

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <b>SHANON GUY</b>  (Last) (First) (Middle) <b>C/O KINGSTOWN CAPITAL MANAGEMENT L.P.</b> <b>167 MADISON AVENUE, SUITE 205 #1033</b>  (Street) <b>NEW YORK NY 10016</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Intuitive Machines, Inc. [ LUNR ]</b>	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) <b>08/14/2023</b>	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		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 <sup>(1)(2)</sup>		8,243,750	D	(1)	0	I	By Inflection Point Holdings LLC <sup>(1)(2)(3)(5)</sup>
Class A Common Stock								1,662,673 <sup>(3)</sup>	D <sup>(2)</sup>	
Class A Common Stock								1,585,904 <sup>(4)</sup>	I	By fund <sup>(5)(6)</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					
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 <sup>(7)(8)</sup>	2,538,125 <sup>(7)(8)</sup>	D	
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 <sup>(9)(10)</sup>	3,218,750 <sup>(9)(10)</sup>	I	By fund <sup>(5)(6)</sup>

Explanation of Responses:

- 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.
- 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.
- 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 Mr. Shanon from the Sponsor, were exempt from Section 16 of the Exchange Act.
- 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.
- 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.
- 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 KMGP, KCM, KCP 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 2,538,125 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.
- 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. Shanon 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.
- 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.
- 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.

/s/ Guy Shanon

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.

**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.**