

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>Global Partner Sponsor II LLC</u>  (Last) (First) (Middle) 200 PARK AVENUE, 32ND FLOOR  (Street) NEW YORK NY 10166  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Stardust Power Inc. [ GPAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Former 10% Owner</b>
	3. Date of Earliest Transaction (Month/Day/Year) 07/08/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Class A Ordinary Shares	07/08/2024		D <sup>(1)(2)</sup>		7,500,000	D	\$0.00	0	D	
Common Stock	07/08/2024		A <sup>(1)(2)</sup>		4,000,000	A	\$0.00	4,000,000 <sup>(6)</sup>	D	

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					
Class B Ordinary Shares	(3)	07/08/2024		D			100,000	(3)	(3)	Class A Ordinary Shares	100,000	\$0.00	0	D <sup>(4)</sup>
Private Placement Warrants <sup>(5)</sup>	(5)	07/08/2024		J			5,566,667	(5)	(5)	Class A Ordinary Shares	5,566,667	(5)	0	D <sup>(4)</sup>
Private Placement Warrants <sup>(5)</sup>	(5)	07/08/2024		J		5,666,667		(5)	(5)	Class A Common Stock	5,666,667	(5)	5,666,667	D <sup>(4)</sup>

Explanation of Responses:

- On July 8, 2024, pursuant to that certain Business Combination Agreement, dated as of November 21, 2023 (as amended by Amendment No. 1 thereto, dated as of April 24, 2024, and as further amended by Amendment No. 2 thereto, dated as of June 20, 2024, as the same has been or may be amended, supplemented or otherwise modified from time to time), by and among GPAC II, Strike Merger Sub I, Inc., a Delaware corporation and a wholly owned subsidiary of GPAC II ("First Merger Sub"), Strike Merger Sub II, LLC, a Delaware limited liability company and direct wholly owned subsidiary of GPAC II ("Second Merger Sub"), and Stardust Power Inc., a Delaware corporation.
- Pursuant to which (i) First Merger Sub will merge with and into Stardust Power, with Stardust Power being the surviving company in the merger (the "First Merger") and, (ii) immediately following the First Merger, and as part of the same overall transaction as the First Merger, Stardust Power will merge with and into Second Merger Sub (the "Second Merger"), with Second Merger Sub being the surviving company of the Second Merger, and continuing as a direct, wholly-owned subsidiary of GPAC II.
- Global Partner Sponsor II LLC, a Delaware limited liability company (the "Sponsor"), pursuant to the closing of the Business Combination Agreement, forfeited 100,000 Class B Ordinary Shares for no consideration.
- The Sponsor is the record holder of shares reported. Chandra R. Patel, Richard C. Davis and Jarrett Goldman are the managers of the Sponsor and each has one vote. The approval of a majority is required to approve an action of the Sponsor. Under the so-called "rule of three", no individual manager of the Sponsor exercises voting or dispositive control over any of the securities held by the Sponsor. Accordingly, none of the three managers will be deemed to have or share beneficial ownership of such securities. Each such person disclaims any such beneficial ownership of the reported securities, except to the extent of their pecuniary interest therein, because voting and dispositive decisions requires the approval of a majority of the managers, and this report shall not be deemed an admission by any of the foregoing of beneficial ownership of such securities for purposes of Section 16 or for any other purpose.
- In connection with the Domestication (as defined in the Definitive Proxy Statement filed with the SEC on May 23, 2024), the warrants to purchase Class A Ordinary Shares held by the Sponsor will be automatically converted into private placements warrants to purchase Common Stock ("Private Placement Warrants"). Each Warrant is exercisable at an initial exercise price of \$11.50 per share, subject to adjustment, commencing 30 days following the closing of the Business Combination, into one share of Common Stock.
- Pursuant to that certain Sponsor Letter Agreement, dated November 21, 2023, as amended, by and among the Sponsor and the directors and officers of GPAC II, pursuant to which, among other things, the Sponsor agreed to, among other things subject 1,000,000 of the combined company common stock to vesting (or forfeiture) on the basis of achieving (or failing to achieve) certain trading price thresholds following the Closing.

Global Partner Sponsor II LLC,  
by Chandra R. Patel, Manager /s/ 07/10/2024  
Chandra R. Patel

\*\* 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.