

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>KINS Capital 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) <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) 03/14/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/14/2023		A <sup>(1)</sup>		6,054,776	A	(1)	6,054,776	D <sup>(2)</sup>		

**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					
Class B Common Stock	(3)	03/14/2023		D <sup>(4)</sup>			6,150,000	(3)	(3)	Class A Common Stock	6,150,000	(4)	0	D <sup>(2)</sup>
Private Placement Warrants	\$11.5	03/14/2023		A <sup>(5)</sup>		10,280,000		(5)	(5)	Class A Common Stock	10,280,000	(5)	10,280,000	D <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
KINS Capital 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\*  
Cardinal Venture Holdings LLC  
 (Last) (First) (Middle)  
 FOUR PALO ALTO SQUARE  
 3000 EL CAMINO REAL  
 (Street)  
 PALO ALTO CA 94308  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Sheikh Khurram P  
 (Last) (First) (Middle)  
 FOUR PALO ALTO SQUARE  
 3000 EL CAMINO REAL  
 (Street)  
 PALO ALTO CA 94308  
 (City) (State) (Zip)

**Explanation of Responses:**

1. On March 14, 2023 (the "Closing Date"), pursuant to the Agreement and Plan of Merger, dated September 25, 2022 (the "Merger Agreement"), by and among KINS Technology Group Inc. ("KINS"), KINS Merger Sub Inc.

("Merger Sub"), Inpixon and CXApp Holding Corp. ("CXApp"), Merger Sub merged with and into CXApp (the "Merger"), with CXApp surviving the Merger as a wholly-owned subsidiary of KINS. Following the Merger, KINS changed its name to CXApp Inc. On the Closing Date, in connection with the Merger and pursuant to the Sponsor Support Agreement (as described in footnote 4 below), the Sponsor was issued 6,054,776 shares of Class A common stock, par value \$0.0001 per share, of KINS ("KINS Class A Common Stock") in exchange for 6,150,000 shares of Class B common stock, par value \$0.0001 per share, of KINS ("KINS Class B Common Stock").

2. The reporting owner, KINS Capital LLC (the "Sponsor"), in whose name the securities reported herein are held, is managed by its managing member, Cardinal Venture Holdings LLC. The managing member of Cardinal Venture Holdings LLC is Khurram P. Sheikh. Each of Cardinal Venture Holdings LLC 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. As described in KINS's registration statement on Form S-1 (File No. 333-249177) under the heading "Description of Securities--Founder Shares," the shares of KINS Class B Common Stock automatically convert into shares of KINS Class A Common Stock at the time of KINS' initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to certain adjustment, and have no expiration date.

4. In connection with the execution of the Merger Agreement, KINS, Inpixon, CXApp and the Sponsor entered into that certain Sponsor Support Agreement, dated September 25, 2022, pursuant to which the Sponsor agreed to exchange 6,150,000 shares of KINS Class B Common Stock for no less than 5,150,000 shares of KINS Class A Common Stock, subject to certain adjustments based on the number of KINS Class A Common Stock redeemed in connection with the Merger.

5. Private placement warrants were acquired by the Sponsor upon consummation of KINS's initial public offering on December 17, 2020 at a purchase price of \$1.00 per warrant, with each warrant exercisable for one share of KINS Class A Common Stock. The private placement warrants will become exercisable 30 days after the Closing Date and expire five years after the Closing Date.

**Remarks:**

Exhibit 24.1 - Power of Attorney. Khurram P. Sheikh, the managing member of Cardinal Venture Holdings LLC, 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 Cardinal Venture Holdings LLC 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.

<u>KINS Capital LLC, By: /s/ Khurram P. Sheikh, President</u>	<u>03/16/2023</u>
<u>Cardinal Venture Holdings LLC, By: /s/ Khurram P. Sheikh, Managing Member</u>	<u>03/16/2023</u>
<u>/s/ Khurram P. Sheikh</u>	<u>03/16/2023</u>
** 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.**

## POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by CXApp Inc. (and any successors thereto) (the "Company"), the undersigned hereby constitutes and appoints the individuals named on Annex A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is any Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of March, 2023.

By: /s/ Khurram Sheikh

Name: Khurram Sheikh

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[Signature Page to Power of Attorney with respect to CXApp Inc. Securities]

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Annex A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Michael Angel
  2. Leon Papkoff
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