
Securities and Exchange Commission
Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed
Pursuant to § 240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

Intuitive Machines, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

46125A100
(CUSIP Number)

September 30, 2024
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons

Timothy Crain

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

10,679,226

6 Shared Voting Power

0

Number of Shares
Beneficially Owned
by Each Reporting
Person With

7 Sole Dispositive Power

10,679,226

8 Shared Dispositive Power

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

10,679,226

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

11.7%

12 Type of Reporting Person

IN

ITEM 1. (a) Name of Issuer:

Intuitive Machines, Inc. (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

13467 Columbia Shuttle Street, Houston, TX 77059

ITEM 2. (a) Name of Person Filing:

This statement is filed on behalf of Timothy Crain (the "Reporting Person").

(b) Address or Principal Business Office:

The business address of the Reporting Person is c/o Intuitive Machines, LLC, 13467 Columbia Shuttle Street, Houston, TX 77059.

(c) Citizenship of each Reporting Person is:

The Reporting Person is a citizen of the United States.

(d) Title of Class of Securities:

Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock").

(e) CUSIP Number:

46125A100

ITEM 3.

Not applicable.

ITEM 4. Ownership.

(a-c)

The ownership information presented below represents beneficial ownership of Class A Common Stock of the Issuer as of September 30, 2024, based upon 80,857,602 shares of Class A Common Stock outstanding as of November 11, 2024. The ownership information assumes the redemption of the common units of Intuitive Machines, LLC ("Common Units") held by the Reporting Person for shares of the Issuer's Class A Common Stock on a one-to-one basis.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Timothy Crain	10,679,226	11.7%	10,679,226	0	10,679,226	0

The Reporting Person is the beneficial owner of (i) 362,810 shares of Class A Common Stock and (ii) 10,316,416 shares of Class A Common Stock underlying Common Units held of record by the Reporting Person, which includes 1,114,959 earn out units subject to forfeiture provisions described in that certain Business Combination Agreement, dated September 16, 2022, by and between the Issuer (formerly, Inflection Point Acquisition Corp.) and Intuitive Machines, LLC.

ITEM 5. Ownership of Five Percent or Less of a Class.

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

ITEM 8. Identification and Classification of Members of the Group.

Not applicable.

ITEM 9. Notice of Dissolution of Group.

Not applicable.

ITEM 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 14, 2024

Timothy Crain

/s/ Timothy Crain
