

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |   |   |  |  |
|---|---|---|--|--|
| 1. Name and Address of Reporting Person*<br>Adit EdTech Sponsor, LLC<br>(Last) (First) (Middle)<br>C/O ADIT EDTECH ACQUISITION CORP., 1345 AVENUE OF THE AMERICAS, 33RD FLOOR<br>(Street)<br>NEW YORK, NY 10105<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>01/11/2021 | 3. Issuer Name and Ticker or Trading Symbol<br>Adit EdTech Acquisition Corp. [ADEX.U]   |  |  |
|   |   | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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) |
|---------------------------------|---|--|---|
| Common Stock <sup>(1)</sup>     | 6,847,500 <sup>(2)</sup>                              | D <sup>(3)</sup>   |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| Warrant                                    | <sup>(4)</sup>   | <sup>(5)</sup>  | Common Stock  | 6,550,000 <sup>(6)</sup>   | \$ 11.5  | D   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Adit EdTech Sponsor, LLC<br>C/O ADIT EDTECH ACQUISITION CORP.<br>1345 AVENUE OF THE AMERICAS, 33RD FLOOR<br>NEW YORK, NY 10105 |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| Adit EdTech Sponsor, LLC, By: /s/ Eric L. Munson | 01/11/2021 |
| **Signature of Reporting Person                  | Date       |

## Explanation of Responses:

- \* 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).
- (1) As described in the Issuer's registration statement on Form S-1 (File No. 333-251641) (the "Registration Statement") under the heading "Description of Securities--Founder Shares."
- (2) The common stock owned by the reporting person includes up to 900,000 shares that are subject to forfeiture to the extent the underwriters of the initial public offering of the Issuer's securities do not exercise in full their over-allotment option as described in the Registration Statement.

- There are five directors of the reporting person's board of directors. Any action by the reporting person, including voting and dispositive decisions, requires a vote of four out of the five directors of the board of directors. Under the so-called "rule of three", because voting and dispositive decisions are made by four out of the five directors of the board of directors, none of the directors is deemed to be a beneficial owner of shares held by the reporting person, even those in which he or she directly holds a pecuniary interest.
- (3) Each warrant will become exercisable 30 days after the completion of the Issuer's initial business combination.
  - (4) Each warrant will expire five years after the completion of the Issuer's initial business combination.
  - (5) Includes warrants which, prior to the effective date of the Registration Statement, the reporting person irrevocably committed to purchase. The purchase of these warrants is being made on a private placement basis and will be consummated simultaneously with the consummation of the Issuer's initial public offering. Does not include up to 720,000 additional warrants which the reporting person irrevocably committed to purchase in the event the underwriters in the Issuer's initial public offering exercise the over-allotment option in full. Each warrant entitles the holder to purchase one share of the Issuer's common stock at a price of \$11.50 per share, subject to adjustment.
  - (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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