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

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**SCHEDULE 13G**

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

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**Complete Solaria, Inc.**  
(Name of Issuer)

**Common Stock, \$0.0001 par value**  
(Title of Class of Securities)

**20460L104**  
(CUSIP Number)

**July 18, 2023**  
(Date of Event Which Requires Filing of this Statement)

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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).

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1.	Names of Reporting Persons Rodgers, Thurman J.	
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 11,607 (1)
	6.	Shared Voting Power 7,070,580 (2)
	7.	Sole Dispositive Power 11,607 (1)
	8.	Shared Dispositive Power 7,070,580 (2)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 7,082,187	
10.	Check 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) 15.9% (3)	
12.	Type of Reporting Person (See Instructions) IN	

- (1) Includes 2,765 shares of Common Stock issuable upon the exercise of warrants held by the Reporting Person.
- (2) Consists of (i) 5,863,367 shares of Common Stock held by Rodgers Massey Revocable Living Trust, of which the Reporting Person is a trustee and (ii) 485,562 shares of Common Stock held by Rodgers Capital, LLC, of which the Reporting Person is a manager, plus 569,770 and 151,881 shares, respectively, of Common Stock issuable upon the exercise of warrants.
- (3) This percentage is calculated based on 43,779,577 shares of Common Stock issued and outstanding as of July 18, 2023, as provided by the Issuer.

1.	Names of Reporting Persons Rodgers 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 California	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 637,443 (1)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 637,443 (1)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 637,443	
10.	Check 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) 1.5% (2)	
12.	Type of Reporting Person (See Instructions) OO	

(1) Includes 151,881 shares of Common Stock issuable upon the exercise of warrants held by the Reporting Person.

(2) This percentage is calculated based on 43,779,577 shares of Common Stock issued and outstanding as of July 18, 2023, as provided by the Issuer.

1.	Names of Reporting Persons	
	Rodgers Massey Revocable Living Trust	
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	
	California	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power
		0
	6.	Shared Voting Power
		6,433,137 (1)
	7.	Sole Dispositive Power
		0
	8.	Shared Dispositive Power
		6,433,137 (1)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,433,137	
10.	Check 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)	
	14.5% (2)	
12.	Type of Reporting Person (See Instructions)	
	OO	

(1) Includes 569,770 shares of Common Stock issuable upon the exercise of warrants held by the Reporting Person.

(2) This percentage is calculated based on 43,779,577 shares of Common Stock issued and outstanding as of July 18, 2023, as provided by the Issuer.

**Item 1.**

- (a) Name of Issuer  
Complete Solaria, Inc.
- (b) Address of Issuer's Principal Executive Offices  
45700 Northport Loop East  
Fremont, CA 94538

**Item 2.**

- (a) Name of Person Filing  
Thurman J. Rodgers  
Rodgers Capital, LLC  
Rodgers Massey Revocable
- (b) Address of Principal Business Office or, if none, Residence  
The address of Thurman J. Rodgers, Rodgers Capital, LLC and Rodgers Massey Revocable Living Trust is:  
575 Eastview Way, Woodside, CA 94062
- (c) Citizenship  
See Row 4 of the cover page for each Reporting Person.
- (d) Title of Class of Securities  
Common Stock, \$0.0001 par value
- (e) CUSIP Number  
20460L104

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

- (a) Amount beneficially owned as of July 18, 2023:
- |                                       |           |
|---------------------------------------|-----------|
| Thurman J. Rodgers                    | 7,082,187 |
| Rodgers Capital, LLC                  | 637,443   |
| Rodgers Massey Revocable Living Trust | 6,433,137 |
- (b) Percent of class as of July 18, 2023:
- |                    |           |
|--------------------|-----------|
| Thurman J. Rodgers | 15.9% (1) |
|--------------------|-----------|

Rodgers Capital, LLC	1.5% (1)
Rodgers Massey Revocable Living Trust	14.5% (1)
(c) Number of shares as to which the person has as of July 18, 2023:	
(i) Sole power to vote or to direct the vote:	
Thurman J. Rodgers	11,607
Rodgers Capital, LLC	0
Rodgers Massey Revocable Living Trust	0
(ii) Shared power to vote or to direct the vote:	
Thurman J. Rodgers	7,070,580
Rodgers Capital, LLC	637,443
Rodgers Massey Revocable Living Trust	6,433,137
(iii) Sole power to dispose or to direct the disposition of:	
Thurman J. Rodgers	11,607
Rodgers Capital, LLC	0
Rodgers Massey Revocable Living Trust	0
(iv) Shared power to dispose or to direct the disposition of:	
Thurman J. Rodgers	7,070,580
Rodgers Capital, LLC	637,443
Rodgers Massey Revocable Living Trust	6,433,137
(1) This percentage is calculated based on 43,779,577 shares of Common Stock issued and outstanding as of July 18, 2023, as provided by the Issuer.	

**Item 5. 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 five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

**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.

Dated: July 31, 2023

**Thurman J. Rodgers**

/s/ Matt Hemington

Matt Hemington, Attorney-in-fact

**Rodgers Massey Revocable Living Trust**

By: /s/ Thurman J. Rodgers

Name: Thurman J. Rodgers

Title: Trustee

**Rodgers Capital, LLC**

By: /s/ Thurman J. Rodgers

Name: Thurman J. Rodgers

Its: Manager



**EXHIBITS**

A: Joint Filing Agreement

B: Power of Attorney for Thurman J. Rodgers

**EXHIBIT A**  
JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Complete Solaria, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 31st day of July, 2023.

**Thurman J. Rodgers**

/s/ Matt Hemington

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Matt Hemington, Attorney-in-fact

**Rodgers Massey Revocable Living Trust**

By: /s/ Thurman J. Rodgers

\_\_\_\_\_  
Name: Thurman J. Rodgers

Title: Trustee

**Rodgers Capital, LLC**

By: /s/ Thurman J. Rodgers

\_\_\_\_\_  
Name: Thurman J. Rodgers

Its: Manager

## EXHIBIT B

## POWER OF ATTORNEY FOR THURMAN J. RODGERS

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Matt Hemington, Anita Vasudevan, Daniel O. Hutchins, Julia Stark, Megan R. Stallworth, and Nguyen X. Nguyen of Cooley LLP, signing individually, the undersigned's true and lawful attorney-in-fact and agent to:

- (i) prepare execute and file, for and on behalf of the undersigned, any and all documents and filings that are required or advisable to be made with the United States Securities and Exchange Commission, any stock exchange or similar authority, under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, including without limitation (a) any Joint Filing Agreement under Rule 13d-1(k) of the Exchange Act (or any successor provision thereunder), Schedule 13D and Schedule 13G (or any successor schedules or forms adopted under the Exchange Act ) and any amendments thereto in accordance with Section 13 of the Exchange Act and the rules thereunder, and (b) Forms 3, 4 and 5 and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules thereunder; and
- (ii) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of undersigned, is not assuming, any of the undersigned's responsibilities to comply with the Exchange Act, including without limitation Sections 13 and 16 of the Exchange Act.

This power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file any form or document with respect to the undersigned's holdings of and transactions in securities issued by a company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact, or (c) until such attorney-in-fact shall no longer be employed by Cooley LLP.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of July, 2023.

/s/ Thurman J. Rodgers