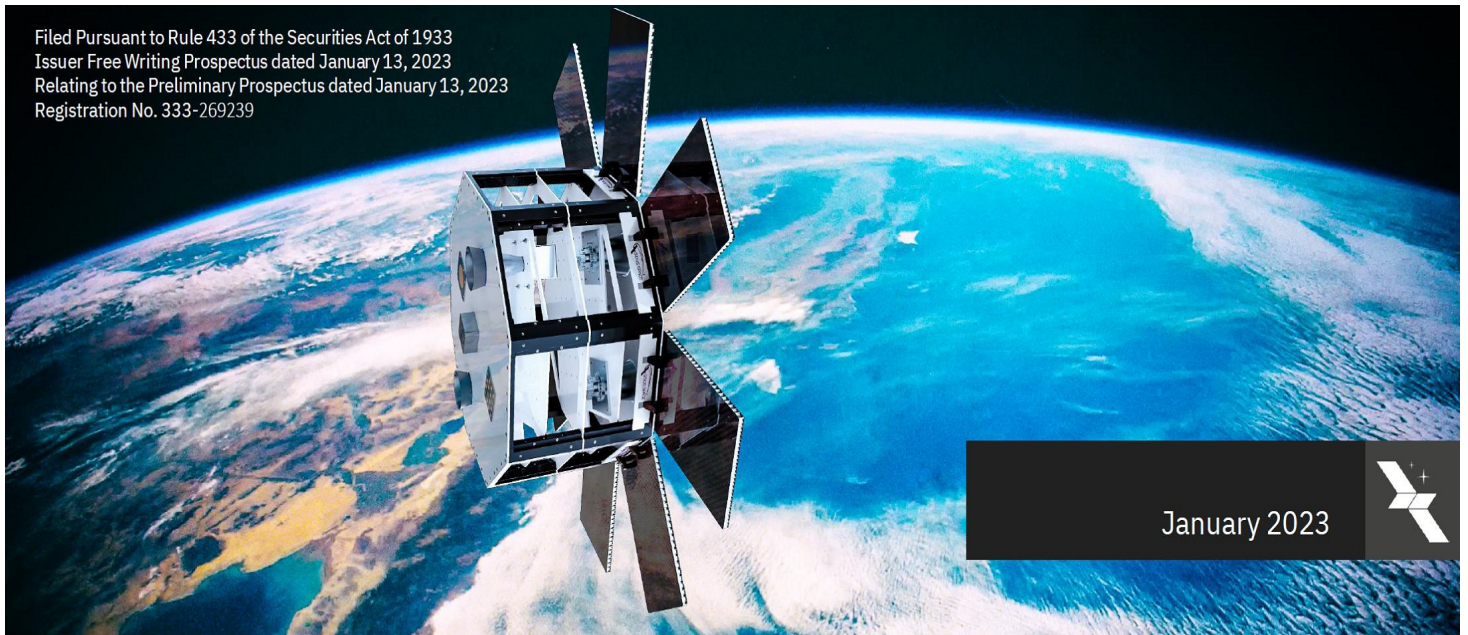


Filed Pursuant to Rule 433 of the Securities Act of 1933
Issuer Free Writing Prospectus dated January 13, 2023
Relating to the Preliminary Prospectus dated January 13, 2023
Registration No. 333-269239



January 2023



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A Space-as-a-Service company:

- Mission Critical Hardware Manufacturing
- Multi-Disciplinary Engineering Services
- Satellite Design, Production, Launch Planning, Mission Operations
- In-Orbit Support
- Space-Based Data



Disclosure

Filed pursuant to Rule 433 of the Securities Act of 1933, as amended. This free writing prospectus relates to the proposed public offering of Class A common shares of Sidus Space, Inc. (“SIDU” or the “Company”), which are being registered on a Registration Statement on Form S-1 (File No. 333-269239) (the “Registration Statement”). The Registration Statement has not yet been declared effective. Before you invest, you should read the prospectus in the Registration Statement (including the risk factors described therein) and other documents SIDU has filed with the United States Securities and Exchange Commission (“SEC”) for more complete information about SIDU and the proposed offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, we or any underwriter participating in the offering will arrange to send you the prospectus if you contact ThinkEquity, Prospectus Department, 17 State Street, 41st Floor, New York, New York 10004, telephone: (877) 436-3673 or e-mail: prospectus@think-equity.com.

