

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ghaffarian Kamal Seyed</u> <hr/> (Last) (First) (Middle) 5937 SUNNYSLOPE DRIVE <hr/> (Street) NAPLES FL 34119 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Intuitive Machines, Inc. [LUNR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 09/06/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 C Common Stock	09/06/2023		A ⁽¹⁾		268,824 ⁽²⁾	A	(1)	43,825,852	I	See footnotes ⁽³⁾⁽⁴⁾
Class A Common Stock	09/06/2023		A ⁽⁵⁾		64,328	A	(1)	43,890,180	I	See footnotes ⁽³⁾⁽⁴⁾

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)
						Date Exercisable	Expiration Date					

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)

 (Street)

 (City) (State) (Zip)

(Last)	(First)	(Middle)
801 THOMPSON AVENUE		
<hr/>		
(Street)		
ROCKVILLE	MD	20852
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[Intuitive Machines KG Parent, LLC](#)

(Last)	(First)	(Middle)
801 THOMPSON AVENUE		
<hr/>		
(Street)		
ROCKVILLE	MD	20852
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. Represents shares of Class C Common Stock acquired at par value pursuant to a subscription agreement, dated as of September 6, 2023, by and between Ghaffarian Enterprises, LLC ("GE LLC") and the Issuer (the "Issuer Subscription Agreement"). Concurrently with the acquisition of the shares of Class C Common Stock, GE LLC acquired 268,824 common units ("Common Units") of Intuitive Machines, LLC ("OpCo") at a subscription price of \$9.51 per common unit pursuant to a subscription agreement, dated as of September 6, 2023, by and between GE LLC and the Issuer (together with the Issuer Subscription Agreement, the "Subscription Agreements"). The acquisition of the shares of Class C Common Stock and Common Units pursuant to the Subscription Agreements was completed in connection with a tax distribution by the Issuer to the Reporting Persons to satisfy the Reporting Persons' tax liabilities pursuant to that certain Second Amended and Restated Limited Liability Company Agreement of OpCo.
2. 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.
3. Following the transactions reported herein, represents (i) 2,026,015 Common Units and shares of Class C Common Stock held of record by GM Enterprises, LLC, (ii) 1,393,824 Common Units and shares of Class C Common Stock held of record by Intuitive Machines KG Parent, LLC and (iii) (x) 40,406,013 Common Units and shares of Class C Common Stock and (y) 64,328 shares of Class A Common Stock held of record by GE LLC.
4. Kamal Ghaffarian is the sole trustee of a revocable trust, which is the sole member of each of GE LLC, GM Enterprises, LLC and Intuitive Machines KG Parent, 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.
5. Represents shares of Class A Common Stock acquired at a price per share of \$9.51 pursuant to the Issuer Subscription Agreement. The acquisition of the shares of Class A Common Stock pursuant to the Issuer Subscription Agreements was completed in connection with a tax distribution by the Issuer to the Reporting Persons to satisfy the Reporting Persons' tax liabilities pursuant to that certain Second Amended and Restated Limited Liability Company Agreement of OpCo.

Remarks:

Exhibit 24 - Power of Attorney.

[Kamal Ghaffarian, By: /s/ Steven Vontur, Attorney-in-Fact](#) [09/07/2023](#)

[Ghaffarian Enterprises, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Steven Vontur, Attorney-in-Fact](#) [09/07/2023](#)

[GM Enterprises, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Steven Vontur, Attorney-in-Fact](#) [09/07/2023](#)

[Intuitive Machines KG Parent, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Steven Vontur, Attorney-in-Fact](#) [09/07/2023](#)

** Signature of Reporting Person Date

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.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Intuitive Machines, Inc. (the "**Company**"), the undersigned hereby constitutes and appoints the individuals named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "**SEC**") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, 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 each 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 and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact 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 attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of January, 2023.

/s/ Kamal Ghaffarian

Print Name: Dr. Kamal Ghaffarian

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Stephen Altemus
 2. Erik Sallee
 3. Steven Vontur
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