

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>Crain Timothy Price II</u>	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technoloy Officer</u>
(Last) (First) (Middle) <u>3700 BAY AREA BLVD.</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2023</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street) <u>HOUSTON TX 77058</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	
(City) (State) (Zip)	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	02/13/2023		A ⁽¹⁾		10,129,804 ⁽²⁾	A	(1)	10,129,804	D	
Class C Common Stock	04/28/2023		J ⁽³⁾		371,653 ⁽²⁾	A	(3)	10,501,457	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	(4)	02/13/2023		A ⁽¹⁾	11,616,416	(4) (4)	Class A Common Stock 11,616,416 ⁽⁵⁾	(1)	11,616,416	D	

Explanation of Responses:

1. Represents securities received as part of the Issuer's business combination, in connection with that certain Business Combination Agreement, dated September 16, 2022 (the "Business Combination Agreement"), by and between the Issuer (formerly, Inflection Point Acquisition Corp.) and Intuitive Machines, LLC, pursuant to which the Issuer acquired registered equity securities, became the managing member of Intuitive Machines, LLC, and issued voting equity securities without economic rights to the existing members of Intuitive Machines, LLC. These securities were previously reported on a Form 3 filed by the Reporting Person.
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. Represents shares of Class C Common Stock acquired at par value in connection with vesting of earn out units.
4. 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.
5. Includes 1,114,959 earn out units subject to forfeiture provisions described in the Business Combination Agreement.

/s/ Steven Vontur, Attorney-in-Fact 05/02/2023

** 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.