This document contains forward-looking statements. In addition, from time to time, we or our representatives may make forward-looking statements orally or in writing. We base these forward-looking statements on our expectations and projections about future events, which we derive from the information currently available to us. Such forward-looking statements relate to future events or our future performance, including: our financial performance and projections; our growth in revenue and earnings; and our business prospects and opportunities. You can identify forward-looking statements by those that are not historical in nature, particularly those that use terminology such as “may,” “should,” “expects,” “anticipates,” “contemplates,” “estimates,” “believes,” “plans,” “projected,” “predicts,” “potential,” or “hopes” or the negative of these or similar terms. In evaluating these forward-looking statements, you should consider various factors, including: our ability to change the direction of the Company; our ability to keep pace with new technology and changing market needs; and the competitive environment of our business. These and other factors may cause our actual results to differ materially from any forward-looking statement. Forward-looking statements are only predictions. The forward-looking events discussed in this document and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties and assumptions about us. We are not obligated to publicly update or revise any forward-looking statement, whether as a result of uncertainties and assumptions, the forward-looking events discussed in this document and other statements made from time to time by us or our representatives might not occur. See offering documents for further risks and disclosures. Past performance is not indicative of future results. There is no guarantee that any specific outcome will be achieved. Investments may be speculative, illiquid and there is a total risk of loss.

Offering Summary



| | |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer | Sidus Space |
| Symbol | Nasdaq: SIDU |
| Expected Offering Size | Approximately \$10,000,000 + 15% Over-allotment Option |
| Securities Offered | Class A Common shares (or at the election of purchases who would beneficially own more than 4.99% or 9.99% of the outstanding shares of common stock, pre-funded warrants) |
| Use of Proceeds | <ul style="list-style-type: none"> ▪ Sales and marketing ▪ Operational costs ▪ Product development ▪ Manufacturing expansion ▪ Working capital and other general corporate purposes |
| Sole Book-Runner | ThinkEquity |



Space-as-a-Service

Disrupting the Market

Sidus Space is a vertically integrated Space-as-a-Service company providing low-cost, rapidly scalable, customized solutions and services across the space domain:

- Mission Critical Hardware Manufacturing
- Multi-Disciplinary Engineering Services
- Satellite Design, Production, Launch Planning, Mission Operations, and In-Orbit Support
- On-Orbit Testing of Space Ecosystem Technologies and Hardware
- Data and Analytics Derived from Satellite Missions

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Our Mission is *Bringing Space Down to Earth™*

Our mission is to enable our existing and future customers to prove out new technologies for the space ecosystem rapidly at low cost while providing access to space-based data on-demand for any problem set or business need.

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Our Team

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Carol Craig

Astropreneur & Founder

As sole Founder and CEO, built and funded engineering firm Craig Technologies, an industry recognized Government Contracting firm specializing in engineering and tech solutions – spinning off Sidus Space in 2012.

- Sole Founder and CEO of Sidus Space, Inc.
- 30 years of government program experience
- One of the first women eligible to fly combat for the U.S. Navy
- Has the Business and Technical experience and knowledge to execute our vision



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Innovation on the shoulders of Space Heritage



Jamie Adams

Chief Technology Officer



Teresa Burchfield

Chief Financial Officer



John Curry

Chief Mission Operations Officer



- 37+ years of experience in program/project management of: Agile software development, infrastructure architecture, systems engineering, modeling, simulation, large-scale integration, autonomy, and verification and validation of hardware and software
- NASA Associate Division Chief of Software/Robotics & Simulation
- Deputy Manager – Orion Multi-purpose Crew Exploration Vehicle (MPCV) Avionics and Software
- International Space Station (ISS) - Avionics and Software, HW/SW Integration Manager

- 30+ years of finance and accounting experience in multiple industries, with 12+ years of experience as a Chief Financial Officer.
- 19+ years at Tupperware, a \$1.8 billion publicly traded company, serving in a number of financial management roles such as the VP and Chief Financial Officer for the US & Canada business unit, VP and Group Chief Financial Officer for Europe, Middle East and Africa and the VP of Investor Relations.
- 15+ years of experience working in manufacturing environments, providing a strong background in costing and operational efficiencies

