

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**MOMENTUS INC.**

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(Name of Issuer)

**Common Stock, par value \$0.00001 per share**

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(Title of Class of Securities)

**60879E 101**

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(CUSIP Number)

**Taylor Frankel  
c/o Prime Movers Lab  
P.O. Box 12829  
Jackson, WY 83002  
307-203-5036**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communication)

**August 19, 2022**

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), §240.13d-1(f) or §240.13d-1(g), check the following box: [ ]

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (*Act*) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	NAMES OF REPORTING PERSONS  Prime Movers Lab Fund I LP	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions)  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>  Not Applicable	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  15,166,661
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  15,166,661
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  15,166,661	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  18.2%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions)  PN	

<b>1</b>	NAMES OF REPORTING PERSONS  Momentum PML SPV 1 LP		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS (See Instructions)  WC		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>
	Not Applicable		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-	
	<b>8</b>	SHARED VOTING POWER  6,011,780	
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-	
	<b>10</b>	SHARED DISPOSITIVE POWER  6,011,780	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,011,780		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		<input type="checkbox"/>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.2%		
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions)  PN		

<b>1</b>	NAMES OF REPORTING PERSONS  Momentum PML SPV 2 LP	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions)  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>  Not Applicable	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  960,830
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  960,830
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  960,830	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.2%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions)  PN	

<b>1</b>	NAMES OF REPORTING PERSONS  Momentum PML SPV 3 LP	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions)  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>  Not Applicable	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  2,383,123
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  2,383,123
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,383,123	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.9%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions)  PN	

<b>1</b>	NAMES OF REPORTING PERSONS  Prime Movers Growth Fund I LP	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions)  WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>  Not Applicable	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  1,949,254(1)
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  1,949,254(1)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,949,254(1)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.3%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions)  PN	

(1) Includes (i) 949,254 shares held by Prime Movers Growth Fund I LP ("PM Growth"), and (ii) a warrant to purchase 1,000,000 shares that is exercisable within 60 days of February 16, 2022.

<b>1</b>	NAMES OF REPORTING PERSONS  Prime Movers Lab GP I LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions)  AF	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>  Not Applicable	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  21,178,441(2)
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  21,178,441(2)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  21,178,441(2)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  25.4%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions)  OO	

(2) Includes (i) 15,166,651 shares held by Prime Movers Lab Fund I LP ("PML"), and (ii) 6,011,780 shares held of record by Momentus PML SPV 1 LP ("PML SPV 1"), Prime Movers Lab GP I LLC ("PML GP"), is the general partner of PML and PML SPV 1. Dakin Sloss is the manager of PML GP and may be deemed to have or share beneficial ownership of the shares held by PML and PML SPV 1.

<b>1</b>	NAMES OF REPORTING PERSONS  Prime Movers Lab GP II LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions)  AF	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>  Not Applicable	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  3,343,953 <sup>(3)</sup>
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  3,343,953 <sup>(3)</sup>
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,343,953 <sup>(3)</sup>	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.0%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions)  OO	

(3) Includes (i) 960,830 shares held of record by Momentus PML SPV 2 LP ("PML SPV 2") and (ii) 2,383,123 shares held of record by Momentus PMS SPV3 LP ("PML SPV 3"). Prime Movers Lab GP II LLC ("PML GP II") is the general partner of PML SPV 2 and PML SPV 3. Dakin Sloss is the manager of PML GP II and may be deemed to have or share beneficial ownership of the shares held by PML SPV 2 and PML SPV 3.



<b>1</b>	NAMES OF REPORTING PERSONS  Prime Movers Growth GP I LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions)  AF	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>  Not Applicable	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  1,949,254(4)
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  1,949,254(4)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,949,254(4)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.3%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions)  OO	

(4) Includes (i) 949,254 shares held by Prime Movers Growth Fund I LP ("PM Growth") and (ii) a warrant to purchase 1,000,000 shares that is exercisable within 60 days of February 16, 2022. Prime Movers Growth GP I LLC ("PM Growth GP"), is the general partner of PM Growth. Dakin Sloss is the manager of PM Growth GP and may be deemed to have or share beneficial ownership of the shares held by PM Growth.

<b>1</b>	NAMES OF REPORTING PERSONS  Dakin Sloss	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (See Instructions)  AF	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>  Not Applicable	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  26,471,648(5)
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  26,471,648(5)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  26,471,648(5)	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  31.4%	
<b>14</b>	TYPE OF REPORTING PERSON (See Instructions)  IN	

(5) Includes (i) 15,166,661 shares held by Prime Movers Lab Fund I LP ("PML"), (ii) 6,011,780 shares held of record by Momentus PML SPV 1 LP ("PML SPV 1"), (iii) 960,830 shares held of record by Momentus PML SPV 2 LP ("PML SPV 2"), (iv) 2,383,123 shares held of record by Momentus PMS SPV3 LP ("PML SPV 3"), (v) 949,254 shares held by Prime Movers Growth Fund I LP ("PM Growth"), and (vi) a warrant to purchase 1,000,000 shares that is exercisable within 60 days of August 12, 2021. Prime Movers Lab GP I LLC ("PML GP") is the general partner of PML and PML SPV 1. Prime Movers Lab GP II LLC ("PML GP II") is the general partner of PML SPV 2 and PML SPV 3. Prime Movers Growth GP I LLC ("PM Growth GP") is the general partner of PM Growth. Dakin Sloss is the manager of PML GP, PML GP II and PM Growth GP and may be deemed to have or share beneficial ownership of the shares held by PML, PML SPV 1, PML SPV 2, PML SPV 3 and PM Growth.

