

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

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>XPDI Sponsor LLC</u>  (Last) (First) (Middle) <u>C/O XPDI</u> <u>321 NORTH CLARK STREET, SUITE 2440</u>  (Street) <u>CHICAGO</u> <u>IL</u> <u>60654</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/09/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Power &amp; Digital Infrastructure Acquisition Corp. [ XPDI ]</u>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <u>X</u> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <u>X</u> Form filed by More than One Reporting Person
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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)
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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 ExercisableExpiration Date	TitleAmount or Number of Shares			
Class B common stock	(1)(1)	Class A common stock	8,505,000 <sup>(2)</sup>	(1)	D <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>XPDI Sponsor LLC</u>  (Last) (First) (Middle) <u>C/O XPDI</u> <u>321 NORTH CLARK STREET, SUITE 2440</u>  (Street) <u>CHICAGO</u> <u>IL</u> <u>60654</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Energy &amp; Power Transition Partners, LLC</u>  (Last) (First) (Middle) <u>321 NORTH CLARK STREET, SUITE 2440</u>  (Street) <u>CHICAGO</u> <u>IL</u> <u>60654</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>XMS XPDI Sponsor Holdings LLC</u>  (Last) (First) (Middle) <u>321 NORTH CLARK STREET, SUITE 2440</u>  (Street) <u>CHICAGO</u> <u>IL</u> <u>60654</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>EILERS PATRICK C</u>  (Last) (First) (Middle) <u>321 NORTH CLARK STREET, SUITE 2440</u>

(Street)		
CHICAGO	IL	60654
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person \*

[Brombach Theodore J](#)

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(Last)	(First)	(Middle)
321 NORTH CLARK STREET, SUITE 2440		
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(Street)		
CHICAGO	IL	60654
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(City)	(State)	(Zip)

**Explanation of Responses:**

1. As described in the issuer's registration statement on Form S-1 (File No. 333-252355) under the heading "Description of Securities--Founder Shares", the shares of Class B common stock, par value \$0.0001 per share, will automatically convert into shares of Class A common stock, par value \$0.0001 per share, of the issuer at the time of the issuer's initial business combination, on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date.
2. The shares of Class B common stock beneficially owned by the reporting person include up to 1,125,000 shares that are subject to forfeiture to the extent the underwriters of the initial public offering of the issuer's securities do not exercise in full their over-allotment option as described in the issuer's registration statement.
3. This Form 3 is being filed by XPD Sponsor LLC (the "Sponsor"). The Sponsor is controlled by its managing members, Energy & Power Transition Partners, LLC ("EPTP") and XMS XPD Sponsor Holdings, LLC ("XPD Sponsor Holdings"). Patrick C. Eilers and Theodore J. Brombach are the managing members of EPTP and XPD Sponsor Holdings, respectively. Accordingly, all of the shares held by the Sponsor may be deemed to be beneficially held by Messrs. Brombach and Eilers. Each such person disclaims beneficial ownership of these securities, except to the extent, if any, of his pecuniary interest therein and the filing of this Form 3 shall not be construed as an admission that any such reporting person is the beneficial owner of any Class B ordinary shares covered by this Form 3.

<a href="#">/s/ See signatures included in Exhibit 99.1</a>	<a href="#">02/09/2021</a>
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** Signature of Reporting Person	Date
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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.**

This Statement on Form 3 is filed jointly by XPDI Sponsor LLC, Energy & Power Transition Partners, LLC and XMS XPDI Sponsor Holdings, LLC. The principal business address of each of these reporting persons is 321 North Clark Street, Suite 2440, Chicago, IL 60654.

Name of Designated Filer: XPDI Sponsor LLC

Date of Event Requiring Statement: February 9, 2021

Issuer Name and Ticker or Trading Symbol: Power & Digital Infrastructure Acquisition Corp. (Nasdaq: XPDI)

XPDI SPONSOR LLC

By: Energy & Power Transition Partners, LLC  
Its: Managing Member

By: /s/ Patrick C. Eilers  
Name: Patrick C. Eilers  
Title: Managing Member

By: XMS XPDI Sponsor Holdings, LLC  
Its: Managing Member

By: /s/ Theodore J. Brombach  
Name: Theodore J. Brombach  
Title: Managing Member

ENERGY & POWER TRANSITION PARTNERS, LLC

By: /s/ Patrick C. Eilers  
Name: Patrick C. Eilers  
Title: Managing Member

XMS XPDI SPONSOR HOLDINGS, LLC

By: /s/ Theodore J. Brombach  
Name: Theodore J. Brombach  
Title: Managing Member