

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) 02/10/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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							2,900,000	I	By Kingstown 1740 Fund L.P. ⁽¹⁾⁽⁷⁾	

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	02/13/2023		p ⁽²⁾		1,450,000		03/15/2023	02/13/2028	Class A Common Stock, par value \$0.0001 per share	(2)	1,450,000	I	By Kingstown 1740 Fund L.P. ⁽¹⁾⁽⁷⁾
Series A Preferred Stock, par value \$0.0001 per share	\$12 ⁽³⁾	02/13/2023		A		21,000		(3)	(3)	Class A Common Stock, par value \$0.0001 per share	(3)	3,200,000 ⁽⁵⁾	I	By Kingstown 1740 Fund L.P. ⁽¹⁾⁽⁷⁾
Warrants to purchase Class A common Stock	\$15 ⁽³⁾⁽⁴⁾	02/13/2023		A		437,500 ⁽³⁾⁽⁴⁾		02/13/2023	02/13/2028	Class A Common Stock, par value \$0.0001 per share	(3)(4)	3,637,500 ⁽⁶⁾	I	By Kingstown 1740 Fund L.P. ⁽¹⁾⁽⁷⁾

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. 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.

2. The Warrants are reported as acquired for purposes of Section 16 of the Exchange Act concurrent with the Closing, because, pursuant to their terms, their exercise was not within the control of the Reporting Persons until the Closing. 1,450,000 Warrants were initially acquired in the form of 2,900,000 units in the Issuer's initial public offering, each unit consisting of one Class A ordinary share and one-half of one redeemable warrant, for \$10.00 per unit.

3. Upon the Closing of the Business Combination, Kingstown 1740 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 Warrants"), 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. Initially, the 21,000 shares of Series A Stock are convertible into 1,750,000 shares of Class A common stock. The Series A Stock has no expiration date.

4. The exercise price of the Preferred Investor Warrants, and the number shares of Class A common stock issuable upon exercise of the Preferred Investor Warrants is subject to adjustment as described under the heading "Description of New Intuitive Machines' Securities" in the Issuer's registration statement on Form S-4 (File No. 333-267846).

5. Pursuant to the Certificate of Designation, Kingstown 1740 has opted for a 9.99% beneficial ownership blocker, pursuant to which it may not convert its shares of Series A Preferred Stock into shares of Class A common stock to the extent that, upon giving effect to such conversion, Kingstown 1740 (together with its affiliates and any persons acting as a group together with Kingstown 1740 or its affiliates) would beneficially own greater than 9.99% 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.

6. Pursuant to the terms of the Preferred Investor Warrants, Kingstown 1740 has opted for a 9.99% beneficial ownership blocker, pursuant to which it may not exercise its Preferred Investor Warrants for shares of Class A common stock to the extent that, upon giving effect to such exercise, Kingstown 1740 (together with its affiliates and any persons acting as a group together with Kingstown 1740 or its affiliates) would beneficially own greater than 9.99% 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.

7. 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 deputation 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/ Russell Deutsch, Attorney-in-
Fact for Kingstown 1740 Fund, 02/14/2023
L.P.

/s/ Russell Deutsch, Attorney-in-
Fact for Kingstown Capital 02/14/2023
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):	02/10/2023
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):	02/10/2023