

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>MILLENNIUM TECHNOLOGY VALUE PARTNERS II, L.P.</u>  (Last) (First) (Middle) 60 EAST 42ND ST., STE. 2137  (Street) NEW YORK NY 10165  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/11/2022	3. Issuer Name and Ticker or Trading Symbol <u>Inspirato Inc [ ISPO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	213,277	D <sup>(1)</sup>	
Class A Common Stock	1,771,668	I <sup>(2)</sup>	By Millennium Technology Value Partners II-A, L.P.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Units of Inspirato, LLC	(3)	(3)	Class A Common Stock	3,812,773	(3)	D <sup>(1)</sup>	
Common Units of Inspirato, LLC	(3)	(3)	Class A Common Stock	23,971	(3)	I <sup>(2)</sup>	By Millennium Technology Value Partners II-A, L.P.

1. Name and Address of Reporting Person* <u>MILLENNIUM TECHNOLOGY VALUE PARTNERS II, L.P.</u>  (Last) (First) (Middle) 60 EAST 42ND ST., STE. 2137  (Street) NEW YORK NY 10165  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Millennium Technology Value Partners II-A, L.P.</u>
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(Last) (First) (Middle)  
60 EAST 42ND ST., STE. 2137

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(Street)  
NEW YORK NY 10165

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Millennium Technology Value Partners II GP, L.P.](#)

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(Last) (First) (Middle)  
60 EAST 42ND ST., STE. 2137

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(Street)  
NEW YORK NY 10165

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Millennium TVP II \(UGP\), LLC](#)

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(Last) (First) (Middle)  
60 EAST 42ND ST., STE. 2137

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(Street)  
NEW YORK NY 10165

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Schwerin Samuel L](#)

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(Last) (First) (Middle)  
60 EAST 42ND ST., STE. 2137

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(Street)  
NEW YORK NY 10165

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(City) (State) (Zip)

**Explanation of Responses:**

1. The shares are held directly by Millennium Technology Value Partners II, L.P. ("Millennium II"). Millennium Technology Value Partners II GP, L.P. ("Millennium II GP") is the general partner of the Millennium II. Millennium TVP II (UGP), LLC ("Millennium II UGP") is the general partner of Millennium II GP. Samuel L. Schwerin is the manager and sole equity holder of Millennium II UGP.
2. The shares are held directly by Millennium Technology Value Partners II-A, L.P. ("Millennium II-A"). Millennium II GP is the general partner of the Millennium II-A. Millennium II UGP is the general partner of Millennium II GP. Samuel L. Schwerin is the manager and sole equity holder of Millennium II UGP.
3. The Common Units of Inspirato, LLC are exchangeable for shares of the Issuer's Class A Common Stock on a one-for-one basis at the option of the holder (for which the Issuer may substitute cash). The Common Units of Inspirato, LLC have no expiration date. At the time of any such exchange, an equal number of shares of Class V Common Stock of the Issuer held by the Reporting Persons, which have no economic value and entitle holders thereof to one vote per share on all matters on which stockholders of the Issuer are entitled to vote generally, are cancelled.

**Remarks:**

[Millennium Technology Value Partners II, L.P., By: Millennium Technology Value Partners II GP, L.P., its general partner, By: 03/17/2022](#)  
[Millennium TVP II \(UGP\), LLC, its general partner, By: /s/ Samuel L. Schwerin, Manager](#)  
[Millennium Technology Value Partners II-A, L.P., By: Millennium Technology Value Partners](#)

<u>II GP, L.P., its general partner, By: Millennium TVP II (UGP), LLC, its general partner, By: /s/ Samuel L. Schwerin, Manager</u>	
<u>Millennium Technology Value Partners II GP, L.P., By: Millennium TVP II (UGP), LLC, its general partner, By: /s/ Samuel L. Schwerin, Manager</u>	<u>03/17/2022</u>
<u>Millennium TVP II (UGP), LLC, By: /s/ Samuel L. Schwerin, Manager</u>	<u>03/17/2022</u>
<u>/s/ Samuel L. Schwerin</u>	<u>03/17/2022</u>
** 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 5 (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.**