

OMB APPROVAL	
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**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* <u>Kingstown 1740 Fund L.P.</u>  (Last) (First) (Middle) C/O KINGSTOWN CAPITAL MANAGEMENT L.P. 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.</u> [ LUNR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	02/22/2023		J <sup>(1)</sup>		1,750,000	D	(1)	1,150,000	D <sup>(2)(3)</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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Kingstown 1740 Fund L.P.  
 (Last) (First) (Middle)  
 C/O KINGSTOWN CAPITAL MANAGEMENT L.P.  
 167 MADISON AVENUE, SUITE 205 #1033  
 (Street)  
 NEW YORK NY 10016  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KINGSTOWN CAPITAL PARTNERS, LLC  
 (Last) (First) (Middle)  
 535 MADISON AVENUE  
 30TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

**Explanation of Responses:**

1. On February 22, 2023, Kingstown 1740 Fund, L.P. ("Kingstown 1740") distributed 1,750,000 of the shares of Class A common stock, par value \$0.0001 per share of the Issuer (the "Class A Common Stock") held by it, in a pro rata distribution for no consideration in accordance with the terms of its limited partnership agreement.

2. Kingstown 1740 Fund, L.P. ("Kingstown 1740") is the holder of the securities reported herein. Kingstown Capital Management, L.P. ("KCM") is the investment manager of Kingstown 1740 and shares voting and investment discretion with respect to the securities held by Kingstown 1740. Kingstown Management GP LLC ("KMGP") is the general partner of KCM and shares voting and investment discretion with respect to the ordinary shares held of record by Kingstown 1740. Kingstown Capital Partners LLC ("KCP") is the general partner of Kingstown 1740. Michael Blitzer and Guy Shanon are the Managing Members of KMGP and share voting and investment discretion with respect to the ordinary shares held of record by Kingstown 1740. KCM, KMGP, Michael Blitzer and Guy Shanon have filed a separate Form 4 in connection with the transactions described herein.

3. Each of KCM, KMGP, KCP, Michael Blitzer and Guy 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.

**Remarks:**

Kingstown 1740 and KCP may be deemed directors by deputization by virtue of their representation on the board of directors of the Issuer. Michael Blitzer is a member of the board of directors of the Issuer. Guy Shanon stepped down from the board of directors of the Issuer in connection with Closing. 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/ Michael Blitzer, By:](#)  
[Kingstown Capital](#)  
[Management L.P., its](#)  
[investment manager, By:](#)  
[Kingstown Management GP](#) [02/24/2023](#)  
[LLC, its general partner, By:](#)  
[Michael Blitzer, its Managing](#)  
[Member, for Kingstown 1740](#)  
[Fund, L.P.](#)

[/s/ Michael Blitzer, By:](#)  
[Kingstown Capital Partners](#)  
[LLC, By: Michael Blitzer, its](#) [02/24/2023](#)  
[Managing Member, for](#)  
[Kingstown Capital Partners,](#)  
[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 1740 Fund L.P.
Address of Joint Filer:	c/o Kingstown Capital Management, LP 167 Madison Avenue, Suite 205 #1033 New York, NY 10016
Relationship of Joint Filer to Issuer:	10% Owner, Director by deputization
Issuer Name and Ticker or Trading Symbol:	Intuitive Machines, Inc. [LUNR]
Date of Event Requiring Statement: (Month/Day/Year):	02/22/2023
Name of Joint Filer:	Kingstown Capital Partners, LLC
Address of Joint Filer:	c/o Kingstown Capital Management, LP 167 Madison Avenue, Suite 205 #1033 New York, NY 10016
Relationship of Joint Filer to Issuer:	10% Owner, Director by deputization
Issuer Name and Ticker or Trading Symbol:	Intuitive Machines, Inc. [LUNR]
Date of Event Requiring Statement: (Month/Day/Year):	02/22/2023