

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>KINGSTOWN CAPITAL MANAGEMENT L.P.</u> (Last) (First) (Middle) C/O KINGSTOWN CAPITAL MANAGEMENT L.P. 167 MADISON AVENUE, SUITE 205 #1033 (Street) NEW YORK NY 10016 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 07/14/2023	
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			

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					
Warrants to purchase Class A Common Stock	\$11.5	07/14/2023		j ⁽¹⁾			6,845,000	03/15/2023	02/13/2028	Class A Common Stock, par value \$0.0001 per share	\$0	0	I	By Inflection Point Holdings LLC ⁽²⁾⁽⁴⁾
Warrants to purchase Class A Common Stock	\$11.5	07/14/2023		j ⁽¹⁾		1,768,750		03/15/2023	02/13/2028	Class A Common Stock, par value \$0.0001 per share	\$0	1,768,750	I	By Kingstown 1740 Fund L.P. ⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person*
KINGSTOWN CAPITAL MANAGEMENT L.P.
 (Last) (First) (Middle)
 C/O KINGSTOWN CAPITAL MANAGEMENT L.P.
 167 MADISON AVENUE, SUITE 205 #1033
 (Street)
 NEW YORK NY 10016
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KINGSTOWN MANAGEMENT GP LLC
 (Last) (First) (Middle)
 C/O KINGSTOWN CAPITAL MANAGEMENT L.P.
 167 MADISON AVENUE, SUITE 205 #1033
 (Street)
 NEW YORK NY 10016
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Inflection Point Holdings LLC
 (Last) (First) (Middle)
 C/O KINGSTOWN CAPITAL MANAGEMENT L.P.
 167 MADISON AVENUE, SUITE 205 #1033
 (Street)

NEW YORK NY 10016

(City) (State) (Zip)

Explanation of Responses:

1. On July 14, 2023, 2023, Inflection Point Holdings LLC (the "Sponsor") distributed an aggregate of 6,845,000 private placement warrants consisting of (i) 2,538,125 private placement warrants distributed to Michael Blitzer, (ii) 2,538,125 private placement warrants distributed to Guy Shanon and (iii) 1,768,750 private placement warrants distributed to Kingstown 1740 Fund L.P. ("Kingstown 1740"), in each case as a pro rata distribution for no consideration in accordance with the terms of the Sponsor's limited liability company agreement.
2. The Sponsor was the holder of such securities prior to their distribution. Kingstown Capital Management, L.P. ("KCM") is the manager of the Sponsor and shares voting and investment discretion with respect to the securities held by the Sponsor. Kingstown Management GP LLC ("KMGP") is the general partner of KCM and shares voting and investment discretion with respect to the securities held by the Sponsor. Michael Blitzer and Guy Shanon are the Managing Members of KMGP and share voting and investment discretion with respect to the securities held by the Sponsor.
3. Kingstown 1740 is the holder of the securities reported. KCM is the investment manager of Kingstown 1740 and shares voting and investment discretion with respect to the securities held by Kingstown 1740. KMGP is the general partner of KCM and shares voting and investment discretion with respect to the securities held by Kingstown 1740. Kingstown Capital Partners LLC ("KCP") and shares voting and investment discretion with respect to the securities held by Kingstown 1740 is the general partner of Kingstown 1740. Michael Blitzer and Guy Shanon are the Managing Members of KMGP and KCP and share voting and investment discretion with respect to the securities held by Kingstown 1740.
4. Mr. Blitzer, Mr. Shanon, KCP and Kingstown 1740 are filing separate Form 4s in connection with the transactions described herein. Each of the Sponsor, KMGP, KCM, Mr. Blitzer and Mr. Shanon disclaims any beneficial ownership of the securities held by the Sponsor other than to the extent of any pecuniary interest it or he, as applicable, may have therein, directly or indirectly. Each of KCM, KMGP, KCP, Mr. Blitzer and Mr. Shanon disclaims any beneficial ownership of the securities held by Kingstown 1740 other than to the extent of any pecuniary interest it or he, as applicable, may have therein, directly or indirectly.

Remarks:

The Sponsor, KCM and KMGP may be deemed directors by deputization by virtue of their representation on the board of directors of the Issuer. Michael Blitzer is a member of the board of directors of the Issuer. See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the Reporting Persons to the Issuer.

/s/ Michael Blitzer, By:
Kingstown Management GP,
LLC its general partner, By: 07/18/2023
Michael Blitzer, its Managing
Member, for Kingstown Capital
Management L.P.
/s/ Michael Blitzer, By: Michael
Blitzer, its Managing Member, 07/18/2023
for Kingstown Management GP
LLC
/s/ Michael Blitzer, By:
Kingstown Capital Management
L.P., By: Kingstown
Management GP, LLC its general 07/18/2023
partner, By: Michael Blitzer, its
Managing Member, for Inflection
Point Holdings LLC.

** 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.

Joint Filer Information

Name of Joint Filer:	Kingstown Capital Management L.P.
Address of Joint Filer:	167 Madison Avenue, Suite 205 #1033 New York, NY 10016
Relationship of Joint Filer to Issuer:	10% Owner, Director by deputization
Issuer Name and Ticker or Trading Symbol:	Intuitive Machines, Inc. [LUNR]
Date of Event Requiring Statement: (Month/Day/Year):	07/14/2023
Name of Joint Filer:	Kingstown Management GP LLC
Address of Joint Filer:	c/o Kingstown Capital Management, L.P. 167 Madison Avenue, Suite 205 #1033 New York, NY 10016
Relationship of Joint Filer to Issuer:	10% Owner, Director by deputization
Issuer Name and Ticker or Trading Symbol:	Intuitive Machines, Inc. [LUNR]
Date of Event Requiring Statement: (Month/Day/Year):	07/14/2023
Name of Joint Filer:	Inflection Point Holdings LLC
Address of Joint Filer:	c/o Kingstown Capital Management, L.P. 167 Madison Avenue, Suite 205 #1033 New York, NY 10016
Relationship of Joint Filer to Issuer:	10% Owner, Director by deputization
Issuer Name and Ticker or Trading Symbol:	Intuitive Machines, Inc. [LUNR]
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