
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 11)*

Intuitive Machines, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

(CUSIP Number)

Kamal Seyed Ghaffarian
5937 Sunnyslope Drive,
Naples, FL, 34119
(301) 486-3150

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

06/29/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

Name of reporting person

1 Kamal Seyed Ghaffarian

2 Check the appropriate box if a member of a Group (See Instructions)

	☐ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	UNITED STATES
	Sole Voting Power
7	146,092.00
Number of	Shared Voting Power
Shares	
Beneficially	8 38,282,944.00
Owned by	Sole Dispositive Power
Each	
Reporting	9 146,092.00
Person	Shared Dispositive Power
With:	
	10 38,282,944.00
	Aggregate amount beneficially owned by each reporting person
11	38,429,036.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	19.7 %
	Type of Reporting Person (See Instructions)
14	IN

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	Ghaffarian Enterprises, LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	MARYLAND
Number of	7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	36,041,823.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	36,041,823.00
	Aggregate amount beneficially owned by each reporting person
11	36,041,823.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	18.7 %
	Type of Reporting Person (See Instructions)
14	OO

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	GM Enterprises, LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☐ (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	0.00
	Shared Voting Power
Number of	8
Shares	2,241,121.00
Beneficially	Sole Dispositive Power
Owned by	9
Each	0.00
Reporting	Shared Dispositive Power
Person	10
With:	2,241,121.00
	Aggregate amount beneficially owned by each reporting person
11	

2,241,121.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

1.4 %

Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Class A Common Stock

Name of Issuer:

(b)

Intuitive Machines, Inc.

Address of Issuer's Principal Executive Offices:

(c)

13467 Columbia Shuttle Street, Houston, TEXAS , 77059.

Item 1 This Amendment No. 11 to Schedule 13D (this "Amendment No. 11") amends and supplements the statement on
Comment: Schedule 13D filed with the United States Securities and Exchange Commission on February 8, 2024 (as amended to date, the "Schedule 13D"), relating to the Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), of Intuitive Machines, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety with the following: The following sets forth, as of the date of this Schedule 13D, the aggregate number of shares of Class A Common Stock and percentage of Class A Common Stock beneficially owned by each of the Reporting Persons based on 160,452,309 shares of Class A Common Stock outstanding as of May 7, 2026, as disclosed in the Issuer's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on May 15, 2026. Kamal Seyed Ghaffarian Amount beneficially owned: 38,429,036 Percent of Class: 19.7% Ghaffarian Enterprises, LLC Amount beneficially owned: 36,041,823 Percent of Class: 18.7% GM Enterprises, LLC Amount beneficially owned: 2,241,121 Percent of Class: 1.4%

Kamal Seyed Ghaffarian Sole Voting Power: 146,092 Shared Voting Power: 38,282,944 Sole Dispositive Power: 146,092 Shared Dispositive Power: 38,282,944 Ghaffarian Enterprises, LLC Sole Voting Power: 0 Shared Voting Power: 36,041,823 Sole Dispositive Power: 0 Shared Dispositive Power: 36,041,823 GM Enterprises, LLC Sole Voting Power: 0 Shared Voting Power: 2,241,121 Sole Dispositive Power: 0 Shared Dispositive Power: 2,241,121

(b) The securities reported herein include (i) 34,788,176 Common Units, which may be redeemed for shares of Class A Common Stock on a one-to-one basis, of which 32,547,055 Common Units are held by Ghaffarian Enterprises, LLC and 2,241,121 Common Units are held by GM Enterprises, LLC; (ii) 3,494,768 shares of Class A Common Stock held directly by Ghaffarian Enterprises, LLC; and (iii) 146,092 shares of Class A Common Stock held directly by Dr. Ghaffarian. Dr. Ghaffarian is the sole managing member of GM Enterprises, LLC and is the sole trustee of a revocable trust that is the sole member of Ghaffarian Enterprises, LLC. As a result, Dr. Ghaffarian may be deemed to share beneficial ownership of the securities reported herein, but disclaims beneficial ownership.

(c) In the last 60 days, Ghaffarian Enterprises, LLC sold an aggregate of 709,545 shares of Class A Common Stock in open market transactions on the Nasdaq Stock Market pursuant to the Rule 10b5-1 trading plan adopted on December 4, 2025. Details by date, listing the number of shares of Class A Common Stock disposed of pursuant to the 10b5-1 trading plan and the weighted average price per share, are provided in Annex A. The Reporting Persons undertake to provide, upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for each transaction.

(d) None.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Kamal Seyed Ghaffarian

Signature: /s/ Kamal Seyed Ghaffarian

Name/Title: Kamal Seyed Ghaffarian

Date: 07/01/2026

Ghaffarian Enterprises, LLC

Signature: /s/ Kamal Seyed Ghaffarian

Name/Title: Kamal Seyed Ghaffarian/Trustee of the Sole
Member

Date: 07/01/2026

GM Enterprises, LLC

Signature: /s/ Kamal Seyed Ghaffarian

Name/Title: Kamal Seyed Ghaffarian/Trustee of the Sole
Managing Member

Date: 07/01/2026

Date	Aggregate Number of Shares	Weighted Average Price Per Share
05/04/2026	141,909	92,739 at \$24.999; 49,170 at \$25.4056
05/18/2026	141,909	71,988 at \$33.2734; 34,459 at \$34.0914; 13,371 at \$35.0628; 7,889 at \$36.3316; 7,051 at \$37.3396; 7,151 at \$37.9907
06/01/2026	141,909	84,411 at \$38.5046; 37,997 at \$39.0917; 8,301 at \$40.2487; 7,193 at \$41.2591; 3,007 at \$42.3506; 1,000 at \$43.032
06/15/2026	141,909	121,809 at \$26.0322; 19,334 at \$26.857; 766 at \$27.7482
06/29/2026	141,909	94,899 at \$20.2426; 47,010 at \$20.8018