UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-l(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a) (Amendment No. 3)*

Inspirato Incorporated

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share (Title of Class of Securities)

> 45791E206 (CUSIP Number)

Tracy Hogan Institutional Venture Partners XIII, L.P. 3000 Sand Hill Road, Building 2, Suite 250 Menlo Park, CA 94025 (650) 854-0132

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

March 4, 2024 (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 remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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.

Names of Demonstrate Demonst						
Names of Reporting Person						
Institutional Venture Partners XIII, L.P.						
Check the Appropriate Box if a Member of a Group (See Instructions)						
(a) 🗌 (t)区(1)				
SEC Use	Only					
Source of	Fund	s (See Instructions)				
OO (See]	Item 3					
Check if I	Disclo	sure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)				
Citizensh	ip or I	Place of Organization				
Delaware						
Number of 7. Sole Voting Power						
Shares 0						
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wned by 446,983 shares of Class A Common Stock (2)						
ch	9.	Sole Dispositive Power				
Reporting 0						
Person 10. Shared Dispositive Power						
With 446,983 shares of Class A Common Stock (2)						
Aggregate Amount Beneficially Owned by Each Reporting Person						
446,983 shares of Class A Common Stock (2)						
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)						
Percent of Class Represented by Amount in Row 11						
12.8% (3))					
Type of R	leport	ing Person (See Instructions)				
PN						
	Institution Check the (a) \Box (b) SEC Use Source of OO (See Check if] Citizensh Delaware er of es cially d by h ting on h Aggregate 446,983 s Check if to Percent o 12.8% (3) Type of R	Institutional Ve Check the Appr (a) \Box (b) \boxtimes (b)(a) \Box (b) \boxtimes (c)Sec Use OnlySource of Fund OO (See Item 3)Check if DiscloCheck if DiscloCitizenship or ID Delawareer of for a state citally for a stateer of for a state citally for a statebyh9.ting on for a state con for a statecheck if the Ag Percent of Clas12.8% (3)Type of Report:				

(1) This Schedule 13D is filed by Institutional Venture Partners XIII, L.P. ("IVP XIII"), Institutional Venture Management XIII, LLC ("IVM XIII"), Todd C. Chaffee ("Chaffee"), Norman A. Fogelsong ("Fogelsong"), Stephen J. Harrick ("Harrick"), J. Sanford Miller ("Miller"), and Dennis B. Phelps ("Phelps" and, collectively, with IVP XIII, IVM XIII, Chaffee, Fogelsong, Harrick and Miller, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13D.

- (2) The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has shared voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) The percentage is based on 3,492,810 shares of Class A Common Stock outstanding as of November 2, 2023, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2023.

1. Names of Reporting Person Institutional Venture Management XIII, LLC 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ⊠ (1) 3. SEC Use Only 4. Source of Funds (See Instructions) OO (See Item 3) 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware					
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ⊠ (1) 3. SEC Use Only 4. Source of Funds (See Instructions) OO (See Item 3) 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware					
(a) □ (b) ⊠ (1) 3. SEC Use Only 4. Source of Funds (See Instructions) OO (See Item 3) 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware					
3. SEC Use Only 4. Source of Funds (See Instructions) OO (See Item 3) 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware					
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OO (See Item 3) 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware					
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 6. Citizenship or Place of Organization Delaware 					
6. Citizenship or Place of Organization Delaware					
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Number of 7. Sole Voting Power					
Shares 0					
Beneficially 8. Shared Voting Power					
Owned by 446,983 shares of Class A Common Stock (2)					
Each 9. Sole Dispositive Power					
Reporting 0					
Person 10. Shared Dispositive Power					
With 446,983 shares of Class A Common Stock (2)					
11. Aggregate Amount Beneficially Owned by Each Reporting Person					
446,983 shares of Class A Common Stock (2)					
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13. Percent of Class Represented by Amount in Row 11					
12.8% (3)					
14. Type of Reporting Person (See Instructions)					
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⁽²⁾ The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has shared voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.

⁽³⁾ The percentage is based on 3,492,810 shares of Class A Common Stock outstanding as of November 2, 2023, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2023.

