

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>GLAZER AVRAM A</u> (Last) (First) (Middle) <u>C/O WOODS OVIATT GILMAN LLP</u> <u>700 CROSSROADS BUILDING</u> (Street) <u>ROCHESTER NY 14614</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INNOVATE Corp. [VATE]</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>06/18/2024</u>	
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			
Common Stock	06/18/2024		A		161,001 ⁽¹⁾	A	\$0	376,196	D	
Common Stock	06/18/2024		C/K		44,693,895 ⁽²⁾	A	\$0.7	64,078,091	I	Lancer Capital ⁽³⁾
Common Stock								3,139,405	I	Avram Glazer Irrevocable Exempt Trust ⁽⁴⁾

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
Series C Non-Voting Participating Convertible Pref Stock	\$0.7	06/18/2024		C/K		31,285,7265		(5)	(6)	Common Stock	44,693,895	\$1,000	0	I	By: Lancer Capital LLC ⁽⁷⁾

Explanation of Responses:

- The shares will vest and become non-forfeitable on the earlier of (i) the first anniversary of the grant date and (ii) the first regular annual meeting of the Company's stockholders that occurs following the date of grant (subject to continued service with the Company through such vesting date).
- The reported shares were issued upon stockholder approval of the conversion of the Company's Series C Non-Voting Participating Convertible Preferred Stock. See FN 5.
- The reported shares were purchased by Lancer Capital LLC ("Lancer"). The Avram Glazer Irrevocable Exempt Trust (the "Trust") is the sole owner of Lancer, and in such capacity may be deemed to beneficially own the shares held of record by Lancer. The Reporting Person is the Trustee of the Trust, and in such capacity may be deemed to beneficially own the shares held of record by Lancer Capital and the Trust.
- The reported shares were acquired by the Avram Glazer Irrevocable Exempt Trust (the "Trust"). Reporting person is the Trustee of the Trust, and in such capacity may be deemed to beneficially own the shares held of record by the Trust.
- The Series C Non-Voting Participating Convertible Preferred Stock will convert automatically into common stock upon stockholder approval of the conversion and may be converted at the option of the reporting person prior to the consummation of any merger, sale of all or substantially all assets of the Issuer, or other change of control transaction with a third party unaffiliated with any holder of the Series C Preferred Stock pursuant to which the Issuer will be delisted from the New York Stock Exchange.
- The reported security does not have an expiration date.
- The reporting person is the sole member of Lancer Capital LLC.

Remarks:

/s/ Avram A. Glazer 06/20/2024
 ** 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.