

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): August 30, 2024

Inspirato Incorporated
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39791
(Commission
File Number)

85-2426959
(I.R.S. Employer
Identification No.)

1544 Wazee Street
Denver, CO
(Address of principal executive offices)

80202
(Zip Code)

(303) 586-7771

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.0001 par value per share	ISPO	The Nasdaq Stock Market LLC
Warrants to purchase Class A common stock	ISPOW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 – Other Events

Approval of Mandatory Exchange

On August 30, 2024, the Board of Managers of Inspirato LLC (the “Company”) approved a mandatory exchange of all units in Inspirato LLC, other than those held by the Company (the “Mandatory Exchange”), in connection with a “Continuing Member COC” resulting from the previously-announced investment in the Company by One Planet Group LLC (“One Planet”).

Pursuant to the Mandatory Exchange, each member of Inspirato LLC other than the Company will exchange their common units for a number of shares of Class A common stock of the Company equal to the number of common units exchanged. This exchange will also involve the surrender and cancellation of the same number of outstanding shares of Class V common stock of the Company held by such members.

The Mandatory Exchange will be effective immediately prior to the consummation of the Continuing Member COC, which is expected to occur on September 30, 2024 as a result of One Planet acquiring beneficial ownership of more than 50% of the combined voting power of the Company’s common stock.

Amendment to Investment Agreement

On August 12, 2024, the Company entered into an Investment Agreement (the “Investment Agreement”) with One Planet. Pursuant to the Investment Agreement, among other things, One Planet 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 (collectively, the “Optional Securities”) for up to an aggregate purchase price of \$2,500,000 (the “Option”). On August 30, 2024, the Company and One Planet entered into an amendment to the Investment Agreement to change the time period in which One Planet may exercise the Option. Under the Investment Agreement as amended, the Option may be exercised at any time on or after November 29, 2024 and prior to December 29, 2024.

Item 9.01 Exhibits.

(d) Exhibits

Exhibit No.	Description
10.2	Letter agreement amending Investment Agreement dated August 12, 2024.
104	Cover Page Interactive Data File (formatted in Inline XBRL and included as Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 3, 2024

INSPIRATO INCORPORATED

By: /s/ Payam Zamani

Name: Payam Zamani

Title: Chief Executive Officer & Chairman of the Board

INSPIRATO INCORPORATED
1544 Wazee Street
Denver, Colorado 80202

August 30, 2024

One Planet Group LLC
1820 Bonanza Street
Walnut Creek, CA 94596

Re: Investment Agreement, dated August 12, 2024 (the “Investment Agreement”), between Inspirato Incorporated, a Delaware corporation (the “Company”) and One Planet Group LLC, a Delaware limited liability company (“One Planet”)

Ladies and Gentlemen:

Reference is made to the Investment Agreement, and all capitalized terms used but not defined in this letter shall have the meanings assigned thereto in the Investment Agreement. This letter reflects the agreement of the Company and One Planet to amend Section 2.05 of the Investment Agreement such that the third and fourth sentences of that section, effective immediately upon the execution and delivery of this letter by each of the Company and One Planet, shall read as follows:

The Option may be exercised by the Purchaser on a one-time basis at any time on or after November 29, 2024 and prior to December 29, 2024 (the “Option Expiration Date”) (it being understood that such exercise shall be at the sole discretion of the Purchaser and without regard to any condition, including, for the avoidance of doubt, any requirement for pre-clearance under the Company’s insider trading policy) (such exercise date, the “Option Notice Date”), in whole or in part, upon notice by the Purchaser to the Company (the “Option Notice”) setting forth the aggregate purchase price of the Optional Securities as to which the Purchaser is exercising the Option (the “Option Purchase Amount”), the corresponding number of Optional Securities to be issued and the time and date of payment and delivery for the Optional Securities. The time and date of delivery of the Optional Securities (the “Option Closing Date”) and such closing, the “Option Closing”) shall be determined by the Purchaser in its sole discretion but shall not be earlier than one (1) Business Day following Purchaser’s delivery of the Option Notice and shall not be later than five (5) Business Days following Purchaser’s delivery of the Option Notice.

Except as set forth above, the Investment Agreement shall remain in effect in all respects.

This letter agreement shall be governed by, and construed in accordance with, the internal laws of the state of Delaware without regard to the principles of conflicts of laws.

If the foregoing correctly sets forth the understanding between the Company and One Planet, please so indicate in the space provided below for that purpose, whereupon this letter shall constitute a binding agreement between the Company and One Planet.

[Signature page follows]

INSPIRATO INCORPORATED

By: _____
Name: _____
Title: _____

Acknowledged and agreed:

ONE PLANET GROUP LLC

By: _____
Name: _____
Title: _____
