

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2021-03-18** | Period of Report: **2021-03-18**
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REPORTING OWNER

Glenfarne Sponsor, LLC

CIK: [1848757](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: [001-40245](#) | Film No.: **21756157**

Mailing Address
292 MADISON AVE., 19TH
FLOOR
NEW YORK NY 10017

Business Address
292 MADISON AVE., 19TH
FLOOR
NEW YORK NY 10017
212-500-5454

ISSUER

Glenfarne Merger Corp.

CIK: [1818880](#) | IRS No.: **851535392** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **6770** Blank checks

Mailing Address
292 MADISON AVENUE
19TH FLOOR
NEW YORK NY 10017

Business Address
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19TH FLOOR
NEW YORK NY 10017
212-500-5454

FORM 3**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section
 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the
 Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Glenfarne Sponsor, LLC</u> (Last) (First) (Middle) <u>292 MADISON AVENUE, 19TH FLOOR</u> (Street) <u>NEW YORK, NY 10017</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) <u>03/18/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Glenfarne Merger Corp. [GGMC]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director <u>X</u> 10% Owner _____ Officer (give title below) _____ Other (specify below) 5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <u>X</u> Form Filed by One Reporting Person _____ Form Filed by More than One Reporting Person
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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 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			
Class B common stock	(1)	(1)	Class A common stock	7,101,250 (2) (3)	(1)	D	

Explanation of Responses:

- The shares of Class B common stock will automatically convert into shares of Class A common stock on the first business day following the consummation of the Issuer's initial business combination, on a one-for-one basis, subject to adjustment as set forth in the Issuer's registration statement on Form S-1 (File No. 333-253206) and have no expiration date.
- Includes up to 937,500 shares subject to forfeiture by Glenfarne Sponsor, LLC (the "Sponsor") depending on the extent to which the underwriters' over-allotment option to purchase additional units is exercised.
- The shares are held in the name of the Sponsor. The Sponsor is controlled by Mr. Brendan Duval. Accordingly, Mr. Duval shares voting and dispositive power over the securities held by the Sponsor and may be deemed to beneficially own these securities. Mr. Duval disclaims beneficial ownership of the shares held by the Sponsor except to the extent of his pecuniary interest therein. Certain of the Issuer's other directors and officers hold economic interests in the Sponsor and pecuniary interests in certain of the securities held by the Sponsor. Each of Mr. Duval and such other directors and officers disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

See Exhibit 24.1 - Power of Attorney

Signatures

/s/ Alan I. Annex, Attorney-in-Fact

** Signature of Reporting Person

03/18/2021

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.

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Alan I. Annex, Jason T. Simon, Brian N. Wheaton, Spencer Cercone, Tim Cory and Sang Koo its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for it and in its name, place and stead, in any and all capacities (until revoked in writing) to:

1. Sign any and all instruments, certificates and documents appropriate or required to be executed on behalf of the undersigned pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder (including, without limitation, any Joint Filing Agreement with respect thereto), and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and with any other entity when and if such is mandated by the Exchange Act or by the Bylaws of the Financial Industry Regulatory Authority;
2. prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the SEC;
3. seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in securities, from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorneys-in-fact and the undersigned approves and ratifies any such release of information; and
4. perform any and all other acts which in the reasonable discretion of such attorneys-in-fact are necessary for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1. this Power of Attorney authorizes, but does not require, such attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information;
2. any documents prepared and/or executed by such attorneys-in-fact on behalf of any of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her reasonable discretion, deems necessary;
3. the attorneys-in-fact do not assume (a) any liability for responsibility to comply with the requirements of the Exchange Act for any of the undersigned, (b) any liability for any failure to comply with such requirements for any of the undersigned, or (c) any obligation or liability for profit disgorgement under Section 16(b) of the Exchange Act for any of the undersigned, except in the event that the attorneys-in-fact are found to have acted with gross negligence and willful misconduct; and
4. this Power of Attorney does not relieve any of the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Sections 13 and 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney. This Power of Attorney shall remain in full force and effect until July 31, 2023.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of February, 2021.

GLENFARNE SPONSOR, LLC

**BY: GLENFARNE INFRASTRUCTURE
HOLDINGS, LLC, ITS MANAGER**

By: /s/ Brendan Duval

Name: Brendan Duval

Title: Chief Executive Officer

[Signature Page to Power of Attorney]
