

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Adit EdTech Sponsor, LLC</u> (Last) (First) (Middle) <u>C/O ADIT EDTECH ACQUISITION CORP.</u> <u>1345 AVENUE OF THE AMERICAS, 33RD FLOOR</u> (Street) <u>NEW YORK NY 10105</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Adit EdTech Acquisition Corp. [ADEX.U]</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>04/18/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Common Stock ⁽¹⁾	04/18/2023		P		100	A	\$10.33	100	I ⁽²⁾	See footnote ⁽²⁾
Common Stock ⁽¹⁾								6,832,500	D ⁽³⁾	
Common Stock ⁽¹⁾	04/19/2023		P		600	A	\$10.4	700	I ⁽⁴⁾	See footnote ⁽⁴⁾
Common Stock ⁽¹⁾								6,832,500	D ⁽³⁾	

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					

Explanation of Responses:

- 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."
- Consists of 100 shares purchased by Adit Ventures LLC, which may be deemed to be controlled by the reporting person.
- 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.
- Consists of 100 shares purchased by each of Adit Ventures II LLC, Adit Ventures III LLC, Adit Ventures IV LLC, Adit Growth Equity I, Adit Growth Equity II, and Adit Growth Equity III, each of which may be deemed to be controlled by the reporting person.

Remarks:

Adit EdTech Sponsor, LLC. By: 04/20/2023
/s/ Eric L. Munson

** 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.