SEC Form 3 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Golubovich Ilya</u>	Requirin (Month/I	2. Date of Event Requiring Statement (Month/Day/Year) 3. Issuer Name and Ticker or Trading Symbol 09/21/2022 Presto Automation Inc. [PRST]							
(Last) (First) (Middle) 985 INDUSTRIAL ROAD, SUITE 205			4. Relationship of Repor Issuer (Check all applicable) X Director	ting Person(s) 10% O			If Amendment, Date of Original led (Month/Day/Year)		
(Street)	_		Officer (give title below)	Officer (give Other (specify		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
SAN CARLOS CA 94070									
(City) (State) (Zip)									
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Inst 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock			4,429,505	I	Ι		I2BF Global Investment Ltd. ⁽¹⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)	2. Date Exerce Expiration Day/ (Month/Day/	ate	3. Title and Amount of S Underlying Derivative So (Instr. 4)				5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivat Securit	ive	or Indirect (I) (Instr. 5)	5,	
Earn-Out Shares	(2)(3)	09/21/2027	Common Stock	1,252,717	(2)(3	i)	Ι	I2BF Global Investment Ltd.	

Explanation of Responses:

1. The Reporting Person is a director of I2BF Global Investment Ltd. 4,379,505 of the shares reported are held by this entity as nominee, and the Reporting Person disclaims beneficial ownership of such shares.

2. Reflects the right to receive shares of the Issuer's common stock pursuant to the Business Combination Agreement, as defined below. The Reporting Person is entitled to receive the Earn-Out Shares as follows: one-half of the Earn-Out Shares will be issued to the Reporting Person if the volume weighted average price ("VWAP") of the Issuer common stock equals or exceeds \$12.50 over 20 trading days within any 30 trading day period on or before the third anniversary of the Closing Date (as defined below), and one-half will be issued to the Reporting Person if the VWAP of the Issuer common stock equals or exceeds \$15.00 over 20 trading days within any 30 trading day period on or before the fifth anniversary of the Closing Date. Pursuant to the Agreement and Plan of Merger, dated as of November 10, 2021, as amended (the "Merger Agreement"), (Continued in footnote 3)

3. (Continued from footnote 2) entered into by and among Ventoux CCM Acquisition Corp. (which subsequently changed its name to "Presto Automation Inc.", the "Issuer"), Ventoux Merger Sub I Inc. and Ventoux Merger Sub II LLC, each a wholly owned subsidiary of Ventoux CCM Acquisition Corp., and E La Carte, Inc. ("Old Presto"), the Issuer acquired Old Presto (the "Business Combination"). Pursuant to the terms of the Merger Agreement, each share of Old Presto common stock, option or restricted stock unit, as applicable, outstanding immediately prior to the closing of the Business Combination was entitled to receive 0.8099 shares of Issuer common stock, option, or restricted stock unit, respectively, and certain earnout shares ("Earn-Out Shares"). The Business Combination closed on September 21, 2022 (the "Closing Date").

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Stephen Perry, as
attorney-in-fact
** Signature of Reporting
Person

10/03/2022

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.

POWER OF ATTORNEY

The undersigned constitutes and appoints Rajat Suri, Colin Diamond, Laura Katherine Mann, Adam Berkaw, Stephen Perry, Rachel Collier and Nico Kroeker as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

1. prepare, sign, and submit to the Securities and Exchange Commission (the "<u>SEC</u>") on its Electronic Data Gathering, Analysis, and Retrieval ("<u>EDGAR</u>") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and

2. sign any and all SEC statements of beneficial ownership of securities of Presto Automation Inc. (the "<u>Company</u>") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: August 18, 2022

By: /s/ Ilya Golubovich

Name: Ilya Golubovich