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: November 14, 2024

LMR PARTNERS LLP

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

LMR PARTNERS LIMITED

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

LMR PARTNERS LLC

By: /s/ Allyson Hanlon
Name: Allyson Hanlon
Title: US Legal Counsel

LMR PARTNERS AG

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

LMR PARTNERS (DIFC) LIMITED

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

LMR PARTNERS (IRELAND) LIMITED

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

/s/ Ben Levine

BEN LEVINE

/s/ Stefan Renold

STEFAN RENOLD

**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 filing agreements. 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 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 he or it knows or has reason to believe that such information is inaccurate.

DATED: November 14, 2024

LMR PARTNERS LLP

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

LMR PARTNERS LIMITED

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

LMR PARTNERS LLC

By: /s/ Allyson Hanlon
Name: Allyson Hanlon
Title: US Legal Counsel

LMR PARTNERS AG

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

LMR PARTNERS (DIFC) LIMITED

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

LMR PARTNERS (IRELAND) LIMITED

By: /s/ Shane Cullinane
Name: Shane Cullinane
Title: Chief Operating Officer

/s/ Ben Levine
BEN LEVINE

/s/ Stefan Renold
STEFAN RENOLD