SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

INNIO N.V.

(Name of Issuer)

Common shares, nominal value EUR 0.04 per share

(Title of Class of Securities)

(CUSIP Number)

06/30/2026

(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)

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Advent International, L.P.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially	5	Sole Voting Power 0.00

Owned by Each Reporting Person With:	6	Shared Voting Power 646,500,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 646,500,000.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 646,500,000.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11		Percent of class represented by amount in row (9) 86.20 %
12		Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: The reported percentage is calculated based on 750,000,000 common shares outstanding, as reported on the Issuer's prospectus pursuant to rule 424(b)(4) ("Prospectus") filed with the Securities and Exchange Commission ("SEC") on June 4, 2026.

SCHEDULE 13G

CUSIP No.

1		Names of Reporting Persons Advent International GP, LLC
2		Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)
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 0.00
	6	Shared Voting Power 646,500,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 646,500,000.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person 646,500,000.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

☐

11	Percent of class represented by amount in row (9) 86.20 %
12	Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: The reported percentage is calculated based on 750,000,000 common shares outstanding, as reported on the Issuer's Prospectus filed with the SEC on June 4, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons AI Alpine (Luxembourg) S.a.r.l.		
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)		
3	Sec Use Only		
4	Citizenship or Place of Organization LUXEMBOURG		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00	
	6	Shared Voting Power 646,500,000.00	
	7	Sole Dispositive Power 0.00	
	8	Shared Dispositive Power 646,500,000.00	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 646,500,000.00		
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐		
11	Percent of class represented by amount in row (9) 86.20 %		
12	Type of Reporting Person (See Instructions) OO		

Comment for Type of Reporting Person: The reported percentage is calculated based on 750,000,000 common shares outstanding, as reported on the Issuer's Prospectus filed with the SEC on June 4, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons AI Alpine Parent & Cy S.C.A.		
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)		
3	Sec Use Only		
4	Citizenship or Place of Organization LUXEMBOURG		
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00	
	6	Shared Voting Power 646,500,000.00	
	7	Sole Dispositive Power 0.00	
	8	Shared Dispositive Power 646,500,000.00	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 646,500,000.00		
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐		
11	Percent of class represented by amount in row (9) 86.20 %		
12	Type of Reporting Person (See Instructions) OO		

Comment for Type of Reporting Person: The reported percentage is calculated based on 750,000,000 common shares outstanding, as reported on the Issuer's Prospectus filed with the SEC on June 4, 2026.

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons Abu Dhabi Investment Authority		
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☑ (b)		
3	Sec Use Only		
4	Citizenship or Place of Organization UNITED ARAB EMIRATES		
Number of Shares Beneficially	5	Sole Voting Power 0.00	

Owned by Each Reporting Person With:	6	Shared Voting Power 646,500,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 646,500,000.00

9	Aggregate Amount Beneficially Owned by Each Reporting Person 646,500,000.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐
11	Percent of class represented by amount in row (9) 86.20 %
12	Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: The reported percentage is calculated based on 750,000,000 common shares outstanding, as reported on the Issuer's Prospectus filed with the SEC on June 4, 2026.

SCHEDULE 13G

Item 1.

(a) Name of issuer:

INNIO N.V.

(b) Address of issuer's principal executive offices:

Nymphenburger Strasse 5, 80335, Munich, Germany 00000

Item 2.

(a) Name of person filing:

This statement is being jointly filed by each of the persons below pursuant to Rule 13d-1(k) promulgated by the SEC pursuant to Section 13 of the Act, all of whom together are referred to herein as the "Reporting Persons": (i) Advent International, L.P., a Delaware limited partnership ("Advent LP"); (ii) Advent International GP, LLC, a Delaware limited liability company ("Advent GP," and together with Advent LP, "Advent"); (iii) AI Alpine (Luxembourg) S.a.r.l., a private limited liability company (societe a responsabilite limitee) incorporated under the laws of the Grand Duchy of Luxembourg ("AI Alpine"); (iv) AI Alpine Parent & Cy S.C.A., a partnership limited by shares (societe en commandite par actions) incorporated under the laws of the Grand Duchy of Luxembourg ("AI Alpine Parent"); and (v) Abu Dhabi Investment Authority, a public institution established by the Government of the Emirate of Abu Dhabi in 1976 as an independent investment institution ("ADIA").

(b) Address or principal business office or, if none, residence:

(i) The address of Advent is Prudential Tower, 800 Boylston Street, Boston, MA 02199. (ii) The address of AI Alpine and AI Alpine Parent is 2-4 Rue Beck, Luxembourg, Luxembourg L-1222. (iii) The address of ADIA is 211 Corniche Street, PO Box 3600, Abu Dhabi, United Arab Emirates.

(c) Citizenship:

See response to row 4 on each cover page hereto.

