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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>Osher Jeffrey</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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2023	
	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			
Common Stock	12/31/2023		C		5,994,550	A	\$3.67	5,994,550	I	By HSCP Strategic III L.P. ⁽⁵⁾
Common Stock	12/31/2023		C		1,988,091	A	\$3.67	1,988,091	I	By Harvest Small Cap Partners, L.P. ⁽⁶⁾
Common Stock	12/31/2023		C		4,006,457	A	\$3.67	4,006,457	I	By Harvest Small Cap Partners Master, Ltd. ⁽⁷⁾
Common Stock								3,937,246	I	By Color Up, LLC ⁽⁸⁾
Common Stock								35,000	D	

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
Series 2 Convertible Preferred Stock	\$3.67	12/31/2023		C			22,000	12/31/2023	(1)	Common Stock	5,994,550 ⁽²⁾	\$0	0	I	By HSCP Strategic III L.P. ⁽⁵⁾
Series 2 Convertible Preferred Stock	\$3.67	12/31/2023		C			7,296.3	12/31/2023	(1)	Common Stock	1,988,091 ⁽³⁾	\$0	0	I	By Harvest Small Cap Partners, L.P. ⁽⁶⁾
Series 2 Convertible Preferred Stock	\$3.67	12/31/2023		C			14,703.7	12/31/2023	(1)	Common Stock	4,006,457 ⁽⁴⁾	\$0	0	I	By Harvest Small Cap Partners Master, Ltd. ⁽⁷⁾

Explanation of Responses:

1. Shares of Series 2 Convertible Preferred Stock ("Series 2 Preferred Stock") do not have an expiration date.

2. Includes 544,959 shares of the Issuer's common stock issuable upon conversion of 2,000 shares of Series 2 Preferred Stock issued as payment-in-kind dividends on December 31, 2023 (the "Dividends"). As holders of Series 2 Preferred Stock had no choice to receive the Dividends in cash rather than in shares of Series 2 Preferred Stock, the receipt of shares of Series 2 Preferred Stock issued as the Dividends (and immediately thereafter converted into the Issuer's common stock) has not separately been reported in reliance on Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended.
3. Includes 180,735 shares of the Issuer's common stock issuable upon conversion of 663.3 shares of Series 2 Preferred Stock issued as Dividends on December 31, 2023. As holders of Series 2 Preferred Stock had no choice to receive the Dividends in cash rather than in shares of Series 2 Preferred Stock, the receipt of shares of Series 2 Preferred Stock issued as the Dividends (and immediately thereafter converted into the Issuer's common stock) has not separately been reported in reliance on Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended.
4. Includes 364,223 shares of the Issuer's common stock issuable upon conversion of 1,336.7 shares of Series 2 Preferred Stock issued as Dividends on December 31, 2023. As holders of Series 2 Preferred Stock had no choice to receive the Dividends in cash rather than in shares of Series 2 Preferred Stock, the receipt of shares of Series 2 Preferred Stock issued as the Dividends (and immediately thereafter converted into the Issuer's common stock) has not separately been reported in reliance on Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended.
5. These securities are owned by HSCP Strategic III L.P. ("HS3"). The Reporting Person is the managing member of No Street Capital LLC, the managing member of Harvest Small Cap Partners GP, LLC, the general partner of HS3. 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 his 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. These securities are owned by Harvest Small Cap Partners, L.P. ("HSCP"). The Reporting Person is the managing member of No Street Capital LLC, the managing member of Harvest Small Cap Partners GP, LLC, the general partner of HSCP. 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 his 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.
7. These securities are owned by Harvest Small Cap Partners Master, Ltd. ("HSCPM"). The Reporting Person is the managing member of No Street Capital LLC, the investment manager of HSCPM. 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 his 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.
8. These securities are owned by Color Up, LLC ("Color Up"). The Reporting Person is a member of Color Up and may be deemed to be a beneficial owner of such securities. Additionally, HS3 is a member of Color Up. The Reporting Person disclaims beneficial ownership of these securities except to the extent of its 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.

/s/ Allison A. Westfall as
Attorney-in-Fact for Jeffrey Osher 01/02/2024

** 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.