

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Appreciate Holdings, Inc.  
(Name of Issuer)

Class A Common stock, par value \$0.0001  
(Title of Class of Securities)

03832J106  
(CUSIP Number)

December 31, 2022  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

CUSIP No. 03832J106

Page 2 of 6 Pages

1	NAMES OF REPORTING PERSONS: Meteora Capital, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0
	6	SHARED VOTING POWER: 2,885,966
	7	SOLE DISPOSITIVE POWER: 0
	8	SHARED DISPOSITIVE POWER: 2,885,966
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,885,966	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 17.6% (1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IA	

(1) As reported in the Form S-1 of the Issuer filed with the SEC on December 30, 2022, immediately after giving effect to the business combination transactions the following equity securities of the Issuer were issued and outstanding: (i) 15,689,094 of Class A common stock, par value \$0.0001, and (ii) 31,200,000 shares of Class B Common Stock. The percent of class computations are based on 15,689,094 shares of Class A common stock, par value \$0.0001.

1	NAMES OF REPORTING PERSONS: Vik Mittal	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	CITIZENSHIP OR PLACE OF ORGANIZATION: United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER: 0
	6	SHARED VOTING POWER: 2,885,966
	7	SOLE DISPOSITIVE POWER: 0
	8	SHARED DISPOSITIVE POWER: 2,885,966
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,885,966	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 17.6% (1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IN	

(1) As reported in the Form S-1 of the Issuer filed with the SEC on December 30, 2022, immediately after giving effect to the business combination transactions the following equity securities of the Issuer were issued and outstanding: (i) 15,689,094 of Class A common stock, par value \$0.0001, and (ii) 31,200,000 shares of Class B Common Stock. The percent of class computations are based on 15,689,094 shares of Class A common stock, par value \$0.0001.

Item 1(a)	Name of Issuer: Appreciate Holdings, Inc.
Item 1(b)	Address of Issuer's Principal Executive Offices: 6101 Baker Road, Suite 200, Minnetonka, MN 55345
Item 2(a)	Name of Person Filing: This statement is filed by:  (i) Meteora Capital, LLC, a Delaware limited liability company ("Meteora Capital") with respect to the common stock (as defined in Item 2(d)) held by certain funds and managed accounts to which Meteora Capital serves as investment manager (collectively, the "Meteora Funds"); and  (ii) Vik Mittal, who serves as the Managing Member of Meteora Capital, with respect to the common stock held by the Meteora Funds. The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."  The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the common stock reported herein.
Item 2(b)	Address of Principal Business Office or, if none, Residence: The address of the principal business office for each of the Reporting Persons is:  840 Park Drive East, Boca Raton, FL 33444
Item 2(c)	Citizenship: Meteora Capital is a Delaware limited liability company. Vik Mittal is a United States citizen.
Item 2(d)	Title of Class of Securities: Class A Common stock, par value \$0.0001 (the "common stock")
Item 2(e)	CUSIP Number: 03832J106
Item 3.	If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Page 5 of 6 Pages

Item 4.	<p>Ownership The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.</p> <p>As reported in the Form S-1 of the Issuer filed with the SEC on December 30, 2022, immediately after giving effect to the business combination transactions the following equity securities of the Issuer were issued and outstanding: (i) 15,689,094 of Class A common stock, and (ii) 31,200,000 shares of Class B Common Stock. The percentages set forth in Row (11) of the cover page for each Reporting Person and elsewhere in this Schedule 13G are based on 15,689,094 shares of Class A common stock.</p>
Item 5.	<p>Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [ ].</p>
Item 6.	<p>Ownership of More than Five Percent on Behalf of Another Person. Not applicable</p>
Item 7.	<p>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person. Not applicable</p>
Item 8.	<p>Identification and Classification of Members of the Group. Not applicable</p>
Item 9.	<p>Notice of Dissolution of Group. Not applicable</p>
Item 10.	<p>Certifications. Not applicable</p>

Exhibits

99.1 [Joint Filing Agreement](#)

Page 6 of 6 Pages

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 10, 2023

Meteora Capital, LLC

By: /s/ Vik Mittal

Name: Vik Mittal

Title: Managing Member

Vik Mittal

By: /s/ Vik Mittal

Name: Vik Mittal

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**JOINT FILING AGREEMENT**

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "Exchange Act") the undersigned hereby agree to the joint filing on behalf of each of them of any filing required by such party under Section 13 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with respect to securities of Appreciate Holdings, Inc., a Delaware corporation, and further agree to the filing, furnishing, and/or incorporation by reference of this Agreement as an exhibit thereto. Each of the undersigned is responsible for the timely filing of such filings and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of the undersigned is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

The undersigned, being duly authorized, have executed this Joint Filing Agreement this 10th day of January, 2023.

Meteora Capital, LLC

By: /s/ Vik Mittal  
Name: Vik Mittal  
Title: Managing Member

Vik Mittal

By: /s/ Vik Mittal  
Name: Vik Mittal