

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

|                          |           |
|--------------------------|-----------|
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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 *<br><u>Hymowitz Gregg</u><br><br>(Last) (First) (Middle)<br><u>375 PARK AVENUE, 24TH FLOOR</u><br><br>(Street)<br><u>NEW YORK NY 10152</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>FLYEXCLUSIVE INC. [ FLYX ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/18/2025</u>            |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><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 |   |  |   |

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                 | Title   | Amount or Number of Shares |  |  |   |  |
| <u>Warrant (Right to Buy)</u>              | <u>\$11.5</u>  | <u>08/18/2025</u>                    |  | <u>P</u>                       |   | <u>11,005</u>  |     | <u>08/18/2025</u>  | <u>12/27/2028<sup>(1)</sup></u> | <u>Class A Common Stock</u>   | <u>11,005</u>              | <u>\$0.12</u>                              | <u>4,344,338</u>   | <u>I</u>  | <u>See Footnote<sup>(4)(5)</sup></u>                   |
| <u>Warrant (Right to Buy)</u>              | <u>\$11.5</u>  | <u>08/19/2025</u>                    |  | <u>P</u>                       |   | <u>8,211</u>   |     | <u>08/19/2025</u>  | <u>12/27/2028<sup>(1)</sup></u> | <u>Class A Common Stock</u>   | <u>8,211</u>               | <u>\$0.1295<sup>(2)</sup></u>              | <u>4,352,549</u>   | <u>I</u>  | <u>See Footnote<sup>(4)(5)</sup></u>                   |
| <u>Warrant (Right to Buy)</u>              | <u>\$11.5</u>  | <u>08/20/2025</u>                    |  | <u>P</u>                       |   | <u>336,628</u>   |     | <u>08/20/2025</u>  | <u>12/27/2028<sup>(1)</sup></u> | <u>Class A Common Stock</u>   | <u>336,628</u>             | <u>\$0.1497<sup>(3)</sup></u>              | <u>4,689,177</u>   | <u>I</u>  | <u>See Footnote<sup>(4)(5)</sup></u>                   |

|   |           |              |
|---|-----------|--------------|
| 1. Name and Address of Reporting Person * |           |              |
| <u>Hymowitz Gregg</u>                     |           |              |
| (Last)                                    | (First)   | (Middle)     |
| <u>375 PARK AVENUE, 24TH FLOOR</u>        |           |              |
| (Street)                                  |           |              |
| <u>NEW YORK</u>                           | <u>NY</u> | <u>10152</u> |
| (City)                                    | (State)   | (Zip)        |

|   |           |              |
|---|-----------|--------------|
| 1. Name and Address of Reporting Person * |           |              |
| <u>EG Sponsor LLC</u>                     |           |              |
| (Last)                                    | (First)   | (Middle)     |
| <u>375 PARK AVENUE, 24TH FLOOR</u>        |           |              |
| (Street)                                  |           |              |
| <u>NEW YORK</u>                           | <u>NY</u> | <u>10152</u> |
| (City)                                    | (State)   | (Zip)        |

**Explanation of Responses:**

1. The warrants will expire on December 27, 2028, 5 years after the completion of the registrant's initial business combination or earlier upon redemption or liquidation, as described in the S-1.

2. Reflects the weighted average price of 8,211 warrants of the Issuer purchased by the Reporting Person in multiple transactions on August 19, 2025 with purchase prices ranging from \$0.123 to \$0.130 per warrant, inclusive. The Reporting Person hereby undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of warrants purchased at each separate price.

3. Reflects the weighted average price of 336,628 warrants of the Issuer purchased by the Reporting Person in multiple transactions on August 20, 2025 with purchase prices ranging from \$0.130 to \$0.150 per warrant, inclusive. The Reporting Person hereby undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of warrants purchased at each separate price.

4. Held by EG Sponsor. EnTrust Global Partners Offshore LP is the managing member of EG Sponsor and as such has voting and investment discretion with respect to the securities held of record by the Sponsor and may be deemed to have shared beneficial ownership (along with EnTrust Global Group LLC, EnTrust Global LLC, GH EP Holdings LLC and EG Sponsor) of the securities held directly by EG Sponsor. Gregg Hymowitz is the managing member of GH EP Holdings, LLC, which is the managing member of EnTrust Global LLC, which is the managing member of EnTrust Global Group LLC, which serves as the general partner of EnTrust Global Partners Offshore LP, and as a result, may be deemed to have shared beneficial ownership of the securities held directly by EG Sponsor.

5. (Continued from footnote 4) An affiliate of GMF Capital has an approximately 50% membership interest in EG Sponsor. Each such person disclaims any beneficial ownership of such securities except the reported shares other than to the extent of its or his pecuniary interest therein.

EG Sponsor LLC; By: /s/ Gregg S. Hymowitz 08/20/2025

/s/ Gregg S. Hymowitz 08/20/2025

\*\* 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.