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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) 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								9,804,138 ⁽³⁾	I	By HSCP Strategic III L.P. ⁽⁴⁾
Common Stock								1,988,091	I	By Harvest Small Cap Partners, L.P. ⁽⁵⁾
Common Stock								4,006,457	I	By Harvest Small Cap Partners Master, Ltd. ⁽⁶⁾
Common Stock								95,000	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	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	2,170,213.5		2,170,213.5 ⁽⁷⁾	I	By HSCP Strategic III L.P. ⁽⁴⁾
Common Units	(8)	07/26/2024		J ⁽¹⁾		11,242,635		(8)	(8)	Common Stock	11,242,635	\$0	0	I	By Color Up, LLC ⁽²⁾
Common Units	(8)							(8)	(8)	Common Stock	7,997,842		7,997,842 ⁽⁹⁾	I	By HSCP Strategic III L.P. ⁽⁴⁾

1. Name and Address of Reporting Person *		
Osher Jeffrey		
(Last)	(First)	(Middle)
30 W. 4TH STREET		
(Street)		
CINCINNATI	OH	45202
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
HSCP Strategic III L.P.		
(Last)	(First)	(Middle)
505 MONTGOMERY STREET SUITE 1250		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

Explanation of Responses:

- Color Up, LLC ("Color Up") distributed these securities as part of a liquidating distribution to its members for no consideration (the "Liquidating Distribution").
- These securities were owned by Color Up. The Reporting Person was a member of Color Up and may be deemed to have been a beneficial owner of such securities. Additionally, HSCP Strategic III L.P. ("HS3") was a member of Color Up. The Reporting Person disclaimed 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 was the beneficial owner of such securities for Section 16 or any other purpose.
- Includes 3,809,588 shares of common stock received as a result of the Liquidating Distribution.
- These securities are owned by 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.
- 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.
- 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.
- Represents securities received as a result of the Liquidating Distribution.
- 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.
- Includes 5,288,512 Common Units received as a result of the Liquidating Distribution.

Remarks:

Jeffrey Osher is the managing member of No Street Capital LLC, the managing member of Harvest Small Cap Partners GP, LLC, the general partner of HS3. HS3 may be deemed to be a director-by-deputization for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, by virtue of the fact that Mr. Osher serves on the board of directors of the Issuer.

/s/ Jeffrey Osher	07/29/2024
HSCP Strategic III, L.P., by Jeffrey Osher, its authorized signatory /s/ Jeffrey Osher	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.