- 35+ years of technical leadership and program management experience in human spaceflight and spacecraft design, development, test, and operations.
- NASA Flight Director and Program Manager
- Dream Chaser Program Director for crew and cargo designs; received an SNC Executive of the Year award for role in the NASA CRS-2 selection
- Senior Director and Test and Flight Operations Deputy at Blue Origin
- Bachelor of Science in Aerospace Engineering from Texas A&M University

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Market Opportunity



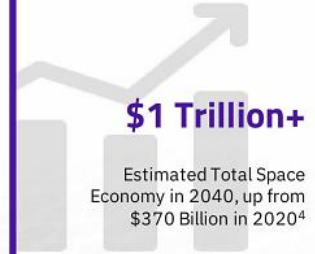
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The Space Industry is *Taking Off*

- Investment in the space industry **ACCELERATED** since 2020 despite the global pandemic and war in Ukraine.
- The SmallSat industry (spacecraft with a mass of less than 500 kg) is gearing up for **SIGNIFICANT EXPANSION IN CAPABILITIES AND DEMAND** over the next decade.



1,2,3,4 – PROSPECTS FOR THE SMALL SATELLITE MARKET, EUROCONSULT 8TH EDITION, JULY 2022

Space is not a vertical, but a pervasive domain that cuts across sectors (Agriculture, Health & Sciences, Government/Military, Finance)

Satellite and Space Application Markets



2020-2030 Cumulative Revenue of \$149.52B

EO Information Products: **\$26.52B**
 Satellite Big Data: **\$22.17B**
 EO Data: **\$17.49B**

Target Markets



Academia



Channel Partners



Individual Consumers



Individual Government Agencies



Space Ecosystem Supplier Base



Tech Start-Ups



Unrepresented International Customers



U.S. Government Agencies



Endless Growth Opportunities

Satellite Uses by Industry



Agriculture

- Farm Asset Management & Tracking
- Crop Monitoring
- Soil Monitoring
- Livestock Tracking & Monitoring
- Weather & Drought Monitoring



Government & Military

- Border Protection
- Transportation Monitoring
- Flood Management
- Disaster Management
- Smart Cities



Health Sciences & Medical

- Health Research
- Health & Disease Detection
- Carbon Monoxide Concentrations Measurement



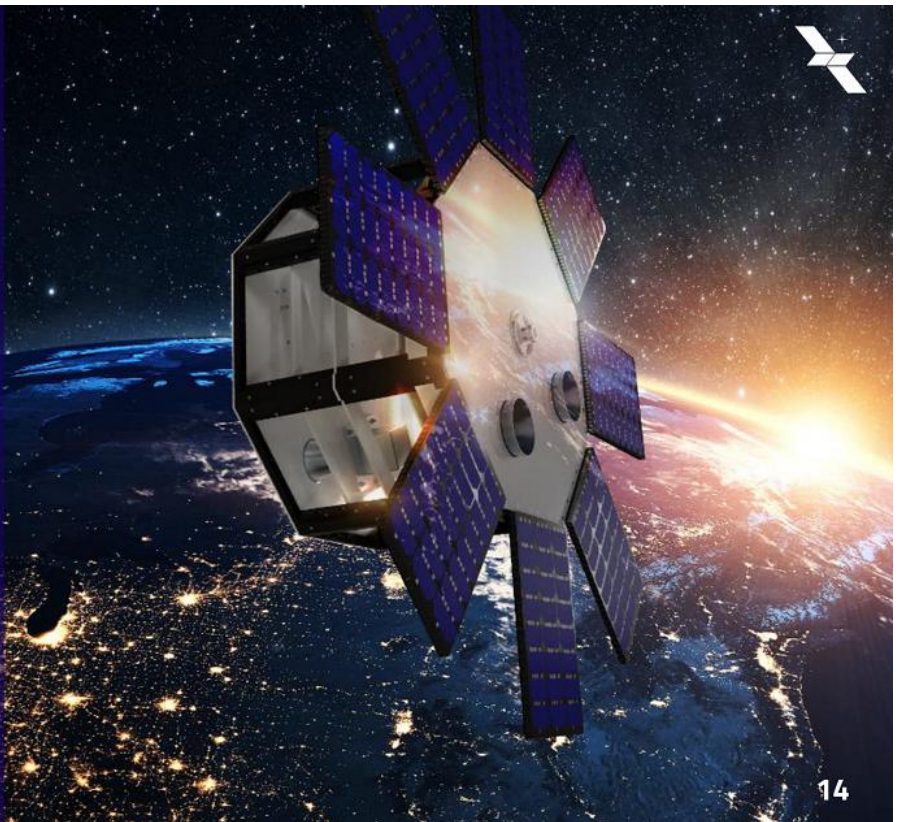
Maritime

- AIS Data
- Supply Chain Logistics
- Illegal Fishing
- Environmental Impact Monitoring



