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*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
Carr Peter (Last) (First) (Middle) 4341 W. 108TH ST., SUITE 1 (Street) HIALEAH FL 33018 (City) (State) (Zip)	08/14/2026	Air Water Ventures Ltd [WATR] Foreign Trading Symbol 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☑ Director ☐ 10% Owner ☑ Officer (give title below) ☐ Other (specify below) CEO 5. If Amendment, Date of Original Filed (Month/Day/Year) 08/14/2026 6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ 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)
Ordinary Shares	1,853,124(1)(2)(3)(4)	D	

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: 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			

Explanation of Responses:

1. Includes 1,131,124 restricted stock units ("RSUs") granted on August 14, 2026 under the Restricted Stock Unit & Performance-Based Restricted Stock Unit Agreement, dated August 14, 2026, entered into by and between Air Water Ventures Holdings Limited (the "Company") and the Reporting Person (the "RSU Agreement"). The RSUs vest in three equal annual installments on November 1, 2026, November 1, 2027 and November 1, 2028, subject to the Reporting Person's continuous employment through each vesting date. Each RSU represents the right to receive one ordinary share of the Issuer.

2. Includes 722,000 performance-based restricted stock units ("PSUs") granted under the RSU Agreement. Each PSU corresponds to the number of Earnout Shares (as defined in the BCA) the Reporting Person would have received had each underlying RSU been an ordinary share, subject to the Second Amendment to Business Combination Agreement (the "BCA").

3. (Continued from Footnote 2) The PSUs vest in four equal tranches of 180,500 PSUs upon the following Triggering Events: (i) a Revenue Run Rate (as defined in the BCA) of at least $80,000,000 in the second half of 2027; (ii) an EBITDA Run Rate (as defined in the BCA) of at least $30,000,000 in the second half of 2027; (iii) a Revenue Run Rate of at least $160,000,000 and an EBITDA Run Rate of at least $70,000,000 in the first half of 2028; and (iv) an ordinary share price of at least $20.00 for 30 of 45 days on or before June 30, 2028, subject to equitable adjustment. Each PSU represents the right to receive one ordinary share of the Issuer.

4. This amendment corrects the Reporting Person's Form 3 filed on August 14, 2026 to report 722,000 PSUs instead of 717,856, resulting in total beneficial ownership of 1,853,124 ordinary shares, and to correct the vesting schedule of the RSUs and vesting conditions of the PSUs.

Remarks:

Due to the issuer's status as a foreign private issuer pursuant to Rule 3a12-3(b) under the Act, the reporting person's transactions in the issuer's equity securities are exempt from Sections 16(b) and 16(c) of the Act.

/s/ Peter Carr — 11/03/2026

** 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 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.

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