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1.		Names of Reporting Person						
	Todd C. C	Todd C. Chaffee						
2.	Check the	Check the Appropriate Box if a Member of a Group (See Instructions)						
	(a) □ (b) 🗵 (1)					
3.	SEC Use	Only						
4.	Source of	f Fund	s (See Instructions)					
	OO (See	Item 3						
5.	Check if	Disclo	sure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)					
6.	Citizensh	ip or l	Place of Organization					
	United States							
Nui	Number of 7. Sole Voting Power							
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12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)							
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	12.8% (3)						
14.	Type of F	Report	ing Person (See Instructions)					
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1. Names of Reporting Person Norman A. Fogelsong 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ⊠ (1) 3. SEC Use Only 4. Source of Funds (See Instructions) OO (See Item 3) OO (See Item 3) 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 6. Citizenship or Place of Organization United States 0 Beneficially 8. Shares 0 Beneficially 8. Shared Voting Power Owned by 446,983 shares of Class A Common Stock (2) Each 9. Sole Dispositive Power Reporting 0 Person 10. Shared Dispositive Power With 446,983 shares of Class A Common Stock (2) 11. Aggregate Amount Beneficially Owned by Each Reporting Person							
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ⊠ (1) 3. SEC Use Only	Names of Reporting Person						
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3. SEC Use Only 4. Source of Funds (See Instructions) OO (See Item 3) 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 6. Citizenship or Place of Organization United States Number of Shares 7. Sole Voting Power 0 8. Shared Voting Power 0 446,983 shares of Class A Common Stock (2) Each 9. Sole Dispositive Power 0 0 Person 10. Shared Dispositive Power With 10. Shares of Class A Common Stock (2)	Check the Appropriate Box if a Member of a Group (See Instructions)						
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446,983 shares of Class A Common Stock (2)	446,983 shares of Class A Common Stock (2)						
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13. Percent of Class Represented by Amount in Row 11	13. Percent of Class Represented by Amount in Row 11						
12.8% (3)		12.8% (3)					
14. Type of Reporting Person (See Instructions)		14. Type of Reporting Person (See Instructions)					
IN		IN					

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1. Names of Reporting Person Stephen J. Harrick 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ⊠ (1) 3. SEC Use Only 4. Source of Funds (See Instructions) OO (See Item 3) 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 6. Citizenship or Place of Organization United States Number of Shares 7. 8. Shared Voting Power 0 446,983 shares of Class A Common Stock (2) Each With 9. 9. Sole Dispositive Power 0 10. 11. Aggregate Amount Beneficially Owned by Each Reporting Person 146,983 shares of Class A Common Stock (2)	_								
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) □ (b) ⊠ (1) 3. SEC Use Only 4. Source of Funds (See Instructions) OO (See Item 3) Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) □ 5. Check if Disclosure of Crganization United States Number of Shares Beneficially Ashred Voting Power At46,983 shares of Class A Common Stock (2) Each Person With Check Bares of Class A Common Stock (2) I1. 11. Aggregate Amount Beneficially Owned by Each Reporting Person	1.	Names of Reporting Person							
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3. SEC Use Only 4. Source of Funds (See Instructions) OO (See Item 3) 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) 6. Citizenship or Place of Organization United States Number of Shares 7. Sole Voting Power 0 8. Shared Voting Power 0 446,983 shares of Class A Common Stock (2) Each 9. Sole Dispositive Power 0 9. Sole Dispositive Power With 10. Shares of Class A Common Stock (2) 11. Aggregate Amount Beneficially Owned by Each Reporting Person	2.	Check the	Check the Appropriate Box if a Member of a Group (See Instructions)						
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		446,983 shares of Class A Common Stock (2)							
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	12.								
13. Percent of Class Represented by Amount in Row 11	13.								
12.8% (3)		12.8% (3)						
14. Type of Reporting Person (See Instructions)	14.	Type of F	Report	ing Person (See Instructions)					
IN		IN	-						

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1.	Names of Reporting Person							
	J. Sanfor	J. Sanford Miller						
2.	Check the	Check the Appropriate Box if a Member of a Group (See Instructions)						
	(a) 🗌 (b) 🗵 (1)					
3.	SEC Use	Only						
4.	Source of	f Fund	s (See Instructions)					
	OO (See	Item 3	3)					
5.	Check if	Disclo	osure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)					
6.	Citizensh	ip or l	Place of Organization					
	United States							
Nur	Number of 7. Sole Voting Power							
S	Shares 0							
Bene	eficially	8.	Shared Voting Power					
	med by		446,983 shares of Class A Common Stock (2)					
E	Each	9.	Sole Dispositive Power					
Rep	Reporting 0							
Pe	Person 10. Shared Dispositive Power							
/	With 446,983 shares of Class A Common Stock (2)							
11.	Aggregate Amount Beneficially Owned by Each Reporting Person							
	446,983 shares of Class A Common Stock (2)							
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)							
13.	Percent of Class Represented by Amount in Row 11							
	12.8% (3)						
14.	Type of F	Report	ing Person (See Instructions)					
	IN	-						
	IN							

