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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * <u>Hogue Stephanie</u> (Last) (First) (Middle) 30 W. 4TH STREET (Street) CINCINNATI OH 45202 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Mobile Infrastructure Corp [BEEP]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/26/2024 | |
| | 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 | | | |
| Common Stock | 07/26/2024 | | J ⁽¹⁾ | | 3,937,246 | D | \$0 | 0 | I | By Color Up, LLC ⁽²⁾ |
| Common Stock | | | | | | | | 42,631 ⁽³⁾ | I | Bombe Asset Management, LLC ⁽⁴⁾ |
| Common Stock | | | | | | | | 1,798,364 | I | By Bombe-MIC Pref, LLC ⁽⁵⁾ |
| Common Stock | | | | | | | | 183 | I | By UGMA Account for the benefit of Child |
| Common Stock | | | | | | | | 182 | I | By UGMA Account for the benefit of Child |
| Common Stock | | | | | | | | 183 | I | By UGMA Account for the benefit of Child |

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 | Title | Amount or Number of Shares | | | | |
| Warrants (Right to Buy) | \$7.83 | 07/26/2024 | | J ⁽¹⁾ | | | 2,553,192 | 08/25/2023 | 08/25/2026 | Common Stock | 2,553,192 | \$0 | 0 | I | By Color Up, LLC ⁽²⁾ |
| Warrants (Right to Buy) | \$7.83 | | | | | | | 08/25/2023 | 08/25/2026 | Common Stock | 382,978.5 | | 382,978.5 ⁽³⁾ | I | Bombe Asset Management, LLC ⁽⁴⁾ |
| Common Units | (6) | 07/26/2024 | | J ⁽¹⁾ | | | 11,242,635 | (6) | (6) | Common Stock | 11,242,635 | \$0 | 0 | I | By Color Up, LLC ⁽²⁾ |
| Common Units | (6) | | | | | | | (6) | (6) | Common Stock | 2,131,537.02 | | 2,131,537.02 ⁽³⁾ | I | Bombe Asset Management, LLC ⁽⁴⁾ |

Explanation of Responses:

1. Color Up, LLC ("Color Up") distributed these securities as part of a liquidating distribution to its members for no consideration (the "Liquidating Distribution").
2. These securities were owned by Color Up. The Reporting Person is a manager of Color Up and may be deemed to be a beneficial owner of such securities. Additionally, Bombe Asset Management, LLC ("Bombe"), a Delaware limited liability company owned and controlled by the Reporting Person, was a member of Color Up. The Reporting Person disclaimed beneficial ownership of these securities except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person was the beneficial owner of such securities for Section 16 or any other purpose.
3. Represents securities received as a result of the Liquidating Distribution.
4. These securities are owned by Bombe. The Reporting Person is an owner and president of Bombe and may be deemed to be a beneficial owner of such securities. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
5. These securities are owned by Bombe-MIC Pref, LLC ("Bombe Pref"). The Reporting Person is a member and manager of Bombe Pref. Accordingly, the Reporting Person may be deemed to be a beneficial owner of such securities. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
6. Represents common units of limited liability company interest ("Common Units") in Mobile Infra Operating Company, LLC, a Delaware limited liability company (the "Operating Company"). Subject to the terms and conditions of the limited liability company agreement of the Operating Company, Common Units are redeemable and may be exchanged, without consideration, by the holder of such Common Units for an equivalent number of shares of common stock of the Issuer or for the cash value of such shares, at the discretion of the Issuer. Common Units do not have an expiration date.

/s/ Stephanie Hogue

07/29/2024

** 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.