UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 3, 2026

INTUITIVE MACHINES, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-40823	36-5056189
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

13467 Columbia Shuttle Street
Houston, TX 77059
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (281) 520-3703

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common stock, par value $0.0001 per share	LUNR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry into a Material Definitive Agreement.

On August 3, 2026, Intuitive Machines, LLC ("Buyer"), a wholly owned subsidiary of Intuitive Machines, Inc. (the "Company"), entered into a Membership Interest Purchase Agreement (the "MIPA") with Goonhilly Holdings USA Inc., pursuant to which Buyer acquired all of the issued and outstanding membership interests of COMSAT LLC (formerly Goonhilly Inc.) ("COMSAT") for a base cash purchase price of $10 million and reimbursement of expenses, which amount is subject to adjustments for cash, debt, working capital and specified capital expenditures, including a post-closing true-up. The MIPA is part of the acquisition of the Goonhilly group's UK and U.S. operations pursuant to the Share Purchase Agreement, dated May 14, 2026, by and among the Company, Buyer and Goonhilly Holdings Limited (the "SPA"), (the transactions collectively, the "Goonhilly Acquisition"), as previously disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 14, 2026 (the "Goonhilly Signing 8-K").

The foregoing description does not purport to be complete and is qualified in its entirety by the full text of the MIPA, which will be filed as an exhibit to a subsequent filing, which may include a periodic report.

Item 7.01 Regulation FD Disclosure.

On August 3, 2026, the Company issued a press release announcing the consummation of the Goonhilly Acquisition. A copy of the press release, dated August 3, 2026, is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished in this Current Report on Form 8-K pursuant to this Item 7.01 (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or otherwise subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On August 3, 2026, the Company consummated the Goonhilly Acquisition. Pursuant to the SPA, Buyer acquired all of the issued and outstanding shares of Goonhilly Earth Station Limited, a ground station and satellite communications company incorporated in England and Wales (the "UK Acquisition"). The aggregate consideration for the UK Acquisition (the "UK Consideration") was £37.0 million, split equally between cash and stock, as previously disclosed in the Goonhilly Signing 8-K. The stock portion consisted of 960,649 shares of the Company's Class A common stock, par value $0.0001 per share. The UK Consideration is subject to post-closing adjustments. As described in Item 1.01 above, Buyer also acquired all of the issued and outstanding membership interests of COMSAT pursuant to the MIPA.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated August 3, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 3, 2026

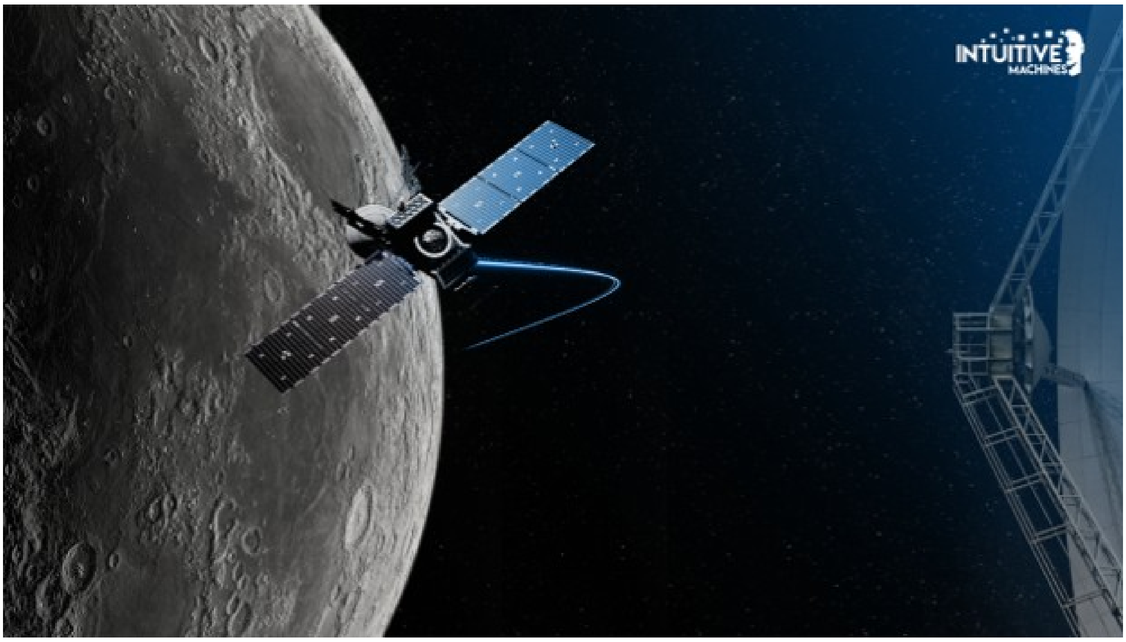
INTUITIVE MACHINES, INC.

