

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>DEVASPER</u> <u>UDAYCHANDRA</u> <hr/> (Last) (First) (Middle) 6608 N. WESTERN AVE, SUITE 466 <hr/> (Street) NICHOLS OK 73116 HILLS <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/08/2024	3. Issuer Name and Ticker or Trading Symbol <u>Stardust Power Inc.</u> [<u>SDST</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer	5. 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 <input type="checkbox"/> 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)
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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				
Restricted Stock Unit ⁽¹⁾	(I)	(I)	Class A Common Stock	989,481	(I)	D

Explanation of Responses:

1. Udaychandra Devasper is entitled to 215,000 shares (or 989,481 shares post combination) under the Stardust 2023 Plan. These shares are included in the 44,418,890 rollover shares of Stardust Power. As disclosed in the Company's Registration Statement filed on Form S-4 filed with the SEC on May 8, 2024 (Registration No. 333-276510), Stardust Power granted Udaychandra Devasper an RSU award for 215,000 shares of Stardust Power Common Stock, which vest quarterly over a 3-year term and are subject to a Liquidity Event Condition as well.

/s/ Udaychandra Devasper 07/09/2024

** 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 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.