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# SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**flyExclusive, Inc.**

(Name of Issuer)

**Class A common stock, par value \$0.0001 per share**

(Title of Class of Securities)

**343928107**

(CUSIP Number)

**Jana Tsilman  
Third Point LLC, 55 Hudson Yards  
New York, NY, 10001  
(212) 715-3880**

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

**01/09/2026**

(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).

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## SCHEDULE 13D

CUSIP No.

343928107

1	Name of reporting person  <b>Third Point LLC</b>
2	Check the appropriate box if a member of a Group (See Instructions)  <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)  <b>AF</b>

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 1,389,499.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 1,389,499.00
11	Aggregate amount beneficially owned by each reporting person 1,389,499.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 4.4 %	
14	Type of Reporting Person (See Instructions) OO	

**Comment for Type of Reporting Person:**

The number of shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock") of flyExclusive, Inc. (the "Issuer") beneficially owned by the Reporting Persons as set forth in Row 11 (such shares, the "Shares") consists of 1,022,000 shares of Class A Common Stock and 367,499 shares of Class A Common Stock issuable upon the exercise of warrants of the Issuer. Calculations of the percentage set forth in Row 13 are based on the quotient obtained by dividing (a) the aggregate number of Shares by (b) the sum of (i) 31,184,738 shares of Class A Common Stock outstanding as of December 31, 2025, as reported by the Issuer in the Prospectus Supplement to that certain Prospectus dated June 30, 2025, as filed with the U.S. Securities and Exchange Commission pursuant to Rule 424(b)(5) on January 9, 2026 (the "Prospectus Supplement"), and (ii) the 367,499 shares of Class A Common Stock issuable upon the exercise of warrants of the Issuer, as further described in the Prospectus Supplement.

## SCHEDULE 13D

CUSIP No.	343928107
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1	Name of reporting person Daniel S. Loeb
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>

6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 1,389,499.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 1,389,499.00
11	Aggregate amount beneficially owned by each reporting person 1,389,499.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 4.4 %	
14	Type of Reporting Person (See Instructions) IN	

**Comment for Type of Reporting Person:**

The number of shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock") of flyExclusive, Inc. (the "Issuer") beneficially owned by the Reporting Persons as set forth in Row 11 (such shares, the "Shares") consists of 1,022,000 shares of Class A Common Stock and 367,499 shares of Class A Common Stock issuable upon the exercise of warrants of the Issuer. Calculations of the percentage set forth in Row 13 are based on the quotient obtained by dividing (a) the aggregate number of Shares by (b) the sum of (i) 31,184,738 shares of Class A Common Stock outstanding as of December 31, 2025, as reported by the Issuer in the Prospectus Supplement to that certain Prospectus dated June 30, 2025, as filed with the U.S. Securities and Exchange Commission pursuant to Rule 424(b)(5) on January 9, 2026 (the "Prospectus Supplement"), and (ii) the 367,499 shares of Class A Common Stock issuable upon the exercise of warrants of the Issuer, as further described in the Prospectus Supplement.

## SCHEDULE 13D

**Item 1. Security and Issuer**

- (a) **Title of Class of Securities:**  
Class A common stock, par value \$0.0001 per share
- (b) **Name of Issuer:**  
flyExclusive, Inc.
- (c) **Address of Issuer's Principal Executive Offices:**  
2860 Jetport Road, Kinston, NORTH CAROLINA , 28504.

**Item 1 Comment:**

This Amendment No. 2 to Schedule 13D (this "Amendment No. 2") relates to the Class A Common Stock, \$0.0001 par value per share (the "Class A Common Stock") of flyExclusive, Inc., a Delaware corporation (the "Issuer"), and amends the Schedule 13D filed by the undersigned reporting persons (the "Reporting Persons") with the U.S. Securities and Exchange Commission (the "SEC") on February 13, 2024 (the "Original Schedule 13D"), as previously amended by that certain Amendment No. 1 thereto on March 26, 2025 ("Amendment No. 1" and, collectively with the Original Schedule 13D and this Amendment No. 2, the "Schedule 13D"). Capitalized terms used and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Original Schedule 13D and Amendment No. 1, as applicable. This Amendment No. 2 is being filed to reflect changes in the number of outstanding shares of the Issuer's Class A Common Stock as reported by the Issuer in the Prospectus Supplement to that certain Prospectus dated June 30, 2025, as filed with the U.S. Securities and Exchange Commission pursuant to Rule 424(b)(5) on January 9, 2026 (the "Prospectus Supplement").

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended to add the following:

The information contained in Item 5 of Amendment No. 2 is incorporated by reference herein, as applicable.

**Item 5. Interest in Securities of the Issuer**

- (a) Item 5(a) of the Schedule 13D is hereby amended to reflect the following:  
As of the close of business on January 9, 2026, the Reporting Persons may be deemed to beneficially own, in the aggregate, 1,389,499 shares of Class A Common Stock (including 367,499 shares of Class A Common Stock issuable upon the exercise of warrants of the Issuer) held directly by the Funds (such shares, the "Shares"). The Shares represent approximately 4.40% of the Class A Common Stock outstanding. Calculations of the percentage of Class A Common Stock beneficially owned are based on the quotient obtained by dividing (a) the aggregate number of Shares by (b) the sum of (i) 31,184,738 shares of Class A Common Stock outstanding as of December 31, 2025, as reported by the Issuer in the Prospectus Supplement, and (ii) the 367,499 shares of Class A Common Stock issuable upon the exercise of warrants of the Issuer, as further described in the Prospectus Supplement.
- (c) Item 5(c) of the Schedule 13D is hereby amended to reflect the following:  
The Reporting Persons have not effected any transactions in the shares of Class A Common Stock during the past sixty days, inclusive of any transactions effected through 4:30 p.m., New York City time, on January 13, 2026.
- (e) Item 5(e) of the Schedule 13D is hereby amended to reflect the following:  
As of December 31, 2025, the Reporting Persons ceased to be the beneficial owners of more than five percent of the outstanding shares of the Class A Common Stock and the Reporting Persons are no longer subject to the reporting requirements of Rule 13d-1(a) of the Exchange Act.

**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.

**Third Point LLC**

Signature: */s/ Jana Tsilman*  
Name/Title: **Jana Tsilman, Attorney-in-Fact**  
Date: **01/13/2026**

**Daniel S. Loeb**

Signature: */s/ Jana Tsilman*  
Name/Title: **Jana Tsilman, Attorney-in-Fact**  
Date: **01/13/2026**

**Comments accompanying signature:**

The Power of Attorney granted by Third Point LLC and Daniel S. Loeb in favor of Jana Tsilman and Joshua L. Targoff, dated February 9, 2024, which was previously filed with the SEC on February 13, 2024 as Exhibit 99.2 to the Schedule 13G/A filed by Third Point LLC and Daniel S. Loeb with respect to Global Blue Group Holding AG, is incorporated herein by reference.

## JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein or therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: January 13, 2026

**THIRD POINT LLC**

By: /s/ Jana Tsilman  
Name: Jana Tsilman  
Title: Attorney-in-Fact

**DANIEL S. LOEB**

By: /s/ Jana Tsilman  
Name: Jana Tsilman  
Title: Attorney-in-Fact