(d) Title of class of securities:

Common shares, nominal value EUR 0.04 per share

(e) CUSIP No.:

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:

(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 associations 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 of 1940 (15 U.S.C. 80a-3);
(j)	☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
(k)	☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

See response to row 9 on each cover page hereto. The reported securities are directly held by AI Alpine, which is indirectly controlled by AI Alpine Parent. 53.8% of the equity of AI Alpine Parent is indirectly held by various funds and accounts affiliated with Advent LP and its general partner, Advent GP, including Advent International GPE X Limited Partnership, Advent International GPE X-G Limited Partnership, and Advent International GPE X-A SCSp. The board of Advent GP appoints the investment committee of Advent LP (the "Investment Committee"), which Investment Committee has voting and investment power with respect to the securities directly held by AI Alpine. ADIA indirectly holds approximately 45.0% of the equity of AI Alpine Parent through Luxinva S.A., a wholly owned subsidiary of ADIA. Due to the terms of its relationship with AI Alpine Parent and such indirect holdings, ADIA may, for the purposes of and pursuant to the rules and regulations of the SEC, also be deemed to have beneficial ownership of the securities directly held by AI Alpine. ADIA is a public institution established by the Government of the Emirate of Abu Dhabi. Pursuant to Rule 13d-4 of the Act, the Reporting Persons declare that filing this statement shall not be construed as an admission that any of the Reporting Persons are beneficial owners of the reported securities, for the purposes of Section 13(d) and/or Section 13(g) of the Act.

(b) Percent of class:

See response to row 11 on each cover page hereto. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See response to row 5 on each cover page hereto.

(ii) Shared power to vote or to direct the vote:

See response to row 6 on each cover page hereto.

(iii) Sole power to dispose or to direct the disposition of:

See response to row 7 on each cover page hereto.

(iv) Shared power to dispose or to direct the disposition of:

See response to row 8 on each cover page hereto.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

The information set forth in Item 4(a) of this Schedule 13G is incorporated by reference into this Item 6.

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. Certifications:

Not Applicable

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.

Advent International, L.P.

Signature:	/s/ Neil Crawford
Name/Title:	Neil Crawford / Senior Director, Fund Administration of Advent International GP, LLC, its General Partner
Date:	08/13/2026

Advent International GP, LLC

Signature:	/s/ Neil Crawford
Name/Title:	Neil Crawford / Senior Director, Fund Administration
Date:	08/13/2026

AI Alpine (Luxembourg) S.a.r.l.

Signature:	/s/ Jean-Francois Jochum
Name/Title:	Jean-Francois Jochum / Manager of AI Alpine GP S.a r.l., as the Liquidator
Date:	08/13/2026
Signature:	/s/ Kremena Popova
Name/Title:	Kremena Popova / Manager of AI Alpine GP S.a r.l., as the Liquidator
Date:	08/13/2026

AI Alpine Parent & Cy S.C.A.

Signature:	/s/ Jean-Francois Jochum
Name/Title:	Jean-Francois Jochum / Manager of AI Alpine GP S.a r.l., as the Liquidator
Date:	08/13/2026
Signature:	/s/ Kremena Popova
Name/Title:	Kremena Popova / Manager of AI Alpine GP S.a r.l., as the Liquidator
Date:	08/13/2026

Abu Dhabi Investment Authority

Signature:	/s/ Ahmed AlNeyadi
Name/Title:	Ahmed AlNeyadi / Authorized Signatory
Date:	08/13/2026
Signature:	/s/ Saif Surour AlMashghouni
Name/Title:	Saif Surour AlMashghouni / Authorized Signatory
Date:	08/13/2026

Exhibit Information

99.1 Joint Filing Agreement, dated August 13, 2026

EXHIBIT 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each of the Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common shares, nominal value EUR 0.04 per share, of INNIO N.V., a public company with limited liability (*naamloze vennootschap*) under Dutch law, and that this agreement may be included as an exhibit to such joint filing.

Date: August 13, 2026

ADVENT INTERNATIONAL, L.P.

By: ADVENT INTERNATIONAL GP, LLC, GENERAL PARTNER

/s/ Neil Crawford
Name: Neil Crawford
Title: Senior Director, Fund Administration

ADVENT INTERNATIONAL GP, LLC

/s/ Neil Crawford
Name: Neil Crawford
Title: Senior Director, Fund Administration

AI ALPINE (LUXEMBOURG) S.A R.L.
AI ALPINE PARENT & CY S.C.A.

By: AI ALPINE GP S.A R.L., LIQUIDATOR

/s/ Jean-Francois Jochum
Name: Jean-Francois Jochum
Title: Manager

/s/ Kremena Popova
Name: Kremena Popova
Title: Manager

ABU DHABI INVESTMENT AUTHORITY

/s/ Ahmed AlNeyadi
Name: Ahmed AlNeyadi
Title: Authorized Signatory

/s/ Saif Surour AlMashghouni
Name: Saif Surour AlMashghouni
Title: Authorized Signatory