

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person * <u>Osher Jeffrey</u> (Last) (First) (Middle) <u>30 W. 4TH STREET</u> (Street) <u>CINCINNATI OH 45202</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/25/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Mobile Infrastructure Corp [BEEP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series 2 Convertible Preferred Stock	(1)	(1)	Common Stock	5,449,591 ⁽²⁾⁽³⁾	3.67	I	By HSCP Strategic III, L.P. ⁽⁴⁾
Series 2 Convertible Preferred Stock	(1)	(1)	Common Stock	1,807,356 ⁽²⁾⁽⁵⁾	3.67	I	By Harvest Small Cap Partners, L.P. ⁽⁶⁾
Series 2 Convertible Preferred Stock	(1)	(1)	Common Stock	3,642,234 ⁽²⁾⁽⁷⁾	3.67	I	By Harvest Small Cap Partners Master, Ltd. ⁽⁸⁾

Explanation of Responses:

- Shares of Series 2 Convertible Preferred Stock ("Series 2 Preferred Stock") were acquired pursuant to a subscription agreement as part of a private placement immediately prior to the consummation of the mergers (the "Closing") contemplated by the Agreement and Plan of Merger, dated as of December 13, 2022, as amended as of March 23, 2023, by and among Mobile Infrastructure Corporation, Fifth Wall Acquisition Corp. III, a Cayman Islands exempted company ("FWAC"), and Queen Merger Corp. I, a Maryland corporation and wholly owned subsidiary of FWAC. Each share of Series 2 Preferred Stock will automatically convert into shares of common stock of the Issuer ("New MIC Common Stock") upon the earlier of December 31, 2023 (provided that there has been no suspension or removal of New MIC Common Stock from the NYSE American during the thirty (30)-day period following the Closing) or a change of control of the Issuer.
- Series 2 Preferred Stock is convertible into a number of shares of New MIC Common Stock equal to the quotient of (i) the sum of the \$1,000 per share liquidation preference and any accrued dividends with respect to such share of Series 2 Preferred Stock as of the applicable conversion date and (ii) the conversion price of \$3.67, provided that (x) such number is subject to certain anti-dilution adjustments and (y) a holder of Series 2 Preferred Stock will be entitled to receive cash in lieu of fractional shares. The disclosed number of shares of New MIC Common Stock does not include the conversion of any amounts of dividends at a cumulative annual rate of 10% of the \$1,000 per share liquidation preference (the "Dividends") for a period of one year that shall be payable in New MIC Common Stock, when and as authorized by the board of directors of the Issuer.
- Based on conversion of 20,000 shares of Series 2 Preferred Stock. Does not include 544,959 shares of New MIC Common Stock issuable upon conversion of the Dividends, which would be received upon conversion of shares of Series 2 Preferred Stock on December 31, 2023, assuming the current conversion price and the authorization of the payment of the Dividends by the board of directors of the Issuer.
- 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.
- Based on conversion of 6,633 shares of Series 2 Preferred Stock. Does not include 180,735 shares of New MIC Common Stock issuable upon conversion of the Dividends, which would be received upon conversion of shares of Series 2 Preferred Stock on December 31, 2023, assuming the current conversion price and the authorization of the payment of the Dividends by the board of directors of the Issuer.
- 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.
- Based on conversion of 13,367 shares of Series 2 Preferred Stock. Does not include 364,223 shares of New MIC Common Stock issuable upon conversion of the Dividends, which would be received upon conversion of shares of Series 2 Preferred Stock on December 31, 2023, assuming the current conversion price and the authorization of the payment of the Dividends by the board of directors of the Issuer.
- 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.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Allison A. Westfall as 08/28/2023
Attorney-in-Fact for Jeffrey Osher

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Manuel Chavez III, Stephanie Hogue, Allison Westfall, and Mark Reuter, or either of them acting singly, and with full power of substitution and resubstitution, the undersigned's true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "Attorney-in-Fact"), with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

1. Prepare, execute, and submit to the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required or considered by the Attorney-in-Fact to be advisable under Section 13 or Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;
2. Prepare, execute and submit to the SEC, Mobile Infrastructure Corporation (the "Company"), and/or any national securities exchange on which the Company's securities are listed any and all reports (including any amendments thereto) the undersigned is required to file with the SEC, or which the Attorney-in-Fact considers it advisable to file with the SEC, under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to any security of the Company, including Forms 3, 4 and 5, Schedules 13D and 13G, and Forms 144; and
3. Obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators, and trustees, and the undersigned hereby authorizes any such third party to release any such information to the Attorney-in-Fact.

The undersigned acknowledges that:

- a) This Power of Attorney authorizes, but does not require, the Attorney-in-Fact to act in his or her discretion on information provided to such Attorney-in-Fact without independent verification of such information;
- b) Any documents prepared or executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information as the Attorney-in-Fact, in his or her discretion, deems necessary or desirable;
- c) Neither the Company nor the Attorney-in-Fact assumes any liability for the undersigned's responsibility to comply with the requirements of Section 13 or Section 16 of the Exchange Act or Rule 144, any liability of the undersigned for any failure to comply with such requirements, or any liability of the undersigned for disgorgement of profits under Section 16(b) of the Exchange Act; and
- d) This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under Section 13 or Section 16 of the Exchange Act, including, without limitation, the reporting requirements under Section 13 or Section 16 of the Exchange Act.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform each and every act and thing requisite, necessary, or advisable to be done in connection with the foregoing, as fully, to all intents and purposes, as the undersigned might or could do in person, hereby ratifying and confirming all that the Attorney-in-Fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by authority of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 or 5 or Schedules 13D or 13G or Forms 144 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Attorney-in-Fact. This Power of Attorney revokes all previous powers of attorney with respect to the subject matter of this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of August 23, 2023.

/s/ Jeffrey Osher

Signature

Name: Jeffrey Osher

Title: Director

