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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 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>KELLAR LORRENCE T</u> (Last) (First) (Middle) <u>30 W. 4TH STREET</u> (Street) <u>CINCINNATI OH 45202</u> (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 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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
LTIP Units	(1)(2)	08/25/2023		A ⁽³⁾		12,253 ⁽⁴⁾		(1)(2)	(1)(2)	Common Stock	12,253	(5)	12,253 ⁽⁴⁾	D	

Explanation of Responses:

- Represents LTIP Units of limited partnership interest ("LTIP 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 dated as of August 25, 2023 (the "OC Agreement") and the pertinent LTIP Unit agreement, following the date on which such LTIP Units vest, LTIP Units become convertible into common units of limited liability company interest ("Common Units") in the Operating Company at the option of a holder or New MIC, as defined in footnote 3. LTIP Units do not have an expiration date.
- Each Common Unit is intended to have an economic interest equivalent to one share of common stock of New MIC. Subject to the terms and conditions of the OC Agreement, 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 New MIC or for the cash value of such shares, at the discretion of New MIC.
- Received in connection with the Agreement and Plan of Merger, dated as of December 13, 2022, as amended as of March 23, 2023 (the "Merger Agreement"), by and among Mobile Infrastructure Corporation ("MIC"), 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 ("Merger Sub"). On August 25, 2023, the closing of the transactions contemplated by the Merger Agreement occurred. Accordingly, FWAC converted to a Maryland corporation ("New MIC"). Merger Sub merged with and into MIC (the "First Merger") with MIC continuing as the surviving entity (the "First-Step Surviving Company"), and immediately following the effectiveness of the First Merger, the First-Step Surviving Company merged with and into New MIC (the "Second Merger"), with New MIC continuing as the surviving entity resulting from the Second Merger.
- Consists of: (i) 1,204 vested LTIP Units; (ii) 2,412 LTIP Units scheduled to vest in two equal installments: on May 27, 2024 and May 27, 2025; and (iii) 8,637 LTIP Units scheduled to vest in three equal installments on each of the next three anniversaries of February 28, 2023.
- Pursuant to the Merger Agreement, Mobile Infra Operating Partnership, L.P., a Maryland limited partnership (the "Operating Partnership"), of which MIC was the sole general partner, was converted into a Delaware limited liability company, the Operating Company. Accordingly, each outstanding unit of partnership interest of the Operating Partnership converted automatically, on a one-for-one basis, into an equal number of identical membership units of the Operating Company, which number was subsequently adjusted based on the Exchange Ratio, as defined in the Merger Agreement. New MIC is entitled to appoint one of two board members of the Operating Company, who is entitled to two votes on every matter submitted to a vote, whereas the other director is entitled to one vote on every matter submitted to a vote. Both current members of the board of directors of the Operating Company are also directors of New MIC as of the date of this report.

Remarks:

/s/ Allison A. Westfall as
Attorney-in-Fact for Lorrence T. Kellar 08/28/2023

** 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.