

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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).

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

1. Name and Address of Reporting Person* <u>Prime Movers Lab Fund I LP</u> (Last) (First) (Middle) <u>P.O. BOX 12829</u> (Street) <u>JACKSON WY 83002</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Momentum Inc. [MNTS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	06/07/2023		s		1,042,308	D	\$0.3069 ⁽⁷⁾	14,124,353	D ⁽¹⁾⁽⁶⁾	
Class A common stock	06/07/2023		s		413,152	D	\$0.3069 ⁽⁷⁾	5,598,628	I	Held by Momentum PML SPV 1 LP ⁽²⁾⁽⁶⁾
Class A common stock	06/08/2023		s		1,822,239	D	\$0.2659 ⁽⁸⁾	12,302,114	D ⁽¹⁾⁽⁶⁾	
Class A common stock	06/08/2023		s		722,301	D	\$0.2659 ⁽⁸⁾	4,876,327	I	Held by Momentum PML SPV 1 LP ⁽²⁾⁽⁶⁾
Class A common stock								960,830	I	Held by Momentum PML SPV 2 LP ⁽³⁾⁽⁶⁾
Class A common stock								2,383,123	I	Held by Momentum PML SPV 3 LP ⁽⁴⁾⁽⁶⁾
Class A common stock								949,254	I	Held by Prime Movers Growth Fund I LP ⁽⁵⁾⁽⁶⁾

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)					

1. Name and Address of Reporting Person*
Prime Movers Lab Fund I LP

(Last) (First) (Middle)
[P.O. BOX 12829](#)

(Street)
[JACKSON WY 83002](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Sloss Dakin](#)

(Last) (First) (Middle)
[C/O PRIME MOVERS LAB, P.O. BOX 12829](#)

(Street)
[JACKSON WY 83002](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Prime Movers Growth Fund I LP](#)

(Last) (First) (Middle)
[P.O. BOX 12829](#)

(Street)
[JACKSON WY 83002](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Momentum PML SPV 1 LP](#)

(Last) (First) (Middle)
[C/O PRIME MOVERS LAB, P.O. BOX 12829](#)

(Street)
[JACKSON WY 83002](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MOMENTUS PML SPV 2 LP](#)

(Last) (First) (Middle)
[C/O PRIME MOVERS LAB, P.O. BOX 12829](#)

(Street)
[JACKSON WY 83002](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Momentum PML SPV 3 LP](#)

(Last) (First) (Middle)
[C/O PRIME MOVERS LAB, P.O. BOX 12829](#)

(Street)
[JACKSON WY 83002](#)

(City) (State) (Zip)

Explanation of Responses:

1. Held by Prime Movers Lab Fund I LP ("PML"). Prime Movers Lab GP I LLC ("PML GP") is the general partner of PML.
2. Held by Momentum PML SPV 1 LP ("PML SPV 1"). PML GP is the general partner of PML SPV 1.
3. Held by Momentum PML SPV 2 LP ("PML SPV 2"). Prime Movers Lab GP II LLC ("PML GP II") is the general partner of PML SPV 2.
4. Held by Momentum PML SPV 3 LP ("PML SPV 3"). PML GP II is the general partner of PML SPV 3.
5. Held by Prime Movers Growth Fund I LP ("PM Growth"). Prime Movers Growth GP I LLC ("PM Growth GP") is the general partner of PM Growth.

6. Dakin Sloss is the manager of PML GP, PML GPII and PM Growth GP, and may be deemed to beneficially own the securities held by PML, PML SPV 1, PML SPV 2, PML SPV 3 and PM Growth. Mr. Sloss disclaims any beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein.

7. The price of \$0.3069 per share represents a weighted average of purchase prices ranging from \$0.30000 to \$0.35035 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

8. The price of \$0.2659 per share represents a weighted average of purchase prices ranging from \$0.2610 to \$0.3100 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

/s/ Taylor Frankel, Authorized

Person on behalf of the
General Partner of each
Reporting Person

06/09/2023

Dakin Sloss /s/ Taylor
Frankel, Attorney-in-fact

06/09/2023

** 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.