By: /s/ Peter McGrath
Name: Peter McGrath
Title: Chief Financial Officer and Senior Vice President

Exhibit 99.1

Intuitive Machines Completes Acquisition of Goonhilly Earth Station and COMSAT

HOUSTON, TX — Aug. 3, 2026 — Intuitive Machines, Inc. (Nasdaq: LUNR) ("Intuitive Machines", together with its subsidiaries, the "Company"), a space technology, infrastructure, and services leader, today announced it has completed its previously announced acquisition of Goonhilly Earth Station Limited ("Goonhilly") and completed the acquisition of COMSAT LLC, world-class deep space communications providers with major ground station assets in the United Kingdom and the United States.



Building on past Goonhilly integration for IM-1 and IM-2, the Company intends to leverage its expanded network for upcoming IM-3 and Altus-1 missions.

The acquisition strengthens Intuitive Machines' space infrastructure service with a network of ground stations, increasing visibility across major Earth viewing arcs, enhancing contact opportunities for lunar and deep space missions, and expanding capacity on the Company's space data network for communications, data transport, and position, navigation, and timing (PNT). Additionally, Goonhilly's and COMSAT's civil, commercial, and government customer bases complement Intuitive Machines' existing customer base and broaden the Company's reach into adjacent industries.

Goonhilly's expertise in providing tracking, telecommand, and telemetry services and its commercial deep space communications antenna leadership further strengthens Intuitive Machines' end-to-end mission support services. The Company previously integrated Goonhilly's ground station capabilities into its IM-1 and IM-2 missions and intends to employ its expanded space data network and the Goonhilly ground system for the upcoming IM-3 and Altus-1 missions. IM-3, part of NASA's CLPS initiative, returns Intuitive Machines to the Moon for the third time, while the Altus1 mission, executed under the Company's Near Space Network Services contract with NASA, launches the Company's first lunar data relay satellite.

"Intuitive Machines provides the infrastructure services customers need for their missions in Earth orbit, on the Moon, and across deep space. Integrating Goonhilly and COMSAT expands our space infrastructure with proven ground assets and connected deep space capabilities," said Steve Altemus, CEO of Intuitive Machines. "By increasing capacity for communications, data transport, and PNT services, we're enabling customers to execute more complex operations with greater confidence and at a faster cadence for Moon Base and the growing cadence of commercial, civil, and international lunar activities."

About Intuitive Machines

Intuitive Machines is a leading space infrastructure company that builds spacecraft, connects networks, and operates infrastructure as a service for commercial, civil, and national security customers.

With a proven track record across the space domain, the Company has built more than 300 spacecraft, delivered over 260 kilograms of payload to the lunar surface, and provided precision navigation expertise that has guided spacecraft across our solar system.

These capabilities form an integrated Build, Connect, Operate service model, enabling customers to achieve mission and campaign outcomes through a single prime solution. Intuitive Machines' technology is engineered to support the next century of opportunity in space.

About Goonhilly

Goonhilly® (Goonhilly Earth Station Ltd) delivers reliable connectivity, data, and intelligence, enabling the safe, sustainable, and secure use of space.

As the world's most advanced commercial lunar and deep space communications provider, Goonhilly provides Earth-to-space connectivity for spacecraft operating beyond geostationary orbit, facilitating the future of space science and exploration for organisations including ESA and Intuitive Machines.

Goonhilly also utilizes its state-of-the-art assets and expert teams to deliver sovereign radio frequency Space Domain Awareness (SDA) data, assured satcom services, and bespoke antenna development to national security customers.

About COMSAT

A satellite network is only as good as its ground infrastructure. That's where COMSAT® (COMSAT LLC) comes in. Via its secure international teleports and portfolio of over 90 hosted and leased antennas, COMSAT provides secure and reliable satellite communications services to customers around the world.

