

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

ShoulderUP Technology Acquisition Corp.

(Name of Issuer)

Class A Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

82537G104

(CUSIP Number)

12/31/2024

(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. 82537G104

1	Names of Reporting Persons Moore Capital Management, LP
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.00	
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) 0 %	
12	Type of Reporting Person (See Instructions) IA, PN	

SCHEDULE 13G

CUSIP No.	82537G104
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1	Names of Reporting Persons MMF LT, LLC	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.00	
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) 0 %
12	Type of Reporting Person (See Instructions) OO

SCHEDULE 13G

CUSIP No.	82537G104
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1	Names of Reporting Persons MOORE GLOBAL INVESTMENTS, LLC
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power 0.00
	6 Shared Voting Power 0.00
	7 Sole Dispositive Power 0.00
	8 Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.00
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) 0 %
12	Type of Reporting Person (See Instructions) OO

SCHEDULE 13G

CUSIP No.	82537G104
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1	Names of Reporting Persons Moore Capital Advisors LLC
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2	Check the appropriate box if a member of a Group (see instructions)	
	<input type="checkbox"/> (a)	<input checked="" type="checkbox"/> (b)
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.00	
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) 0 %	
12	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13G

CUSIP No.	82537G104
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1	Names of Reporting Persons Louis M. Bacon	
2	Check the appropriate box if a member of a Group (see instructions)	
	<input type="checkbox"/> (a)	<input checked="" type="checkbox"/> (b)
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.00	
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) 0 %	
12	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13G

Item 1.

(a) Name of issuer:

ShoulderUP Technology Acquisition Corp.

(b) Address of issuer's principal executive offices:

125 Townpark Drive, Suite 300, Kennesaw, Georgia, 30144

Item 2.

(a) Name of person filing:

This statement is being filed (1) by Moore Capital Management, LP, a Delaware limited partnership ("MCM"), (2) by MMF LT, LLC, a Delaware limited liability company ("MMF"), (3) by Moore Global Investments, LLC, a Delaware limited liability company ("MGI"), (4) by Moore Capital Advisors, L.L.C., a Delaware limited liability company ("MCA") and (5) by Louis M. Bacon ("Mr. Bacon"), a United States citizen, in his capacity as chairman, chief executive officer and director of MCM (collectively, the "Reporting Persons"). MCM, as the investment manager of MMF, has voting and investment control over the shares previously held by MMF. MGI and MCA are the sole owners of MMF. Mr. Bacon is the indirect majority owner of and controls MCM and its general partner, MCA, and is the indirect majority owner of MMF. This statement relates to Class A Common Stock, \$0.0001 par value per share, of ShoulderUp Technology Acquisition Corp. ("Shares") previously held by MMF. Each of MCM, MMF, MGI, MCA and Mr. Bacon, in the capacities set forth above, may have been deemed to have been the beneficial owner of Shares, as applicable.

(b) Address or principal business office or, if none, residence:

The principal business office of each of MCM, MMF, MGI, MCA and Mr. Bacon is located at 11 Times Square, 39th Floor, New York, New York 10036.

(c) Citizenship:

(i) MCM is a Delaware limited partnership, (ii) MMF is a Delaware limited liability company, (iii) MGI is a Delaware limited liability company, (iv) MCA is a Delaware limited liability company, and (v) Mr. Bacon is a United States citizen.

(d) Title of class of securities:

Class A Common Stock, \$0.0001 par value per share

(e) CUSIP No.:

82537G104

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

(a) Amount beneficially owned:

As of December 31, 2024, each of MCM, MMF, MGI, MCA and Mr. Bacon did not beneficially own any Shares.

MMF directly holds warrants to purchase 87,500 Shares ("Warrants"). The Warrants have an exercise price of \$11.50 per Share and are exercisable on the later of 12 months from the closing of the Issuer's initial public offering or 30 days after the completion of the Issuer's initial business combination, and will expire five years after the completion of the Issuer's initial business combination or earlier upon redemption or liquidation.

(b) Percent of class:

As of December 31, 2024, each of MCM, MMF, MGI, MCA and Mr. Bacon beneficially owned 0% of the Issuer's outstanding Shares. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

As of December 31, 2024, each of MCM, MMF, MGI, MCA and Mr. Bacon had sole power to vote or direct the vote of 0 Shares.

(ii) Shared power to vote or to direct the vote:

As of December 31, 2024, each of MCM, MMF, MGI, MCA and Mr. Bacon had shared power to vote or direct the vote of 0 Shares.

(iii) Sole power to dispose or to direct the disposition of:

As of December 31, 2024, each of MCM, MMF, MGI, MCA and Mr. Bacon had sole power to dispose or direct the disposition of 0 Shares.

(iv) Shared power to dispose or to direct the disposition of:

As of December 31, 2024, each of MCM, MMF, MGI, MCA and Mr. Bacon had shared power to dispose or direct the disposition of 0 Shares.

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:

Not Applicable

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.

Moore Capital Management, LP

Signature: /s/ James E. Kaye
Name/Title: James E. Kaye / Vice President
Date: 02/13/2025

MMF LT, LLC

Signature: /s/ James E. Kaye
Name/Title: James E. Kaye / Vice President
Date: 02/13/2025

MOORE GLOBAL INVESTMENTS, LLC

Signature: /s/ James E. Kaye
Name/Title: James E. Kaye / Vice President of Moore Capital Management, LP
Date: 02/13/2025

Moore Capital Advisors LLC

Signature: /s/ James E. Kaye
Name/Title: James E. Kaye / Vice President
Date: 02/13/2025

Louis M. Bacon

Signature: /s/ James E. Kaye
Name/Title: James E. Kaye / Attorney-in-Fact
Date: 02/13/2025

Exhibit Information

99.1 Joint Filing Agreement, dated as of February 13, 2025, by and between Moore Capital Management, LP, MMF LT, LLC, Moore Global Investments, LLC, Moore Capital Advisors, L.L.C. and Louis M. Bacon.

24.1 Power of Attorney, dated as of February 10, 2022, granted by Louis M. Bacon in favor of James E. Kaye and James Danza.

EXHIBIT 99.1

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Class A Common Stock, \$0.0001 par value per share, of ShoulderUp Technology Acquisition Corp. dated as of February 13, 2025, is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

Date: February 13, 2025

MOORE CAPITAL MANAGEMENT, LP

By: /s/ James E. Kaye
James E. Kaye
Vice President

Date: February 13, 2025

MMF LT, LLC

By: /s/ James E. Kaye
James E. Kaye
Vice President

Date: February 13, 2025

MOORE GLOBAL INVESTMENTS, LLC

By: Moore Capital Management, LP

By: /s/ James E. Kaye
James E. Kaye
Vice President

Date: February 13, 2025

MOORE CAPITAL ADVISORS, L.L.C.

By: /s/ James E. Kaye
James E. Kaye
Vice President

Date: February 13, 2025

LOUIS M. BACON

By: /s/ James E. Kaye
James E. Kaye
Attorney-in-Fact

EXHIBIT 24.1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that I, Louis M. Bacon, hereby make constitute and appoint each of James E. Kaye and James Danza, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name (a) in my personal capacity or (b) in my capacity as Chairman and Chief Executive Officer of each of Moore Capital Management, LP and Moore Capital Advisors, L.L.C. and their respective affiliates all documents, certificates, instruments, statements, filing and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including but not limited to, all documents relating to filings with the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(k), and (c) any initial statements of, or states of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the February 10, 2022.

/s/ Louis M. Bacon
Louis M. Bacon