FORM 3

1. Name and Address of Reporting Person*

<u>Ghaffarian Enterprises, LLC</u>

801 THOMPSON AVENUE

ROCKVILLE, MD

(First)

(Middle)

20852

(Last)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

						16(a) of the Securities the Investment Compa			934				
1. Name and Ghaffaria	•	Requi	2. Date of Event Requiring Statement (Month/Day/Year) 02/14/2023		3. Issuer Name and Ticker or Trading Symbol Intuitive Machines, Inc. [LUNR]								
(Last) (First) (Middle)			02/14	02/14/2023		Relationship of Reporting Person(s) to Issuer (Check all applicable)					5. If Amendment, Date of Original Filed (Month/Day/Year)		
5937 SUNNYSLOPE DRIVE (Street)						X Director X 10% Owner X Officer (give title below) Other (specify below)					Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person		
NAPLES (City)	FL (State)	34119 (Zip)				Executive Chairman				X	X Form filed by More than One Reporting Person		
			Table I -	Non-Der	rivat	tive Securities B	enefic	ially Ov	vned	-			
1. Title of Security (Instr. 4)						2. Amount of Securit Beneficially Owned (4)					4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Class C Common Stock						42,015,518(1))	I		See footnotes ⁽²⁾⁽³⁾			
		(e Securities Ben ants, options, co)			
(4) Ex			Expiration D			Title and Amount of Securities nderlying Derivative Security (Instr.			4. Conversion or Exercise Price of		5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date		itle	Amour Number Shares	er of	Deriva Securi	tive	or Indirect (I) (Instr. 5)	3,	
Common Units			(4)	4) (4)		Class A Common Stock	48,181,559(5)		(4)		I	See footnote ⁽²⁾⁽³⁾	
Series A Preferred Stock			(6)	(6)		class A Common Stock 416,66		5,667	(6)		I	See footnote ⁽³⁾⁽⁷⁾	
Warrants			02/13/2023 ⁽⁸⁾	02/13/2028		Class A Common Stock	104,167		15		I	See footnote ⁽³⁾⁽⁷⁾	
	Address of Repo an Kamal Se	-	n [*]										
(Last) 5937 SUN	(First) NYSLOPE DF	RIVE	(Middle)										
(Street) NAPLES	FL		34119										
(City)	(State)		(Zip)										

(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* GM Enterprises, LLC								
	t) (First) (Middle) THOMPSON AVENUE							
(Street) ROCKVILLE,	MD	20852						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* <u>Intuitive Machines KG Parent, LLC</u>								
(Last) 801 THOMPSO	(First) N AVENUE	(Middle)						
(Street) ROCKVILLE,	MD	20852						
(City)	(State)	(Zip)						

Explanation of Responses:

- 1. 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. Represents (i) 1,954,313 Common Units and shares of Class C Common Stock held of record by GM Enterprises, LLC, (ii) 1,344,496 Common Units and shares of Class C Common Stock held of record by Intuitive Machines KG Parent, LLC and (iii) 38,716,709 Common Units and shares of Class C Common Stock held of record by Ghaffarian Enterprises, LLC.
- 3. Kamal Ghaffarian is the sole trustee of a revocable trust, which is the sole member of each of Ghaffarian Enterprises, 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.
- 4. Includes (i) 286,808 earn out units held of record by GM Enterprises, LLC, (ii) 197,313 earn out units held of record by Intuitive Machines KG Parent, LLC and (iii) 5,681,920 earn out units held of record by Ghaffarian Enterprises, LLC, each of which is subject to forfeiture provisions described in that certain Business Combination Agreement, dated September 16, 2022, by and between Inflection Point Acquisition Corp. and Intuitive Machines, LLC.
- 5. 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.
- 6. The Series A Preferred Stock may be converted at the holder's option into shares of the Issuer's Class A Common Stock on a 1-to-83.3333 basis and only to the extent that doing so would not result in the holder becoming the beneficial owner of more than 9.99% of the then-outstanding Class A Common Stock, in accordance with the terms of the Certificate of Designation governing the Series A Preferred Stock.
- 7. Securities held of record by Ghaffarian Enterprises, LLC.
- 8. The holder of the Warrants may exercise such Warrants only to the extent that doing so would not result in the holder becoming the beneficial owner of more than 9.99% of the then-outstanding Class A Common Stock, in accordance with the terms of the Class A Common Stock Purchase Warrant.

Remarks:

Exhibit 24 - Power of Attorney.

Kamal Ghaffarian, By: /s/ Steven Vontur, Attorney-02/14/2023 in-Fact Ghaffarian Enterprises, LLC, By: Kamal Ghaffarian, trustee of its 02/14/2023 sole member, By: /s/ Steven Vontur, Attorneyin-Fact GM Enterprises, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ 02/14/2023 Steven Vontur, Attorneyin-Fact Intuitive Machines KG Parent, LLC, By: Kamal Ghaffarian, trustee of its 02/14/2023 sole member, By: /s/ Steven Vontur, Attorney-** Signature of Reporting 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 5 (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

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 <u>Schedule A</u> 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