

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>SHANON GUY</u> (Last) (First) (Middle) <u>C/O KINGSTOWN CAPITAL MANAGEMENT L.P.</u> <u>167 MADISON AVENUE, SUITE 205 #1033</u> (Street) <u>NEW YORK NY 10016</u> (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) <u>07/14/2023</u>	
	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			

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	07/14/2023		J ⁽¹⁾⁽⁵⁾		6,845,000		03/15/2023	02/13/2028	Class A Common Stock, par value \$0.0001 per share	(1)	0	I ⁽²⁾	By Inflection Point Holdings LLC ⁽²⁾⁽³⁾⁽⁴⁾
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		2,538,125 ⁽¹⁾⁽⁵⁾	D ⁽²⁾	
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		3,218,750 ⁽¹⁾⁽⁵⁾	I	By Kingstown 1740 Fund L.P. ⁽²⁾⁽³⁾⁽⁴⁾

Explanation of Responses:

- On July 14, 2023, 2023, Inflection Point Holdings LLC (the "Sponsor") distributed an aggregate of 6,845,000 private placement warrants consisting of (i) 2,538,125 private placement warrants distributed to Michael Blitzer, (ii) 2,538,125 private placement warrants distributed to Guy Shanon and (iii) 1,768,750 private placement warrants distributed to Kingstown 1740 Fund L.P. ("Kingstown 1740"), in each case as a pro rata distribution for no consideration in accordance with the terms of the Sponsor's limited liability company agreement.
- 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 shares 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 shares voting and investment discretion with respect to the securities held by the Sponsor. Michael Blitzer and Guy Shanon are the Managing Members of KMGP and share voting and investment discretion with respect to the securities held by the Sponsor.
- Kingstown 1740 is the holder of the securities reported. KCM is the investment manager of Kingstown 1740 and shares voting and investment discretion with respect to the securities held by Kingstown 1740. KMGP is the general partner of KCM and shares voting and investment discretion with respect to the securities held by Kingstown 1740. Kingstown Capital Partners LLC ("KCP") is the general partner of Kingstown 1740. Mr. Blitzer and Mr. Shanon are the Managing Members of KMGP and share voting and investment discretion with respect to the securities held by Kingstown 1740.
- KCM, KMGP, the Sponsor, Mr. Blitzer, KCP and Kingstown 1740 are filing separate Form 4s in connection with the transactions described herein. Each of KMGP, KCM, Mr. Blitzer and Mr. Shanon disclaims any beneficial ownership of the securities held by the Sponsor other than to the extent of any pecuniary interest it or he, as applicable, may have therein, directly or indirectly. Each of KCM, KMGP, KCP, Mr. Blitzer and Mr. Shanon disclaims any beneficial ownership of the securities held by Kingstown 1740 other than to the extent of any pecuniary interest it or he, as applicable, may have therein, directly or indirectly.
- Under Rule 16a-13 promulgated under the Securities Exchange Act of 1934, as a change in form of beneficial ownership, the reported distribution by the Sponsor (as it relates to Mr. Shanon's deemed beneficial ownership of the securities held by the Sponsor) to its members and the reported acquisition by Mr. Shanon from the Sponsor, were exempt from Section 16 of the Securities Exchange Act of 1934.

/s/ Guy Shanon 07/18/2023
 ** 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.

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