
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

LanzaTech Global, Inc.

(Name of Issuer)

Common Stock, par value \$0.0000001 per share

(Title of Class of Securities)

51655R101

(CUSIP Number)

**John Demeter
Khosla Ventures, 2128 Sand Hill Road
Menlo Park, CA, 94025
(650) 376-8500**

**Matt Stewart
Weil, Gotshal & Manges LLP, 201 Redwood Shores Pkwy #400
Redwood City, CA, 94065
(650) 802-3000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

05/07/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on 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).

SCHEDULE 13D

CUSIP No. 51655R101

1 Name of reporting person
 Khosla Ventures III, L.P.
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 WC
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power
 138,753.00

9 Sole Dispositive Power
 0.00

10 Shared Dispositive Power
 138,753.00

11 Aggregate amount beneficially owned by each reporting person
 138,753.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13
 Percent of class represented by amount in Row (11)
 0.8 %

14 Type of Reporting Person (See Instructions)
 PN

Comment for Type of Reporting Person: Row 13: Calculation of the percent is based on (i) 2,320,216 shares of common stock, par value \$0.0000001 per share (the "Common Stock") outstanding as of November 13, 2025, as reported in the Issuer's Form 10-Q filed on November 19, 2025; (ii) a warrant to purchase 7,800,000 shares of Common Stock at an exercise price equal to \$0.0000001 per share as reported in the Issuer's Current Report on Form 8-K filed January 23, 2026; (iii) 3,250,322 shares of Common Stock converted from the Issuer's "Series A Convertible Senior Preferred Stock", par value \$0.0001 per share (the "Preferred Stock"), as reported in the Issuer's Current Report on Form 8-K, filed January 23, 2026; and (iv) 4,510,968 shares of Common Stock issued by the Issuer on January 21, 2026 to investors not affiliated with the Reporting Person.

SCHEDULE 13D

CUSIP No. 51655R101

1 Name of reporting person
 Khosla Ventures Associates III, LLC

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by

8 138,753.00

Each Reporting Person

9 Sole Dispositive Power

0.00

With: Shared Dispositive Power

10

138,753.00

Aggregate amount beneficially owned by each reporting person

11 138,753.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 0.8 %

Type of Reporting Person (See Instructions)

14 OO

Comment for Type of Reporting Person: Row 13: Calculation of the percent is based on (i) 2,320,216 shares of Common Stock outstanding as of November 13, 2025, as reported in the Issuer's Form 10-Q filed on November 19, 2025; (ii) a warrant to purchase 7,800,000 shares of Common Stock at an exercise price equal to \$0.0000001 per share as reported in the Issuer's Current Report on Form 8-K filed January 23, 2026; (iii) 3,250,322 shares of Common Stock converted from the Issuer's Preferred Stock, as reported in the Issuer's Current Report on Form 8-K, filed January 23, 2026; and (iv) 4,510,968 shares of Common Stock issued by the Issuer on January 21, 2026 to investors not affiliated with the Reporting Person.

SCHEDULE 13D

CUSIP No. 51655R101

Name of reporting person

1 VK Services, LLC

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by

138,753.00

Each Reporting Person

Sole Dispositive Power

9

0.00

With:

Shared Dispositive Power

10

138,753.00

Aggregate amount beneficially owned by each reporting person

11

138,753.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.8 %

Type of Reporting Person (See Instructions)

14

OO

Comment for Type of Reporting Person: Row 13: Calculation of the percent is based on (i) 2,320,216 shares of Common Stock outstanding as of November 13, 2025, as reported in the Issuer's Form 10-Q filed on November 19, 2025; (ii) a warrant to purchase 7,800,000 shares of Common Stock at an exercise price equal to \$0.0000001 per share as reported in the Issuer's Current Report on Form 8-K filed January 23, 2026; (iii) 3,250,322 shares of Common Stock converted from the Issuer's Preferred Stock, as reported in the Issuer's Current Report on Form 8-K, filed January 23, 2026; and (iv) 4,510,968 shares of Common Stock issued by the Issuer on January 21, 2026 to investors not affiliated with the Reporting Person.

SCHEDULE 13D

CUSIP No. 51655R101

Name of reporting person

1

Vinod Khosla

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Number of

7

Sole Voting Power

Shares Beneficially Owned by Each Reporting Person With:

0.00	Shared Voting Power
8	
11,478,998.00	
0.00	Sole Dispositive Power
9	
0.00	Shared Dispositive Power
10	
11,478,998.00	

Aggregate amount beneficially owned by each reporting person

11,478,998.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)

64.2 %

Type of Reporting Person (See Instructions)

IN

Comment for Type of Reporting Person: Row 13: Calculation of the percent is based on (i) 2,320,216 shares of Common Stock outstanding as of November 13, 2025, as reported in the Issuer's Form 10-Q filed on November 19, 2025; (ii) a warrant to purchase 7,800,000 shares of Common Stock at an exercise price equal to \$0.0000001 per share as reported in the Issuer's Current Report on Form 8-K filed January 23, 2026; (iii) 3,250,322 shares of Common Stock converted from the Issuer's Preferred Stock, as reported in the Issuer's Current Report on Form 8-K, filed January 23, 2026; and (iv) 4,510,968 shares of Common Stock issued by the Issuer on January 21, 2026 to investors not affiliated with the Reporting Person.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, par value \$0.0000001 per share

Name of Issuer:

(b) LanzaTech Global, Inc.

