

OMB APPROVAL	
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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).

1. Name and Address of Reporting Person* <u>SRC-NI Holdings LLC</u>  (Last) (First) (Middle) <u>C/O STABLE ROAD CAPITAL LLC</u> <u>1345 ABBOT KINNEY BLVD</u>  (Street) <u>VENICE CA 90291</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Momentum Inc. [ SRACU ]</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>08/12/2021</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	08/12/2021		C <sup>(1)</sup>		3,886,029 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	4,381,029	D <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					
Class B Common Stock	(3)	08/12/2021		J <sup>(3)</sup>			250,000	(1)	(1)	Class A Common Stock	(3)	3,886,029	D <sup>(2)</sup>	
Class B Common Stock	(1)	08/12/2021		C <sup>(1)</sup>			3,886,029	(1)	(1)	Class A Common Stock	(1)	0 <sup>(1)</sup>	D <sup>(2)</sup>	

**Explanation of Responses:**

- As described in the Issuer's registration statement on Form S-1 (File No. 333-233980) under the heading "Description of Securities—Founder Shares and Placement Shares," the shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the Issuer's initial business combination on a one-for-one basis subject to certain adjustments and have no expiration date. On August 12, 2021, the Issuer completed its initial business combination (the "Business Combination") with Momentum Inc., a Delaware corporation ("Momentum"). In connection with the Business Combination, each share of Class B common stock automatically converted on a one-for-one basis into shares of the Issuer's Class A common stock.
- Brian Kabot, Juan Manuel Quiroga and Edward Freedman are the managers of SRC-NI Holdings LLC (the "Sponsor") and have voting and investment discretion with respect to the securities held by the Sponsor. As such, each of them may be deemed to share beneficial ownership of the securities held directly by the Sponsor. Each such person disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest they may have therein, directly or indirectly.
- Represents shares of Class B common stock relinquished and forfeited upon the closing of the Business Combination pursuant to a settlement agreement with the Securities and Exchange Commission.

SRC-NI Holdings, LLC /s/ Brian Kabot, Authorized Person 08/13/2021

\*\* 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.