

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>KINGSTOWN CAPITAL MANAGEMENT L.P.</u> (Last) (First) (Middle) 167 MADISON AVENUE, SUITE 205 #1033 (Street) NEW YORK NY 10016 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2023	
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	08/14/2023		J ⁽¹⁾⁽³⁾	V	8,243,750	D	⁽¹⁾	0	I	By Inflection Point Holdings LLC ⁽¹⁾⁽²⁾⁽⁵⁾
Class A Common Stock								1,585,904 ⁽³⁾	I	By fund ⁽⁴⁾⁽⁵⁾

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					
Warrants to purchase Class A Common Stock	\$11.5							03/15/2023	02/13/2028	Class A Common Stock, par value \$0.0001 per share	3,128,750 ⁽⁶⁾	3,128,750 ⁽⁶⁾	I	By Fund ⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person*
KINGSTOWN CAPITAL MANAGEMENT L.P.
 (Last) (First) (Middle)
 167 MADISON AVENUE,
 SUITE 205 #1033
 (Street)
 NEW YORK NY 10016
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KINGSTOWN MANAGEMENT GP LLC
 (Last) (First) (Middle)
 C/O KINGSTOWN CAPITAL MANAGEMENT L.P.
 167 MADISON AVENUE, SUITE 205 #1033
 (Street)
 NEW YORK NY 10016
 (City) (State) (Zip)

Explanation of Responses:

1. On August 14, 2023, Inflection Point Holdings LLC (the "Sponsor") distributed an aggregate of 8,243,750 shares of Class A common stock of the Issuer to its members, in a pro rata distribution for no consideration in accordance with the terms of the Sponsor's limited liability company agreement.
2. The Sponsor was the holder of such securities prior to their distribution. Kingstown Capital Management, L.P. ("KCM") is the manager of the Sponsor and shared voting and investment discretion with respect to the securities held by the Sponsor. Kingstown Management GP LLC ("KMGP") is the general partner of KCM and shared voting and investment discretion with respect to the securities held by the Sponsor. Guy Shanon is a Managing Member of KMGP and shared voting and investment discretion with respect to the securities formerly held by the Sponsor.
3. Under Rule 16a-9 promulgated under the Exchange Act, as a pro rata distribution, and/or under Rule 16a-13 promulgated under the Exchange Act, as a change in form of beneficial ownership, the reported distribution by the Sponsor to its members and the receipt of securities by the fund that holds the reported securities from the Sponsor, were exempt from Section 16 of the Exchange Act.
4. KCM is the investment manager of the fund that holds the reported securities and shares voting and investment discretion with respect to the reported securities. KMGP is the general partner of KCM and shares voting and investment discretion with respect to the reported securities. Kingstown Capital Partners LLC ("KCP") is the general partner of the fund that holds the reported securities and shares voting and investment discretion with respect to the reported securities. Mr. Shanon is a Managing Member of KMGP and KCP and shares voting and investment discretion with respect to the reported securities.
5. To the extent required, the other persons and entities described herein are filing separate Form 4s in connection with the transactions described herein. Each of KCM, KMGP, KCP and Mr. Shanon disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest it or he, as applicable, may have therein, directly or indirectly.
6. The reported holdings (which are reported herein on a voluntary basis) are excluded from the Reporting Person's beneficial ownership as calculated in accordance with Rule 13d-3 under the Exchange Act due to the effect of a warrant exercise blocker provision, but included in the Reporting Person's beneficial ownership as calculated in accordance with Rule 16a-1(a)(2) under the Exchange Act. Pursuant to the terms of the warrant agreement, the fund that holds the reported securities has opted for a 4.9% beneficial ownership blocker, pursuant to which it may not exercise its warrants for shares of Class A common stock to the extent that, upon giving effect to such exercise, the fund (together with its affiliates and any persons acting as a group together with the fund or its affiliates) would beneficially own greater than 4.9% of the Issuer's Class A common stock as calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

Remarks:

In prior reports, KCM and KMGP reported that they may be deemed directors by deputization by virtue of their representation on the board of directors of the Issuer due to Michael Blitzer's service on the board of directors of the Issuer. On August 14, 2023, Mr. Blitzer relinquished voting power and dispositive power over securities of the Issuer held by entities managed or controlled by KCM, KMGP and/or KCP. Information barriers were erected to prevent Mr. Blitzer from sharing inside information with KCM, KMGP, KCP, Mr. Shanon or the funds managed or controlled by any of them. Accordingly, KCM and KMGP no longer have representation on the board of directors of the Issuer and, therefore, are no longer deemed directors by deputization. See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the Reporting Persons to the Issuer.

/s/ Guy Shanon, By: Kingstown
Management GP, LLC its
general partner, By: Guy
Shanon, its Managing Member, 08/16/2023
for Kingstown Capital
Management L.P.
/s/ Guy Shanon, By: Guy
Shanon, its Managing Member, 08/16/2023
for Kingstown Management GP
LLC

** 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.

Joint Filer Information

Name of Joint Filer:	Kingstown Capital Management L.P.
Address of Joint Filer:	167 Madison Avenue, Suite 205 #1033 New York, NY 10016
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Intuitive Machines, Inc. [LUNR]
Date of Event Requiring Statement: (Month/Day/Year):	08/14/2023
Name of Joint Filer:	Kingstown Management GP LLC
Address of Joint Filer:	c/o Kingstown Capital Management, L.P. 167 Madison Avenue, Suite 205 #1033 New York, NY 10016
Relationship of Joint Filer to Issuer:	10% Owner
Issuer Name and Ticker or Trading Symbol:	Intuitive Machines, Inc. [LUNR]
Date of Event Requiring Statement: (Month/Day/Year):	08/14/2023