SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☑ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Ghaffarian Kamal Seyed

(Last) (First) (Middle)
5937 SUNNYSLOPE DRIVE

(Street)
NAPLES FL 34119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Intuitive Machines, Inc. [LUNR]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☑ 10% Owner
Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
☑ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/08/2026		M		94,606	A	(1)	3,589,374	I	See footnotes(2)(3)
Class C Common Stock	09/08/2026		D		94,606	D	(1)	34,125,934	I	See footnotes(2)(3)
Class A Common Stock	09/08/2026		S(4)		93,105	D	$15.3913(5)	3,496,270	I	See footnotes(2)(3)
Class A Common Stock	09/08/2026		S(4)		1,501	D	$15.7573(6)	3,494,768	I	See footnotes(2)(3)
Class A Common Stock	09/09/2026		M		1,698	A	(1)	3,496,466	I	See footnotes(2)(3)
Class C Common Stock	09/09/2026		D		1,698	D	(1)	34,124,236	I	See footnotes(2)(3)
Class A Common Stock	09/09/2026		S(4)		1,698	D	$16.0029(7)	3,494,768	I	See footnotes(2)(3)
Class A Common Stock								153,526	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units	(1)	09/08/2026		M			94,606	(1)	(1)	Class A Common Stock	94,606	(1)	34,125,934	I	See footnotes(2)(3)
Common Units	(1)	09/09/2026		M			1,698	(1)	(1)	Class A Common Stock	1,698	(1)	34,124,236	I	See footnotes(2)(3)

1. Name and Address of Reporting Person*
Ghaffarian Kamal Seyed

(Last) (First) (Middle)
5937 SUNNYSLOPE DRIVE

(Street)
NAPLES FL 34119

(City) (State) (Zip)
1. Name and Address of Reporting Person*   Ghaffarian Enterprises, LLC   (Last) (First) (Middle)   801 THOMPSON AVENUE   (Street)   ROCKVILLE MD 20852   (City) (State) (Zip)
1. Name and Address of Reporting Person*   GM Enterprises, LLC   (Last) (First) (Middle)   801 THOMPSON AVENUE   (Street)   ROCKVILLE MD 20852   (City) (State) (Zip)

Explanation of Responses:

1. The Common Units of Intuitive Machines, LLC may be redeemed for shares of the Issuer's Class A Common Stock on a one-to-one basis at the discretion of the holder. The Common Units do not expire. Upon the redemption of any Common Units, a number of shares of Class C Common Stock equal to the number of Common Units that are redeemed will automatically be cancelled for no consideration.

2. Following the transactions reported herein, represents (i) 2,241,121 Common Units and shares of Class C Common Stock held of record by GM Enterprises, LLC and (ii) (x) 31,883,115 Common Units and shares of Class C Common Stock and (y) 3,494,768 shares of Class A Common Stock held of record by Ghaffarian Enterprises, LLC.

3. Kamal Ghaffarian is the sole managing member of GM Enterprises, LLC and is the sole trustee of a revocable trust that is the sole member of Ghaffarian Enterprises, LLC. As a result, Dr. Ghaffarian may be deemed to share beneficial ownership of the securities reported herein, but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

4. The sales reported herein were effected pursuant to a Rule 10b5-1 plan adopted by Ghaffarian Enterprises, LLC on December 4, 2025.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $14.75 to $15.7467, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $15.75 to $15.78, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $16.00 to $16.01, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

** Signature of Reporting Person	Date
Kamal Ghaffarian, By: /s/ Anna Jones, Attorney-in-Fact	09/10/2026
Ghaffarian Enterprises, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Anna Jones, Attorney-in-Fact	09/10/2026
GM Enterprises, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Anna Jones, Attorney-in-Fact	09/10/2026

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 4 (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.