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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 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>Hymowitz Gregg</u> <hr/> (Last) (First) (Middle) <u>375 PARK AVENUE, 24TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10152</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FLYEXCLUSIVE INC. [FLYX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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					
Series B Convertible Preferred Stock	(1)	08/08/2024		P		20,408		(1)	(1)	Class A common stock, ("Common Stock")	(2)	20,408	I	See Footnote ⁽⁵⁾
Series B Convertible Preferred Stock	(1)	08/08/2024		P		5,102		(1)	(1)	Common Stock	(3)	25,510	I	See Footnote ⁽⁶⁾⁽⁷⁾
Warrant (Right to Buy)	\$0.01	08/08/2024		P		1		08/08/2024	08/08/2029	Common Stock	(2)	1 ⁽⁴⁾	I	See Footnote ⁽⁵⁾
Warrant (Right to Buy)	\$0.01	08/08/2024		P		1		(8)	(8)	Common Stock	(3)	1 ⁽⁴⁾	I	See Footnote ⁽⁶⁾⁽⁷⁾

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

1. Name and Address of Reporting Person *		
EG Sponsor LLC		
(Last)	(First)	(Middle)
375 PARK AVENUE, 24TH FLOOR		
(Street)		
NEW YORK	NY	10152
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
EnTrust Global Management GP LLC		
(Last)	(First)	(Middle)
375 PARK AVENUE, 24TH FLOOR		
(Street)		
NEW YORK	NY	10152
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
GH Onshore GP LLC		
(Last)	(First)	(Middle)
375 PARK AVENUE, 24TH FLOOR		
(Street)		
NEW YORK	NY	10152
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Series B Convertible Preferred Stock, par value \$0.0001 per share ("Series B Preferred Stock") has a stated value of \$1,000 and as of the date hereof is convertible into 200 shares of the Issuer's Common Stock, which such rate may differ over time. The Series B Preferred Stock will automatically convert into Common Stock on the earlier of (i) December 31, 2025 and (ii) the closing date of a subsequent capital raise in excess of \$25,000,000 in accordance with the terms of the Certificate of Designation for the Series B Preferred Stock and the Securities Purchase Agreement (defined below).
- The derivative securities were purchased pursuant to the Securities Purchase Agreement for \$20,000,000.
- The derivative securities were purchased pursuant to the Securities Purchase Agreement for \$5,000,000.
- On August 8, 2024, EnTrust Emerald (Cayman) LP ("EnTrust") and EG Sponsor LLC ("EG Sponsor") entered into a Securities Purchase Agreement with the Issuer ("Securities Purchase Agreement") whereby (i) EnTrust purchased 20,408 shares of Series B Convertible Preferred Stock, together with a warrant to purchase 4,000,000 shares of Common Stock and (ii) EG Sponsor irrevocably committed, at a date no later than August 15, 2024, to purchase 5,102 shares of Series B Preferred Stock, together with a warrant to purchase 1,000,000 shares of Common Stock.
- Held by EnTrust Emerald (Cayman) LP. Gregg Hymowitz serves as the Founder and Chief Executive Officer of EnTrust Global, an affiliate of which serves as the general partner of EnTrust Emerald (Cayman) LP, and may be deemed to be the beneficial owner of such shares held by EnTrust Emerald (Cayman) LP. Each such person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest they may have therein, directly or indirectly.
- Held by EG Sponsor. EnTrust Global Management GP LLC is the managing member of EG Sponsor and as such has voting and investment discretion with respect to the securities held of record by EG Sponsor and may be deemed to have shared beneficial ownership (along with GH Onshore GP LLC and EG Sponsor) of the securities held directly by EG Sponsor. Gregg Hymowitz is the sole and managing member of GH Onshore GP LLC, which is the managing member of EnTrust Global Management GP LLC, and as a result, may be deemed to have shared beneficial ownership of the securities held directly by EG Sponsor. Each of EnTrust Global Management GP LLC, GH Onshore GP LLC and Gregg Hymowitz disclaims beneficial ownership of such securities except to the extent of its or his pecuniary interest therein.
- (Continued from footnote 6) An affiliate of GMF Capital has an approximately 50% membership interest in EG Sponsor. Each such person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest they may have therein, directly or indirectly.
- The warrant may be exercised in whole or in part during the exercise period with respect to a number of a shares of Common Stock. The warrant is exercisable as of the date of issuance up until the fifth anniversary of its issuance.

[EG Sponsor LLC; By: /s/ Gregg S. Hymowitz](#) 08/12/2024

[EnTrust Global Management GP LLC; By: /s/ Gregg S. Hymowitz](#) 08/12/2024

[GH Onshore GP LLC; By: /s/ Gregg S. Hymowitz](#) 08/12/2024

[/s/ Gregg S. Hymowitz](#) 08/12/2024

** 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.