

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* BLITZER MICHAEL			2. Issuer Name and Ticker or Trading Symbol Intuitive Machines, Inc. [LUNR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2023			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O INTUITIVE MACHINES, INC. 3700 BAY AREA BLVD., SUITE 600			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.		
(Street)	(City)	(State)	(Zip)					
HOUSTON	TX		77058					

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⁾⁽²⁾	V	8,243,750	D	⁽¹⁾⁽²⁾	0	I	By Inflexion Point Holdings LLC ⁽¹⁾⁽²⁾⁽⁵⁾
Class A Common Stock	08/14/2023		J ⁽³⁾⁽⁴⁾	V	1,150,000	D	⁽³⁾⁽⁴⁾	0	I	By fund ⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock								1,680,994 ⁽⁶⁾⁽⁷⁾	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				
Warrants to purchase Class A Common Stock	\$11.5	08/14/2023		J ⁽³⁾⁽⁴⁾	V		3,218,750 ⁽³⁾⁽⁴⁾	03/15/2023	02/13/2028	Class A Common Stock, par value \$0.0001 per share	3,218,750 ⁽³⁾⁽⁴⁾⁽⁸⁾	⁽³⁾⁽⁴⁾⁽⁸⁾	0 ⁽³⁾⁽⁴⁾	I	By Fund ⁽³⁾⁽⁴⁾⁽⁵⁾
Series A Preferred Stock, par value \$0.0001 per share	\$12 ⁽⁹⁾	08/14/2023		J ⁽³⁾⁽⁴⁾	V		21,000 ⁽³⁾⁽⁴⁾	⁽⁹⁾	⁽⁹⁾	Class A Common Stock, par value \$0.0001 per share	1,801,301 ⁽³⁾⁽⁴⁾⁽⁹⁾⁽¹⁰⁾	⁽³⁾⁽⁴⁾⁽⁹⁾⁽¹⁰⁾	0 ⁽³⁾⁽⁴⁾	I	By Fund ⁽³⁾⁽⁴⁾⁽⁵⁾
Warrants to purchase Class A common Stock	\$15 ⁽⁹⁾	08/14/2023		J ⁽³⁾⁽⁴⁾	V		437,500 ⁽³⁾⁽⁴⁾	02/13/2023	02/13/2028	Class A Common Stock, par value \$0.0001 per share	437,500 ⁽³⁾⁽⁴⁾⁽⁹⁾⁽¹¹⁾	⁽³⁾⁽⁴⁾⁽⁹⁾⁽¹¹⁾	0 ⁽³⁾⁽⁴⁾	I	By Fund ⁽³⁾⁽⁴⁾⁽⁵⁾
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 ⁽¹²⁾		2,538,125 ⁽¹²⁾	D	

Explanation of Responses:

