

**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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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*<br><u>Kabot Brian</u><br><br>(Last) (First) (Middle)<br><u>C/O MOMENTUS INC.</u><br><u>3901 N. FIRST STREET</u><br><br>(Street)<br><u>SAN JOSE CA 95134</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Momentum Inc. [ MNTS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/01/2024</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 |   |  |   |
| Class A Common Stock            | 11/01/2024                           |  | M                              |   | 222   | A          | \$0   | 4,004 <sup>(1)</sup>  | D  |   |
| Class A Common Stock            | 11/01/2024                           |  | M                              |   | 2,400   | A          | \$0   | 6,404 <sup>(1)</sup>  | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |       | 28,750 <sup>(1)</sup>   | I  | By SRC-NI Holdings LLC <sup>(2)</sup>                 |

**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 |
| Restricted Stock Units                     | (3)  | 11/01/2024                           |  | M                              |   |  | 222   | (4)  | (4)             | Class A Common Stock  | 222  | \$0  | 0   | D  |       |
| Restricted Stock Units                     | (3)  | 11/01/2024                           |  | M                              |   |  | 2,400 | (5)  | (5)             | Class A Common Stock  | 2,400                                      | \$0  | 0   | D  |       |

**Explanation of Responses:**

- Reflects a 1-for-50 reverse stock split that was effected by Momentum Inc. on August 23, 2023.
- Brian Kabot, Juan Manuel Quiroga and Edward Freedman are the managers of SRC-NI Holdings LLC ("SRC-NI") and have voting and investment discretion with respect to the securities held by SRC-NI. As such, each of them may be deemed to share beneficial ownership of the securities held directly by SRC-NI. The Reporting Person disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Momentum, Inc. Class A Common Stock.
- The RSUs vested in three equal annual installments on the first, second and third anniversaries of August 12, 2021, subject to the Reporting Person's continued service as a member of the Board of Directors through each vesting date.
- The RSUs vested in full on May 29, 2024, subject to the Reporting Person's continued service as a member of the Board of Directors through such vesting date.

**Remarks:**

/s/ Paul Ney, Attorney-in-Fact 11/05/2024

\*\* 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.