## EXPLANATORY NOTE

This Amendment No. 2 (this “Amendment No. 2”) to the Statement on Schedule 13D (as amended, the “Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) to report the Reporting Persons’ beneficial ownership of the common stock, par value \$.00001 per share of Momentus, Inc., a corporation organized under the laws of the state of Delaware (the “Issuer”). This Amendment amends and supplements the Statement originally filed on October 8, 2021 with the Commission. Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed thereto in the Statement. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

### **Item 4. Interest in Securities of the Issuer**

Item 4 of the Statement is hereby supplemented as follows:

A broker has been engaged to assist in potential future distributions of shares of Class A Common Stock to the partners of the partnerships holding the shares identified herein. As of this date, there is no immediate intention to distribute shares of Class A Common Stock. Future distributions, if any, will be managed by the broker based on factors such as market price and liquidity of the Class A Common Stock.

Except as described in this Schedule 13D, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions described in clauses (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons reserve the right to formulate plans and/or proposals and to take such actions with respect to their investment in the Company, including any or all of the actions set forth in clauses (a) through (j) of Item 4 of Schedule 13D.

### **Item 5. Interest in Securities of the Issuer**

The aggregate percentage of shares of Class A Common Stock reported to be beneficially owned by each person named on the cover pages hereto is determined in accordance with the rules of the Securities and Exchange Commission and is based on 83,276,728 shares of Class A Common Stock of the Issuer outstanding as of August 5, 2022, as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on August 11, 2022.

- (a) — (b) See Rows 7-11 and Row 13 of each cover page.
  - (c) The Reporting Persons have not effected any transactions in the Common Stock within the past 60 days.
  - (d) — (e) Not applicable.
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## SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

Date: August 19, 2022

PRIME MOVERS LAB FUND I LP  
MOMENTUS PML SPV 1 LP

By: Prime Movers Lab GP I LLC, General Partner

By: /s/ Taylor Frankel  
Name: Taylor Frankel  
Title: Authorized Person

PRIME MOVERS LAB GP I LLC

By: /s/ Taylor Frankel  
Name: Taylor Frankel  
Title: Authorized Person

MOMENTUS PML SPV 2 LP  
MOMENTUS PML SPV 3 LP

By: Prime Movers Lab GP II LLC, General Partner

By: /s/ Taylor Frankel  
Name: Taylor Frankel  
Title: Authorized Person

PRIME MOVERS LAB GP II LLC

By: /s/ Taylor Frankel  
Name: Taylor Frankel  
Title: Authorized Person

PRIME MOVERS GROWTH FUND  
I LP

By: Prime Movers Growth GP I LLC, General Partner

By: /s/ Taylor Frankel  
Name: Taylor Frankel  
Title: Authorized Person

PRIME MOVERS GROWTH GP I  
LLC

By: /s/ Taylor Frankel  
Name: Taylor Frankel  
Title: Authorized Person

DAKIN SLOSS

/s/ Dakin Sloss

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**JOINT FILING AGREEMENT**

## PURSUANT TO RULE 13D-1(K)(1)

The undersigned acknowledge and agree that the Statement on Schedule 13D filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.00001 per share, of Momentus Inc., a Delaware corporation, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned that is named as a reporting person in such filing without the necessity of filing an additional joint filing agreement. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate. This joint filing agreement may be executed in any number of counterparts and all of such counterparts taken together shall constitute one and the same instrument.

Dated: August 19, 2022

PRIME MOVERS LAB FUND I LP  
MOMENTUS PML SPV 1 LP

By: Prime Movers Lab GP I LLC, General Partner

By: /s/ Taylor Frankel

Name: Taylor Frankel

Title: Authorized Person

PRIME MOVERS LAB GP I LLC

By: /s/ Taylor Frankel

Name: Taylor Frankel

Title: Authorized Person

MOMENTUS PML SPV 2 LP  
MOMENTUS PML SPV 3 LP

By: Prime Movers Lab GP II LLC, General Partner

By: /s/ Taylor Frankel

Name: Taylor Frankel

Title: Authorized Person

PRIME MOVERS LAB GP II LLC

By: /s/ Taylor Frankel

Name: Taylor Frankel

Title: Authorized Person

PRIME MOVERS GROWTH FUND  
I LP

By: Prime Movers Growth GP I LLC, General Partner

By: /s/ Taylor Frankel

Name: Taylor Frankel

Title: Authorized Person

PRIME MOVERS GROWTH GP I  
LLC

By: /s/ Taylor Frankel

Name: Taylor Frankel

Title: Authorized Person

DAKIN SLOSS

/s/ Dakin Sloss