
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

MOBIX LABS, INC

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

60743G100

(CUSIP Number)

11/11/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 60743G100

Names of Reporting Persons

1

Sage Hill Investors, LLC

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

	Sole Voting Power
5	1,380,000.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	0.00
	Sole Dispositive Power
7	1,380,000.00
	Shared Dispositive Power
8	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	1,380,000.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	4.9 %
12	Type of Reporting Person (See Instructions)
	OO

Comment for Type of Reporting Person: Item 9 Does not include 1,500,000 shares of the Issuer's Class A common stock issuable upon exercise of a warrant, as the exercise of the warrant is subject to stockholder approval or 642,857 shares of Class A common stock earned under the terms of the Subscription Agreement, as these shares have not yet been issued. Item 11 Based on 28,334,303 shares of the Issuer's class A common stock outstanding as of August 14, 2024, as reported in the Issuer's Current Report on Form 10-Q filed on August 14, 2024.

SCHEDULE 13G

CUSIP No. 60743G100

1	Names of Reporting Persons
	Vernon Davis Grizzard III
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	UNITED STATES
	Sole Voting Power
5	1,380,000.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	0.00
	Sole Dispositive Power
7	1,380,000.00
	Shared Dispositive Power
8	0.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,380,000.00
Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

11 Percent of class represented by amount in row (9)
4.9 %

12 Type of Reporting Person (See Instructions)
IN

Comment for Type of Reporting Person: Item 9 1,380,000 of the shares of Class A common stock of the Issuer held by Sage Hill Investors, LLC may be deemed to be beneficially owned by Vernon Davis Grizzard III as he is the Manager of SAGE HILL INVESTORS, LLC. Does not include 1,500,000 shares of the Issuer's Class A common stock issuable upon exercise of a warrant, as the exercise of the warrant is subject to stockholder approval or 642,857 shares of Class A common stock earned under the terms of the Subscription Agreement, as these shares have not yet been issued. Item 11 Based on 28,334,303 shares of the Issuer's class A common stock outstanding as of August 14, 2024 as reported in the Issuer's Current Report on Form 10-Q filed on August 14, 2024.

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

MOBIX LABS, INC

Address of issuer's principal executive offices:

(b)

15420 LAGUNA CANYON RD, STE 100, 15420 LAGUNA CANYON RD, STE 100, IRVINE, CALIFORNIA, 92618

Item 2.

Name of person filing:

(a)

Vernon Davis Grizzard III; Sage HILL INVESTORS, LL. the Reporting Persons Neither the present filing nor anything contained herein shall be construed as an admission that the Reporting Persons constitute a group for any purpose and each expressly disclaims membership in a group.

Address or principal business office or, if none, residence:

(b)

Vernon Davis Grizzard III 1426 Williams St., Suite 12 Chattanooga, TN 37408 SAGE HILL INVESTORS, LLC 1426 Williams St., Suite 12 Chattanooga, TN 37408

Citizenship:

(c)

Vernon Davis Grizzard III United States of America SAGE HILL INVESTORS, LLC State of Georgia, United States of America

Title of class of securities:

(d)

Class A Common Stock

CUSIP No.:

(e)

60743G100

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) See the responses to Item 9 on the attached cover pages.
- Percent of class:
- (b) See the responses to Item 11 on the attached cover pages. %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
- See the responses to Item 5 on the attached cover pages.
- (ii) Shared power to vote or to direct the vote:
- See the responses to Item 6 on the attached cover pages.
- (iii) Sole power to dispose or to direct the disposition of:
- See the responses to Item 7 on the attached cover pages.
- (iv) Shared power to dispose or to direct the disposition of:
- See the responses to Item 8 on the attached cover pages.

Item 5. Ownership of 5 Percent or Less of a Class.

Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Sage Hill Investors, LLC

Signature: Christina Marx

Name/Title: Controller

Date: 11/15/2024

Vernon Davis Grizzard III

Signature: Vernon Davis Grizzard III

Name/Title: CEO

Date: 11/15/2024