- Inflexion Point Holdings LLC (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 Kingstown Management GP LLC ("KMGP") is the general partner of KCM, and each shared voting and investment discretion with respect to the securities held by the Sponsor. Michael Blitzer and Guy Shanon, as Managing Members of KMGP, shared voting and investment discretion with respect to the securities held by the Sponsor. On August 14, 2023, Michael Blitzer relinquished voting power and dispositive power over securities of the Issuer held by entities managed or controlled by KCM and/or KMGP and information barriers were erected to prevent Mr. Blitzer from sharing inside information with KCM, KMGP, the entities managed or controlled by KCM and/or KMGP or Mr. Shanon. Accordingly, Mr. Blitzer is no longer deemed to beneficially own securities held by the Sponsor.
- On August 14, 2023, 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.
- KCM is the investment manager of the fund that holds the reported securities, KMGP is the general partner of KCM and Kingstown Capital Partners LLC ("KCP") is the general partner of the fund that holds the reported securities, and each shares voting and investment discretion with respect to the reported securities. Mr. Blitzer and Mr. Shanon, as the Managing Members of KMGP and KCP, shared voting and investment discretion with respect to the reported securities.
- The reported change in beneficial ownership (which is reported on a voluntary basis) reflects a reduction in beneficial ownership due to Mr. Blitzer relinquishing voting power and dispositive power over securities of the Issuer held by entities managed or controlled by KCM, KMGP and/or KCP on August 14, 2023. 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, Mr. Blitzer is no longer deemed to beneficially own securities held by KCM, KMGP, KCP or entities managed or controlled by KCM, KMGP and/or KCP.
- To the extent required, the other persons and entities described herein are filing separate Form 4s in connection with the changes in beneficial ownership described herein. Each of KMGP, KCM, KCP, Mr. Blitzer and Mr. Shanon disclaim 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.
- Represents (i) 1,662,673 shares of Class A common stock received in the distribution by the Sponsor described in Note 2 and (ii) an award of 18,321 restricted stock units ("RSUs"), each of which represents a contingent right to receive one share of Class A common stock. The RSUs will vest in full on the earlier to occur of the first anniversary of the grant date and the date of the next annual meeting following the grant date. The RSUs do not expire.
- Under Rule 16a-9 promulgated under the Exchange Act, as a pro rata distribution, and/or under Rule 16a-13 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as a change in form of beneficial ownership, the receipt of securities by Mr. Blitzer from the Sponsor, was exempt from Section 16 of the Exchange Act.
- Represents (i) 1,450,000 warrants received upon separation of units purchased for \$10.00 per unit in the Issuer's initial public offering and (ii) 1,768,750 warrants received from the Sponsor in a pro rata distribution for no consideration in accordance with the terms of the Sponsor's limited liability company agreement. 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 Exchange Act.
- The fund that holds the reported securities purchased (i) 21,000 shares of 10% Series A Cumulative Convertible Preferred Stock, par value \$0.0001 per share of the Issuer (the "Series A Stock") and (ii) a warrant to purchase 437,500 shares of Class A common stock at an initial exercise price of \$15.00 per share (the "Preferred Investor Warrant"), subject to adjustment, at an aggregate purchase price of \$21,000,000. Each share of Series A Stock is convertible into a number of shares of Class A common stock, which is determined by dividing the Accrued Value (as defined in the Certificate of Designation for the Series A Stock (the "Certificate of Designation")) by the conversion price of \$12.00 per share, subject to adjustment as set forth in the Certificate of Designation. Currently, the 21,000 shares of Series A Stock are convertible into 1,801,301 shares of Class A common stock. The Series A Stock has no expiration date.
- Pursuant to the Certificate of Designation, the fund that holds the reported securities has opted for a 4.99% beneficial ownership blocker, pursuant to which it may not convert its shares of Series A Stock into shares of Class A

common stock to the extent that, upon giving effect to such conversion, such fund (together with its affiliates and any persons acting as a group together with it or its affiliates) would beneficially own greater than 4.99% of the Issuer's Class A common stock as calculated in accordance with Rule 13d-3 under the Exchange Act.

11. Pursuant to the terms of the Preferred Investor Warrant, the fund that holds the reported securities has opted for a 4.99% beneficial ownership blocker, pursuant to which it may not exercise its Preferred Investor Warrant for shares of Class A common stock to the extent that, upon giving effect to such exercise, such fund (together with its affiliates and any persons acting as a group together with it or its affiliates) would beneficially own greater than 4.99% of the Issuer's Class A common stock as calculated in accordance with Rule 13d-3 under the Exchange Act.

12. 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, Mr. Blitzer has opted for a 9.8% beneficial ownership blocker, pursuant to which he may not exercise his warrants for shares of Class A common stock to the extent that, upon giving effect to such exercise, he (together with his affiliates and any persons acting as a group together with him or his affiliates) would beneficially own greater than 9.8% 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, KMGP, KCP and entities managed or controlled by KCM, KMGP and/or KCP 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, KMGP, KCP and entities managed or controlled by KCM, KMGP and/or KCP no longer have representation on the board of directors of the Issuer and, therefore, are no longer deemed directors by deputization.

/s/ Michael Blitzer

08/16/2023

** 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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