
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-39758

APPRECIATE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

6101 Baker Road, Suite 200, Minnetonka, MN 55345;
(952) 470-8888
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Class A Common Stock, par value \$0.001 per share
Warrants to purchase shares of Class A Common Stock
(Title of each class of securities covered by this Form)

None
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input checked="" type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date:

Class A Common Stock, par value \$0.001 per shares: 131

Warrants to purchase shares of Class A Common Stock: 67

Pursuant to the requirements of the Securities Exchange Act of 1934, *Appreciate Holdings, Inc.*, has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: January 2, 2024

By: /s/ Christopher Laurence
Christopher Laurence
Chief Executive Officer
