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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>Mykhaylovskyy Andriy</u> <hr/> (Last) (First) (Middle) C/O FIFTH WALL ACQUISITION CORP. III 6060 CENTER DRIVE, 10TH FLOOR <hr/> (Street) LOS ANGELES CA 90045 <hr/> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2023	
	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 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	08/25/2023		C ⁽¹⁾		6,655,000	A	\$0.00 ⁽¹⁾	7,562,000	I	By Fifth Wall Acquisition Sponsor III LLC ⁽²⁾
Common Stock	08/25/2023		J ⁽³⁾		4,755,000	D	⁽³⁾	2,807,000	I	By Fifth Wall Acquisition Sponsor III LLC ⁽²⁾

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				
Class B Ordinary Shares	⁽¹⁾	08/25/2023		J ⁽⁴⁾			100,000	⁽¹⁾	⁽¹⁾	Class A Ordinary Shares	100,000	\$0.00 ⁽¹⁾	6,655,000	I	By Fifth Wall Acquisition Sponsor III LLC ⁽²⁾
Class B Ordinary Shares	⁽¹⁾	08/25/2023		C ⁽¹⁾			6,655,000	⁽¹⁾	⁽¹⁾	Class A Ordinary Shares	6,655,000	\$0.00 ⁽¹⁾	0	I	By Fifth Wall Acquisition Sponsor III LLC ⁽²⁾

Explanation of Responses:

- Issuer's Class B Ordinary Shares are automatically convertible into shares of the Issuer's Class A Ordinary Shares at the time of the Issuer's initial business combination or earlier at the option of the holders thereof, in either case on a one-for-one basis, subject to certain adjustments, and had no expiration date. The Issuer consummated its initial business combination on August 25, 2023, whereby, among other things, the Issuer's Class B Ordinary Shares converted into Class A Ordinary Shares which were redesignated as Common Stock.
- Fifth Wall Acquisition Sponsor III LLC ("Sponsor"), is the record holder of the shares reported herein. Sponsor is governed by two managers, Messr. Andriy Mykhaylovskyy and Brendan Wallace, each with shared voting and investment power over the shares held by Sponsor. Each of Messr. Andriy Mykhaylovskyy and Brendan Wallace disclaim beneficial ownership of the shares held by Sponsor except to the extent of their pecuniary interest therein.
- Pursuant to that certain Second Amended and Restated Sponsor Agreement, dated June 15, 2023, by and among Issuer, Sponsor, and certain other parties thereto, Sponsor forfeited 4,755,000 shares of Common Stock to the Issuer for no consideration immediately following the conversion of Issuer's Class B Ordinary Shares in connection with the initial business combination.
- Pursuant to that certain Sponsor Letter Agreement, dated August 25, 2023, by and among Issuer, Sponsor and Mobile Infrastructure Corporation, Sponsor forfeited 100,000 Class B Ordinary Shares to the Issuer for no consideration immediately prior to the consummation of the initial business combination.

Remarks:

/s/ Andriy Mykhaylovskyy 08/25/2023
 ** Signature of Reporting Person Date

* 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.