

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>			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) <b>Executive Chairman</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2023</u>					
<u>5937 SUNNYSLOPE DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
<u>NAPLES</u>	<u>FL</u>	<u>34119</u>						
(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 <sup>(1)</sup>		42,015,518 <sup>(2)</sup>	A	(1)	42,015,518	I	See footnotes <sup>(3)(4)</sup>
Class C Common Stock	04/28/2023		J <sup>(5)</sup>		1,541,510 <sup>(2)</sup>	A	(5)	43,557,028	I	See footnotes <sup>(3)(4)</sup>

**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	(6)	02/13/2023		A <sup>(1)</sup>		48,181,559		(6)	(6)	Class A Common Stock	48,181,559 <sup>(7)</sup>	(1)	48,181,559	I	See footnotes <sup>(3)(4)</sup>
Series A Preferred Stock	(8)	02/13/2023		A <sup>(9)</sup>		5,000		(8)	(8)	Class A Common Stock	416,667	(9)	5,000	I	See footnotes <sup>(4)(10)</sup>
Warrants	\$15	02/13/2023		A <sup>(9)</sup>		104,167		02/13/2023 <sup>(11)</sup>	02/13/2028	Class A Common Stock	104,167	(9)	104,167	I	See footnotes <sup>(4)(10)</sup>

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)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Intuitive Machines KG Parent, LLC</a>		
(Last)	(First)	(Middle)
801 THOMPSON AVENUE		
(Street)		
ROCKVILLE	MD	20852
(City)	(State)	(Zip)

**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 (the "Business Combination"). These securities were previously reported on a Form 3 filed by the Reporting Persons.
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) 40,137,189 Common Units and shares of Class C Common Stock held of record by Ghaffarian Enterprises, LLC.
4. 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.
5. Represents shares of Class C Common Stock acquired at par value in connection with vesting of earn out units.
6. 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.
7. Includes (i) 215,106 earn out units held of record by GM Enterprises, LLC, (ii) 147,985 earn out units held of record by Intuitive Machines KG Parent, LLC and (iii) 4,261,440 earn out units held of record by Ghaffarian Enterprises, LLC, each of which is subject to forfeiture provisions described in the Business Combination Agreement.
8. 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.
9. Represents a combination of Series A Preferred Stock and Warrants purchased for aggregate consideration of \$5 million, pursuant to a private placement in connection with the consummation of the Business Combination. These securities were previously reported on a Form 3 filed by the Reporting Persons.
10. Represents securities held of record by Ghaffarian Enterprises, LLC.
11. 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.

[Kamal Ghaffarian, By: /s/ Steven Vontur, Attorney-in-Fact](#) [05/02/2023](#)  
[Ghaffarian Enterprises, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Steven Vontur, Attorney-in-Fact](#) [05/02/2023](#)  
[GM Enterprises, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /s/ Steven Vontur, Attorney-in-Fact](#) [05/02/2023](#)  
[Intuitive Machines KG Parent, LLC, By: Kamal Ghaffarian, trustee of its sole member, By: /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.**