

**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 29, 2024

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

Delaware (State or Other Jurisdiction of Incorporation)	001-40823 (Commission File Number)	36-5056189 (IRS Employer Identification No.)
13467 Columbia Shuttle Street Houston TX (Address of principal executive offices)		77059 (Zip code)
(281) 520-3703 (Registrant's telephone number, including area code)		

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
Warrants to purchase one share of Class A Common stock, each at an exercise price of \$11.50 per share	LUNRW	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 7.01. Regulation FD Disclosure.

On August 29, 2024, Intuitive Machines, Inc. (“Company”), issued a press release announcing that NASA has awarded the Company a \$116.9 million contract to deliver six science and technology payloads to the Moon. A copy of the press release is attached to this Current Report as Exhibit 99.1 and is incorporated in this Item 7.01 by reference. The information in this Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

On August 29, 2024, the Company announced that that NASA has awarded the Company a contract for \$116.9 million to deliver six science and technology payloads to the Moon.

Forward-Looking Statements

This Current Report on Form 8-K includes information that may constitute forward-looking statements. These forward-looking statements are based on the Company’s current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to the Company. By their nature, forward-looking statements address matters that are subject to risks and uncertainties. Forward looking statements include, without limitation, statements relating to projected industry growth rates, the Company’s current growth rates and the Company’s present and future cash flow position. A variety of factors could cause actual events and results, as well as the Company’s expectations, to differ materially from those expressed in or contemplated by the forward-looking statements. Risk factors affecting the Company are discussed in detail in the Company’s filings with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by applicable securities laws.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated August 29, 2024
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

SIGNATURES

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 29, 2024

INTUITIVE MACHINES, INC.

By: /s/ Stephen J. Altemus

Name: Stephen J. Altemus

Title: President and Chief Executive Officer

Intuitive Machines Strengthens Lunar Service Capabilities with \$116.9 million NASA Lunar Contract Award

Houston, TX – August 29, 2024 – NASA has awarded Intuitive Machines, Inc. (Nasdaq: LUNR, LUNRW) (“Intuitive Machines”) (“Company”), a leading space exploration, infrastructure, and services company, a \$116.9 million contract to deliver six science and technology payloads, including one European Space Agency-led drill suite to the Moon’s South Pole. This award will leverage Intuitive Machines’ lunar delivery, data transmission, and autonomous operation capabilities to explore the region targeted for sustained human operations.

“Over the last several years, we’ve witnessed NASA’s successful Artemis I mission and the campaign’s progress toward sustainably returning humans to the surface of the Moon, highlighting the importance of autonomous missions that advance humanity’s understanding of the Moon and the commercial services required to support the industry,” said Intuitive Machines CEO Steve Altemus. “Intuitive Machines looks forward to working closely with the NASA team to deliver mission success once again.”

As part of NASA’s Commercial Lunar Payload Services (CLPS) initiative, this marks Intuitive Machines’ fourth contract award to deliver science and technology payloads and return valuable data while autonomously operating on the surface of the Moon. Commercial payload mass is expected to be available in addition to CLPS payloads, including:

- Lunar Explorer Instrument for Space Biology Applications (LEIA) will deliver yeast to the lunar surface and study its response to radiation and lunar gravity. LEIA is managed by NASA’s Ames Research Center.
- Package for Resource Observation and In-Situ Prospecting for Exploration, Characterization, and Testing (PROSPECT) is a suite of instruments that will extract samples from beneath the lunar surface to identify possible volatiles (water, ice, or gas) trapped at extremely cold temperatures. PROSPECT is led by the European Space Agency.
- Laser Retroreflector Array (LRA) is a collection of eight retroreflectors that enable precision lasers to measure the distance between the orbiting or landing spacecraft to the reflector on the lander. The array is a passive optical instrument and will function as a permanent location marker on the Moon for decades to come. LRA is managed by NASA’s Goddard Space Flight Center.
- Surface Exosphere Alterations by Landers (SEAL) will investigate the chemical response of lunar regolith to the thermal, physical, and chemical disturbances generated during a landing and evaluate contaminants injected into the regolith by the lander. It will give insight into how a spacecraft landing might affect the composition of samples collected nearby. SEAL is managed by NASA’s Goddard Space Flight Center.
- Fluxgate Magnetometer (MAG) will characterize certain magnetic fields to improve the understanding of energy and particle pathways at the lunar surface and is managed by NASA’s Goddard Space Flight Center.
- Lunar Compact Infrared Imaging System (L-CIRiS) will deploy a radiometer – a device that measures infrared wavelengths of light – to explore the Moon’s surface composition, map its surface temperature distribution, and demonstrate the instrument’s feasibility for future lunar resource utilization activities. L-CIRiS is managed by the Laboratory for Atmospheric and Space Physics at the University of Colorado at Boulder.

Intuitive Machines is in the final assembly phase of its second lunar mission and is scheduled to deliver the completed lander to the launch facility in late 2024. In parallel, the Company is continuing work on its third lunar mission and is preparing for systems integration and testing.

About Intuitive Machines

Intuitive Machines is a diversified space exploration, infrastructure, and services company focused on beginning a new economy in cislunar space. In 2024, Intuitive Machines became the first commercial company to land and operate on the lunar surface, which validated the Company’s ability to provide the three service pillars required to commercialize a celestial body: delivery, data & analysis, and autonomous operations in space. The Company empowers its customers to achieve their ambitious visions and commercial goals in space through seamless collaboration with its robust service pillars.

Contacts

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For media inquiries:

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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. These statements that do not relate to matters of historical fact should be considered forward looking. 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: our expectations and plans relating to our lunar missions, 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 government contracts awarded to us; our operations, our financial performance and our industry; our business strategy, business plan, and plans to drive long-term sustainable shareholder value; information regarding our expectations on revenue generation and cash. 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. 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: our 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, 2023 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.