

| 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).

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>Zamani Payam</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Inspirato Inc [ ISPO ]</u> |                 |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>CHIEF EXECUTIVE OFFICER</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/09/2024               |                 |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| C/O INSPIRATO INCORPORATED<br>1544 WAZEE STREET                 |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |                 |  |  |  |  |
| (Street)  | (City)  | (State)  | (Zip)  | DENVER CO 80202 |  |  |  |  |

**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            | 12/09/2024                           |  | P                              |   | 728,863 <sup>(1)(2)</sup>   | A          | \$2,500,000 | 3,524,314 <sup>(1)(2)</sup>   | I  | See footnotes (1)(2) below.                           |
| CLASS A COMMON STOCK            | 12/16/2024                           |  | P                              |   | 177,515 <sup>(3)</sup>  | A          | \$600,000   | 3,701,829 <sup>(3)</sup>  | I  | See footnote (3) below.                               |
| CLASS A COMMON STOCK            |                                      |  |                                |   |   |            |             | 1,100,000   | D  |   |

**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                       |
| WARRANT (RIGHT TO BUY) <sup>(1)(2)</sup>   | \$3.43   | 12/09/2024                           |  | P                              |   | 728,863  |     | 12/09/2024   | (4)             | CLASS A COMMON STOCK  | 728,863                                    | \$0  | 3,644,314   | I  | See footnotes (1)(2) below. |

**Explanation of Responses:**

- On August 12, 2024, Inspirato Incorporated (the "Company") entered into an investment agreement with One Planet Group LLC ("One Planet Group"), as amended on August 12, 2024 by a letter agreement between the parties (the "Investment Agreement"), relating to the issuance and sale from the Company to One Planet Group of (i) 2,495,451 shares of Class A common stock and (ii) warrants to purchase up to 2,915,451 shares of Class A common stock. Pursuant to the Investment Agreement, One Planet Group was granted an option to acquire up to 728,863 shares of Class A common stock of the Company and warrants to purchase an additional 728,863 shares of Class A common stock for an aggregate purchase price of up to \$2,500,000 (the "Option"). On December 9, 2024, One Planet Group delivered notice of its election to exercise the Option in full.
- The closing of the Option exercise occurred on December 9, 2024. The 3,524,314 shares of Class A common stock referenced in Box 5 includes 300,000 shares of Class A common stock that are held by an entity controlled by One Planet Group and its President and CEO, Mr. Zamani (the "Affiliated Entity"). In such capacity, Mr. Zamani has voting and dispositive power over the securities that are held by One Planet Group and the Affiliated Entity. As a result, 3,224,314 shares of Class A common stock may be deemed to be directly beneficially owned by One Planet Group and indirectly beneficially owned by Mr. Zamani, while the 300,000 shares of Class A common stock described above may be deemed to be indirectly beneficially owned by both One Planet Group and Mr. Zamani.
- In connection with a Lease Termination and Surrender Agreement, dated as of August 12, 2024, between the Company and a third party, One Planet Group agreed to act as the guarantor of the termination fee owed by the Company for a fee of \$600,000, to be paid to One Planet Group in six equal monthly installments beginning in January 2025 (the "Guarantee Fee"). On December 11, 2024, the Board of Directors of the Company approved an amendment to the payment terms of the Guarantee Fee pursuant to which the Company issued on December 16, 2024 to One Planet Group 177,515 shares of Class A common stock in lieu of cash. The shares of Class A common stock issued pursuant to the Guarantee Fee may be deemed to be directly beneficially owned by One Planet Group and indirectly beneficially owned by Mr. Zamani.
- The later of (i) September 13, 2029 or (ii) in the case of a Fundamental Change (as defined in the warrant) that is publicly announced before September 13, 2029 but closes after September 13, 2029, the closing date of such Fundamental Change.

/S/ SILVIA HALL, BY POWER OF ATTORNEY 12/17/2024

\*\* 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.