COMSAT's network of US and UK-based satellite ground stations have supported satellite operators, service integrators, downstream data users, and government customers for more than five decades.

Today, the company remains committed to providing scalable solutions and expert on-hand support – delivering connectivity you can trust when it matters most.

Contacts

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Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts contained in this press release should be considered forward looking. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this press release, these forward-looking statements generally are identified by the words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "strive," "would," "strategy," "outlook," the negative of these words or other similar expressions, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements include but are not limited to statements regarding: the transaction with Goonhilly and COMSAT, our expectations and plans relating to Goonhilly and COMSAT; our expectations and plans relating to our missions to the Moon, IM 3, Altus-1, including the expected timing of launch and our progress in preparation thereof; our expectations with respect to, among other things, demand for our product portfolio, our submission of bids for contracts; our expectations regarding revenue for contracts awarded to us; our expectations regarding changes to government contracts or programs; our operations, our financial performance and our industry; our business strategy, business plan, and plans to drive long-term sustainable shareholder value; our expectations on revenue and cash generation. These forward-looking statements reflect the Company's predictions, projections, or expectations based upon currently available information and data. Our actual results, performance or achievements may differ materially from those expressed or implied by the forward-looking statements, and you are cautioned not to place undue reliance on these forward-looking statements. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events, or otherwise, except as may be required under applicable securities laws. The following important factors and uncertainties, among others, could cause actual outcomes or results to differ materially from those indicated by the forward-looking statements in this press release: various risks and uncertainties related to, among other things, the terms, timing, structure, benefits, costs and completion of the transaction with Goonhilly; required approvals to complete the proposed transaction with Goonhilly by the receipt of certain regulatory approvals, to the extent required, and the timing and conditions for such approvals; the satisfaction of the closing conditions to the proposed transaction with Goonhilly; our reliance upon the efforts of our Board and key personnel to be successful; our limited operating history; our failure to manage our growth effectively and to win new contracts; our customer concentration; competition from existing or new companies; unsatisfactory safety performance of our spaceflight systems or security incidents at our facilities; cyber incidents; failure of the market for commercial spaceflight to achieve the growth potential we expect; any delayed launches, launch failures, failure of landers to conduct all mission milestone, failure of our satellites or lunar landers to reach their planned orbital locations, significant increases in the costs related to launches of satellites and lunar landers, and insufficient capacity available from satellite and lunar lander launch providers; our reliance on a single launch service provider; risks associated with commercial spaceflight, including any accident on launch or during the journey into space; risks associated with the handling, production and disposition of potentially explosive and ignitable energetic materials and other dangerous chemicals in our operations; our reliance on a limited number of suppliers for certain materials and supplied components; failure of our products to operate in the expected manner or defects in our products; counterparty risks on contracts entered into with our customers and failure of our prime contractors to maintain their relationships with their counterparties and fulfill their contractual obligations; failure to successfully defend protest from other bidders for government contracts; failure to comply with various laws and regulations relating to various aspects of our business, uncertainty in the regulatory environment and any changes in the funding levels of various governmental entities with which we do business; our failure to protect the confidentiality of our trade secrets and unpatented know how; our failure to comply with the terms of third-party open source software our systems utilize; our ability to maintain an effective system of internal control over financial reporting, and to address and remediate material weaknesses in our internal control over financial reporting; the U.S. government's budget deficit and the national debt, as well as any inability of the U.S. government to complete its budget process for any government fiscal year, and our dependence on U.S. government contracts and the available funding by the U.S. government; our failure to comply with U.S. export and import control laws and regulations and U.S. economic sanctions and trade control laws and regulations; uncertain global macro-economic and political conditions and elevated inflation and interest rates; our history of losses and failure to achieve profitability in the future or failure to generate sufficient funds to continue operations; the cost and potential outcomes of pending and any future litigation; our public securities' potential liquidity and trading; the sufficiency and anticipated use of our existing capital resources to fund our future operating expenses and capital expenditure requirements and needs for additional financing; our ability to successfully identify, complete, integrate, and obtain benefits from any acquisitions, joint ventures and other investments; and other public filings and press releases other factors detailed under the section titled Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the Securities and Exchange Commission (the "SEC"), the section titled Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations and the section titled Part II. Item 1A. "Risk Factors" in our most recently filed Quarterly Report on Form 10-Q, and in our subsequent filings with the SEC, which are accessible on the SEC's website at www.sec.gov.