
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Inspirato Incorporated

(Name of Issuer)

Class A Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

45791E107

(CUSIP Number)

Kerry L. Killeen
Revolution LLC, 1717 Rhode Island Avenue, N.W., 10th Fl.
Washington, DC, 20036
(202) 776-1400

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

01/15/2025

(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).

SCHEDULE 13D

CUSIP No. 45791E107

Name of reporting person

1 Revolution Management Company LLC

2 Check the appropriate box if a member of a Group (See Instructions)

(a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE
Sole Voting Power

7 0.00
Number of Shares Beneficially Owned by Each Reporting Person With:
Shared Voting Power

8 56,250.00
Sole Dispositive Power

9 0.00
Shared Dispositive Power

10 56,250.00
Aggregate amount beneficially owned by each reporting person

11 56,250.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 0.5 %
Type of Reporting Person (See Instructions)

14 OO

SCHEDULE 13D

CUSIP No. 45791E107

1 Name of reporting person
Revolution Portico Holdings LLC
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	0.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	0.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	0.0 %
	Type of Reporting Person (See Instructions)
14	OO

SCHEDULE 13D

CUSIP No. 45791E107

1	Name of reporting person
	Exclusive Resorts, LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	56,250.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	56,250.00
11	Aggregate amount beneficially owned by each reporting person

56,250.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.5 %

Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

CUSIP No. 45791E107

Name of reporting person

1

Stephen M. Case

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially

8

56,250.00

Owned by

Each

Sole Dispositive Power

Reporting

9

0.00

Person

With:

Shared Dispositive Power

10

56,250.00

Aggregate amount beneficially owned by each reporting person

11

56,250.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.5 %

Type of Reporting Person (See Instructions)

14

IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Common Stock, \$0.0001 par value per share

Name of Issuer:

(b) Inspirato Incorporated

Address of Issuer's Principal Executive Offices:

(c) 1544 Wazee Street, Denver, COLORADO , 80202.

Item 1 Comment: This Amendment No. 5 (this "Amendment No. 5" or this "Schedule 13D/A") amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on February 22, 2022, as amended and restated on November 22, 2023 and further amended on October 28, 2024 and December 19, 2024 (as amended and restated and amended, the "Original Schedule 13D") by the Reporting Persons. Unless otherwise defined herein, capitalized terms used in this Amendment No. 5 shall have the meanings ascribed to them in the Original Schedule 13D. Unless amended or supplemented below, the information in the Original Schedule 13D remains unchanged.

Item 2. Identity and Background

(a) This Schedule 13D/A is being filed on behalf of Revolution Portico Holdings LLC ("Portico"), Exclusive Resorts, LLC ("Exclusive"), Revolution Management Company LLC ("Revolution"), and Stephen M. Case ("Case"). Portico, Exclusive, Revolution and Case are collectively referred to herein as the "Reporting Persons." The agreement among the Reporting Persons to file this Schedule 13D/A jointly in accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, (the "Act") is attached hereto as Exhibit 99.1. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D/A.

(b) The principal business office of the Reporting Persons other than Exclusive is 1717 Rhode Island Avenue NW, 10th Floor, Washington, DC 20036. The principal business office of Exclusive is 1601 19th St., Suite 500, Denver, CO 80202.

(c) The principal business of the Reporting Persons other than Exclusive is venture capital investments. The principal business of Exclusive is a destination club. Case serves as the manager of Revolution, which is the manager of each of Portico and Exclusive.

(d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction or were subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of Portico, Exclusive and Revolution was organized in the state of Delaware and Case is a citizen of the United States.

Item 5. Interest in Securities of the Issuer

(a) Rows 11 and 13 of each Reporting Person's cover page to this Schedule 13D/A set forth the aggregate number of shares of Class A Common Stock and percentages of the shares of Class A Common Stock beneficially owned by such Reporting Person and are incorporated by reference. The percentage set forth in each row 13 is based upon 10,815,266 shares of Class A Common Stock outstanding as of October 29, 2024, as reported in the Issuer's prospectus dated December 4, 2024 filed with the SEC on December 5, 2024. The Reporting Persons' ownership of the Issuer's securities consists of 56,250 shares of Class A Common Stock directly held by Exclusive. Revolution serves the sole manager of each of Portico and Exclusive and Case is the manager of Revolution. Each of Revolution and Case possesses power to direct the voting and disposition of the shares held by each of Portico and Exclusive.

(b) Rows 7 through 10 of each Reporting Person's cover page to this Schedule 13D/A set forth the number of shares of Class A Common Stock as to which such Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition and are incorporated by reference.

(c) Except as set forth below, none of the Reporting Persons has effected any transactions with respect to the securities of the Issuer since December 19, 2024, the date as of which beneficial ownership information was presented in the most recent amendment to this Schedule 13D. On December 20, 2024, Portico sold 23,601 shares of Class A Common Stock in open market transactions at prices ranging from \$3.40 to \$3.53 per share (a weighted-average price of \$3.41 per share). On January 15, 2025, Portico sold 742,449 shares of Class A Common Stock in a single, privately negotiated transaction with one buyer at an aggregate sale price of \$3,526,632.75 (or \$4.75 per share).

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the securities beneficially owned by any of the Reporting Persons.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Class A Common Stock on January 15, 2025.

Item 7. Material to be Filed as Exhibits.

SIGNATURE

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

Revolution Management Company LLC

Signature: /s/ Stephen M. Case
Name/Title: By Stephen M. Case, Manager
Date: 01/16/2025

Revolution Portico Holdings LLC

Signature: /s/ Stephen M. Case
Name/Title: By Revolution Management Company LLC, its
Manager, By Stephen M. Case, Manager
Date: 01/16/2025

Exclusive Resorts, LLC

Signature: /s/ Stephen M. Case
Name/Title: By Stephen M. Case, Co-Chair
Date: 01/16/2025

Stephen M. Case

Signature: /s/ Stephen M. Case
Name/Title: Stephen M. Case
Date: 01/16/2025