

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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* <u>One Planet Group LLC</u>  (Last) (First) (Middle) C/O PAYAM ZAMANI 1820 BONANZA STREET  (Street) WALNUT CREEK CA 94596  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Inspirato Inc [ ISPO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	09/13/2024		P		1,580,180	A	\$5,420,020	2,795,451 <sup>(1)(2)</sup>	I	See footnotes (1) and (2) below.

**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					
WARRANT (RIGHT TO BUY) <sup>(1)</sup>	\$3.43	09/13/2024		P		2,915,451		09/13/2024	(3)	CLASS A COMMON STOCK	\$0 <sup>(4)</sup>	2,915,451	D	

**Explanation of Responses:**

- On August 12, 2024, Inspirato Incorporated (the "Company") entered into an investment agreement with One Planet Group LLC relating to the issuance and sale to One Planet Group LLC of (i) 1,335,271 shares (the "Tranche 1 Shares") of Class A common stock of the Company ("Class A Common Stock") for an aggregate purchase price of \$4,579,980 (such transaction, the "Tranche 1 Purchase") and (ii) 1,580,180 shares of Class A Common Stock (the "Tranche 2 Shares") for an aggregate purchase price of \$5,420,020 and an accompanying warrant (the "Warrant") to purchase up to 2,915,451 shares of Class A Common Stock (the "Warrant Shares") (such transaction, the "Tranche 2 Purchase").
- The Tranche 1 Purchase was consummated on August 13, 2024, and following certain related transfers of Tranche 1 Shares, 915,271 shares of Class A Common Stock were deemed to be directly beneficially owned by One Planet Group LLC and indirectly beneficially owned by Mr. Payam Zamani, while 300,000 shares of Class A Common Stock were deemed to be indirectly beneficially owned by both One Planet Group LLC and Mr. Zamani. The Tranche 2 Purchase was consummated on September 13, 2024. Following the Tranche 2 Purchase, as described above, a total of (x) 2,495,451 shares of Class A Common Stock and (y) a warrant to purchase up to 2,915,451 shares of Class A Common Stock may be deemed to be directly beneficially owned by One Planet Group LLC and indirectly beneficially owned by Mr. Zamani, while 300,000 shares of Class A Common Stock may be deemed to be indirectly beneficially owned by both One Planet Group LLC and Mr. Zamani.
- The later of (i) September 13, 2029 or (ii) in the case of a Fundamental Change (as defined in the Warrant) which is publicly announced before September 13, 2029 but which closes after September 13, 2029, the closing date of such Fundamental Change.
- There was no separate consideration for the Tranche 2 Shares and the Warrant Shares; the Tranche 2 Purchase was considered a single transaction for an aggregate purchase price of \$5,420,020.

ONE PLANET GROUP LLC

By: Payam Zamani, Title: President and Chief Executive Officer, /s/ Payam Zamani 09/16/2024

\*\* 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.