

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Ghaffarian Kamal Seyed</u> _____ (Last) (First) (Middle) 5937 SUNNYSLOPE DRIVE _____ (Street) NAPLES, FL 34119 _____ (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2024	
	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 A Common Stock	01/29/2024		A		3,487,278	A	(1)	3,551,606	I	See footnotes ⁽²⁾⁽³⁾
Class A Common Stock								67,434	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
Series A Warrant	\$2.57	01/29/2024		A		4,150,780		(1)	01/29/2029	See Footnote ⁽¹⁾	4,150,780	(1)	4,150,780	I	See footnotes ⁽²⁾⁽³⁾
Series B Warrant	\$2.57	01/29/2024		A		4,150,780		(1)	07/29/2025	See Footnote ⁽¹⁾	4,150,780	(1)	4,150,780	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)

1. Name and Address of Reporting Person*

[Intuitive Machines KG Parent, LLC](#)

(Last) (First) (Middle)
[801 THOMPSON AVENUE](#)

(Street)
[ROCKVILLE, MD 20852](#)

(City) (State) (Zip)

Explanation of Responses:

1. On January 29, 2024, Ghaffarian Enterprises, LLC contributed \$10.0 million to the Issuer for the purposes of satisfying certain repayment obligations of the Issuer and Intuitive Machines, LLC, and in exchange the Issuer issued the Class A Common Stock and Series A and Series B warrants reported herein to Ghaffarian Enterprises, LLC. The warrants are exercisable for, at the holder's election, (i) shares of Class A Common Stock, (ii) shares Class C Common Stock and an equal number of Common Units of Intuitive Machines, LLC, or (iii) a combination of Class A shares and Class C shares and Common Units. The warrants are immediately exercisable.

2. The securities reported herein as indirectly owned are held 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.

[Kamal Ghaffarian, By: /s/ Steven Vontur, Attorney-in-Fact](#) [01/31/2024](#)

[Ghaffarian Enterprises, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Steven Vontur, Attorney-in-Fact](#) [01/31/2024](#)

[GM Enterprises, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Steven Vontur, Attorney-in-Fact](#) [01/31/2024](#)

[Intuitive Machines KG Parent, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Steven Vontur, Attorney-in-Fact](#) [01/31/2024](#)

** 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.