Address of Issuer's Principal Executive Offices:

(c) 8045 Lamon Avenue, Suite 400, Skokie, ILLINOIS , 60077.

Item 1 Comment: This Amendment No. 2 ("Amendment No. 2") is filed by the undersigned Reporting Persons and amends the statement on Schedule 13D filed initially with the Securities and Exchange Commission (the "SEC") on February 8, 2023, with respect to the Common Stock of LanzaTech Global, Inc., a Delaware corporation (the "Issuer") and Amendment No. 1 to the Schedule 13D filed with the SEC on May 12, 2025 (collectively, the "Schedule 13D"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of Schedule 13D is supplemented as follows: On January 21, 2026, pursuant to the Second Amended and Restated Certificate of Designation of Series A Convertible Senior Preferred Stock (the "Second A&R CoD"), 20,000,000 shares of the Issuer's Preferred Stock were converted into an aggregate of 3,250,322 shares of Common Stock. Pursuant to the Purchase Agreement entered into on May 7, 2025 between the Issuer and LanzaTech Global SPV, LLC, an entity controlled by an existing investor (the "Preferred Stockholder") on January 21, 2026, the Issuer issued to the Preferred Stockholder a warrant to purchase 7,800,000 shares of Common Stock at an exercise price equal to \$0.0000001 per share (subject to adjustments in certain events) (the "Warrant").

Item 5. Interest in Securities of the Issuer

(a) Item 5(a) of Schedule 13D is supplemented as follows: The responses of the Reporting Persons to Rows 11 and 13 (including any related Comment) on the cover pages of this Amendment No. 2, as of January 29, 2026, are incorporated herein by reference. As of January 29, 2026, the Reporting Persons beneficially owned 11,478,998 shares of Common Stock in the aggregate (including 7,800,000 shares of Common Stock underlying a warrant to

purchase Common Stock), which represents approximately 64.2% of the shares of the Common Stock outstanding, calculated pursuant to Rule 13d-3 under the Exchange Act, based on (i) 2,320,216 shares of Common Stock outstanding as of November 13, 2025, as reported in the Issuer's Form 10-Q filed on November 19, 2025, inclusive of 428,676 shares of Common Stock beneficially owned by the Reporting Persons; (ii) a warrant to purchase 7,800,000 shares of Common Stock at an exercise price equal to \$0.0000001 per share as reported in the Issuer's Current Report on Form 8-K filed January 23, 2026; (iii) 3,250,322 shares of Common Stock converted from the Issuer's Preferred Stock; and (iv) 4,510,968 shares of Common Stock issued by the Issuer on January 21, 2026 to investors not affiliated with the Reporting Persons.

(b) Item 5(b) of Schedule 13D is supplemented as follows: The responses of the Reporting Persons to Rows 7, 8, 9, and 10 (including any related Comment) on the cover pages of this Amendment No. 2, as of January 29, 2026, are incorporated herein by reference.

(c) Item 5(c) of Schedule 13D is supplemented as follows: Except as set forth in this Amendment No. 2, none of the Reporting Persons, or, to the knowledge of the Reporting Persons, any other person named in Item 2 of the Schedule 13D, effected any transaction in the Common Stock in the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth in Item 4 of this Schedule 13D is incorporated by reference into this Item 6. The foregoing summaries of the Second Amended and Restated Certificate of Designation and Warrant to Purchase Shares of Common Stock (collectively, the "Transaction Documents") do not purport to be complete and are qualified in their entirety by reference to the full text of such Transaction Documents, copies of which are being filed as Exhibits 3.3 and 10.1 respectively, to this Amendment No. 2, and are incorporated by reference herein. The Transaction Documents are not intended to be a source of factual, business or operational information about the Company or its subsidiaries. The representations, warranties and covenants contained in the Transaction Documents were made only for purposes of such agreements and as of specific dates, were solely for the benefit of the parties to such agreements, and may be subject to limitations agreed upon by the parties, including being qualified by disclosures for the purpose of allocating contractual risk between the parties instead of establishing matters as facts; and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors or security holders. Accordingly, investors should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the parties.

Item 7. Material to be Filed as Exhibits.

Exhibit Number 3.3 Second Amended and Restated Certificate of Designation of Series A Convertible Senior Preferred Stock, dated January 21, 2026 (incorporated by reference to Exhibit 3.1 to the Issuer's Current Report on Form 8-K filed January 23, 2026). 10.1 Warrant to Purchase Shares of Common Stock, dated January 21, 2026 (incorporated by reference to Exhibit 10.2 of the Issuer's Current Report on Form 8-K filed January 23, 2026). 24.1 Power of Attorney (filed herewith)

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.

Khosla Ventures III, L.P.

Signature: By: Khosla Ventures Associates III, LLC, a Delaware limited liability company and general partner of Khosla Ventures III, L.P., /s/ John Demeter

Name/Title: John Demeter, as attorney-in-fact for Vinod Khosla, Managing Member

Date: 01/29/2026

Khosla Ventures Associates III, LLC

Signature: /s/ John Demeter

Name/Title: John Demeter, as attorney-in-fact for Vinod Khosla, Managing Member

Date: 01/29/2026

VK Services, LLC

Signature: /s/ John Demeter

Name/Title: John Demeter, as attorney-in-fact for Vinod Khosla, Managing Member

Date: 01/29/2026

Vinod Khosla

Signature: /s/ John Demeter

Name/Title: John Demeter, as attorney-in-fact for Vinod
Khosla

Date: 01/29/2026