

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).

1. Name and Address of Reporting Person* <u>KINS Capital Sponsor LLC</u> (Last) (First) (Middle) FOUR PALO ALTO SQUARE, SUITE 200 3000 EL CAMINO REAL (Street) PALO ALTO CA 94306 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CXApp Inc. [CXAI]</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) 08/28/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	08/28/2023		J ⁽¹⁾		6,652,776	D	\$0	0 ⁽⁴⁾	D ⁽²⁾	

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
Private Placement Warrants	\$11.5	08/28/2023		J ⁽¹⁾		9,103,528				Class A Common Stock	9,103,528	\$0	0 ⁽⁴⁾	D ⁽²⁾	

1. Name and Address of Reporting Person*
KINS Capital Sponsor LLC
 (Last) (First) (Middle)
 FOUR PALO ALTO SQUARE, SUITE 200
 3000 EL CAMINO REAL
 (Street)
 PALO ALTO CA 94306
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CVH, LLC
 (Last) (First) (Middle)
 FOUR PALO ALTO SQUARE, SUITE 200
 3000 EL CAMINO REAL
 (Street)
 PALO ALTO CA 94306
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Sheikh Khurram P
 (Last) (First) (Middle)
 FOUR PALO ALTO SQUARE, SUITE 200
 3000 EL CAMINO REAL
 (Street)
 PALO ALTO CA 94306
 (City) (State) (Zip)

Explanation of Responses:

1. Reflects Issuer securities distributed by KINS Capital Sponsor LLC (formerly known as KINS Capital LLC) ("Sponsor") to its members on a pro-rata basis.
2. The Sponsor, in whose name the securities reported herein were held, is managed by its managing member, CVH, LLC (formerly known as Cardinal Venture Holdings LLC) ("CVH"). The managing member of CVH is Khurram P. Sheikh. Each of CVH and Mr. Sheikh may be deemed a beneficial owner of shares held by the Sponsor but each disclaims beneficial ownership of any such shares except to the extent of its or his respective pecuniary interest therein.
3. Each private placement warrant is exercisable for one share of the Issuer's Class A Common Stock. All of the private placement warrants reported herein are exercisable.
4. Khurram P. Sheikh is the managing member of CVH and received 1,814,120 of the shares of the Issuer's Class A common stock and 657,528 of the private placement warrants distributed by the Sponsor based on his interests therein and now owns those securities directly. JKSF Crut, for which Mr. Sheikh is the trustee, received 453,530 of the shares of the Issuer's Class A common stock distributed by the Sponsor based on its interests therein. Mr. Sheikh may be deemed a beneficial owner of the securities held by JKSF Crut but disclaims beneficial ownership of any such securities except to the extent of his pecuniary interest therein.

Remarks:

Khurram P. Sheikh, the managing member of CVH, serves on the board of directors of CXApp Inc. For the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each of the Sponsor and CVH may be deemed a director by deputization with respect to CXApp Inc. on the basis of Mr. Sheikh's service on CXApp Inc.'s board of directors.

KINS Capital Sponsor LLC
(formerly known as KINS
Capital LLC) By: /s/ Khurram P. 08/30/2023
Sheikh, President
CVH, LLC (formerly known as
Cardinal Venture Holdings LLC). 08/30/2023
By: /s/ Khurram P. Sheikh,
Managing Member
/s/ Khurram P. Sheikh 08/30/2023
** 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.