

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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.

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>Pomeroy Scott</u> (Last) (First) (Middle) C/O XTI AEROSPACE, INC. 8123 INTERPORT BLVD. SUITE C (Street) ENGLEWOOD CO 80112 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XTI Aerospace, Inc. [XTIA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2024</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			
Common stock	03/12/2024		A		357,039	A	(1)	357,039	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
Option (right to buy)	\$18.71 ⁽¹⁾	03/12/2024		A ⁽²⁾		535		(3)	12/31/2032	Common Stock	535	(2)	535	D	

Explanation of Responses:

- Received in connection with Impixon's ("Parent") business combination transaction (the "Merger") with XTI Aircraft Company ("Legacy XTI") in accordance with the terms of the Agreement and Plan of Merger, dated as of July 24, 2023, by and among Parent, Legacy XTI and Superfly Merger Sub Inc. (the "Merger Agreement"). Pursuant to the Merger Agreement, at the effective time of the Merger (as amended, the "Effective Time"), each share of legacy XTI common stock was converted into the right to receive 0.0892598 shares of Parent's common stock. At the Effective Time, Parent changed its name to XTI Aerospace, Inc.
- At the Effective Time, each option to purchase Legacy XTI common stock was assumed by Parent and converted into an option to purchase the number of shares of Parent's common stock (rounded down to the nearest whole number) that is equal to the number of shares of Legacy XTI common stock subject to the unexercised portion of such option immediately prior to the Effective Time multiplied by 0.0892598. The per share exercise price for the shares of Parent common stock issuable upon exercise of such option was set to the exercise price per share of such option in effect immediately prior to the Effective Time multiplied by 0.0892598 (rounded up to the nearest whole cent).
- These options were exercisable as of the Effective Time.

/s/ John Griffo, Attorney-in-fact for 03/14/2024
Scott Pomeroy

** 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.