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<u> </u>								
1.	Names of Reporting Person							
	Dennis B	Dennis B. Phelps						
2.	Check th	Check the Appropriate Box if a Member of a Group (See Instructions)						
	(a) □ (b) 🗵 (1)					
3.	SEC Use	Only						
4.	Source of	f Fund	s (See Instructions)					
	OO (See	Item 3	3)					
5.	Check if	Disclo	sure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)					
6.	Citizensh	ip or l	Place of Organization					
	United States							
Nu	Number of 7. Sole Voting Power							
S	Shares 0							
Ben	eficially	8.	Shared Voting Power					
	Owned by 446,983 shares of Class A Common Stock (2)							
I	Each	9.	Sole Dispositive Power					
Rej	Reporting 0							
Р	Person 10. Shared Dispositive Power							
	With 446,983 shares of Class A Common Stock (2)							
11.	Aggregate Amount Beneficially Owned by Each Reporting Person							
	446,983 shares of Class A Common Stock (2)							
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)							
13.	Percent of Class Represented by Amount in Row 11							
	12.8% (3)						
14.	Type of H	Report	ing Person (See Instructions)					
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⁽²⁾ The shares are held by IVP XIII. IVM XIII serves as the sole general partner of IVP XIII and has shared voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.

⁽³⁾ The percentage is based on 3,492,810 shares of Class A Common Stock outstanding as of November 2, 2023, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2023.

Explanatory Note: This Amendment No. 3 ("Amendment No. 3"), which amends the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on February 22, 2022 and amended on June 21, 2023 and August 9, 2023 (the "Original Schedule 13D") filed on behalf of Institutional Venture Partners XIII, L.P. ("IVP XIII"), Institutional Venture Management XIII, LLC ("IVM XIII"), Todd C. Chaffee ("Chaffee"), Norman A. Fogelsong ("Fogelsong"), Stephen J. Harrick ("Harrick"), J. Sanford Miller ("Miller") and Dennis B. Phelps ("Phelps" and, collectively, with IVP XIII, IVM XIII, Chaffee, Fogelsong, Harrick and Miller, the "Reporting Persons"), relates to the Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), of Inspirato Incorporated, a Delaware corporation (the "Issuer"). This Amendment No. 3 is being filed by the Reporting Persons to report open market sales as described herein. The share numbers in this Amendment No. 3 also give effect to a 1-for-20 reverse split of the outstanding shares of the Issuer's Class A Common Stock effected on October 16, 2023.

The Original Schedule 13D is hereby amended to the extent hereinafter expressly set forth and, except as amended hereby, the Original Schedule 13D remains in full force and effect. All capitalized terms used in this Amendment No. 3 but not defined herein shall have the meanings ascribed thereto in the Original Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) See responses to Item 13 on the cover pages of this filing, which are incorporated herein by reference.
- (b) See responses to Items 7, 8, 9 and 10 on the cover pages of this filing, which are incorporated herein by reference.
- (c) Schedule A sets forth all transactions with respect to the shares of Common Stock effected during the past sixty days by any Reporting Person and is incorporated herein by reference.
- (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 Class A Common Stock beneficially owned by any of the Reporting Persons.
- (e) Not applicable.

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.

March 6, 2024

INSTITUTIONAL VENTURE PARTNERS XIII, L.P.

By: Institutional Venture Management XIII, LLC Its: General Partner

By: /s/ Tracy Hogan

Tracy Hogan, Attorney-in- Fact

INSTITUTIONAL VENTURE MANAGEMENT XIII, LLC

- By: /s/ Tracy Hogan Tracy Hogan, Attorney-in- Fact
- By: /s/ Tracy Hogan Tracy Hogan, Attorney-in-Fact for Todd C. Chaffee
- By: /s/ Tracy Hogan Tracy Hogan, Attorney-in-Fact for Norman A. Fogelsong

By: /s/ Tracy Hogan Tracy Hogan, Attorney-in-Fact for Stephen J. Harrick

By: /s/ Tracy Hogan Tracy Hogan, Attorney-in-Fact for J. Sanford Miller

By: /s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Dennis B. Phelps

SCHEDULE A

Transactions in Class A Common Stock During the 60 Days Prior to March 5, 2024

Institutional Venture Partners XIII, L.P.

Nature of the Transaction	Amount of Securities Purchased/Sold	A	/eighted Average Price (\$)	Date of Purchase/Sale	Lo	w Price (\$)	Hi	gh Price (\$)
Sale of Class A Common Stock	4,210	\$	5.16	02/29/2024	\$	5.01	\$	5.35
Sale of Class A Common Stock	28,933	\$	5.10	03/01/2024	\$	5.02	\$	5.20
Sale of Class A Common Stock	1,961	\$	4.84	03/04/2024	\$	4.80	\$	5.01
Sale of Class A Common Stock	11,056	\$	4.80	03/05/2024	\$	4.80	\$	4.80