The Sidus Advantage

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Heritage + Innovation

Sidus Space has:

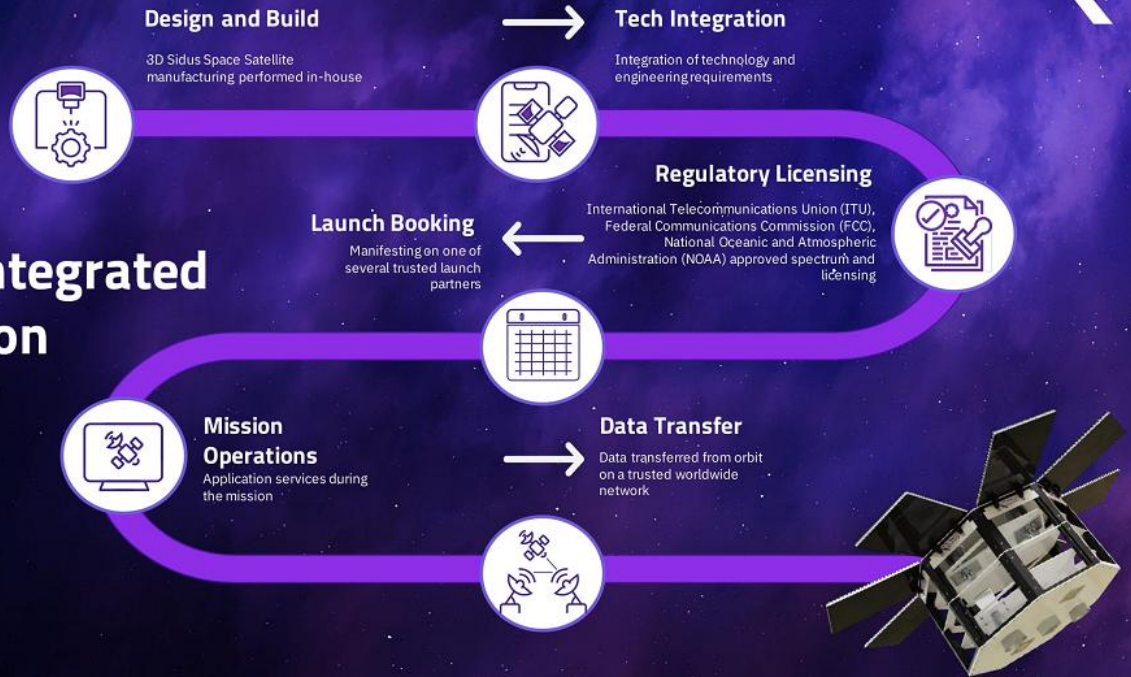
- 10 years of commercial, military and government manufacturing experience
- Space qualification experience, existing customers and pipeline, and International Space Station heritage
- 35,000 sq. ft. of Space Coast, Florida operations and manufacturing in place and operating
- AS9100 Aerospace Certification, International Traffic in Arms Regulations (ITAR), (ITU/FCC)
- 10+ patents issued and pending including proprietary 3D printed satellite architecture
- Proprietary data analytics solutions through strategic partnerships



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The Sidus Vertically-Integrated Multi-Mission Satellite



Depth of Experience



- International Space Station (ISS)** - Manage/Operate SSIKLOPS satellite deployer. Supported testing of replacement ISS lighting in vacuum chamber. Engineered, assembled and tested flight cables for Bishop airlock.
- Orion Spacecraft** - Manufactured ground support equipment including lifting fixture, crew module cage, heat-shield shipping frame stanchions, service module lift station and reefing line cutters.
- Space Launch System (SLS)** - Manufacturing and assembling flight and ground Environmental Control System (ECS) and hazardous gas quick disconnects.
- Pad and Mobile Launcher** - Fabricated thousands of wire harnesses for SLS Mobile Launcher and manufactured, assembled and tested electronic and fluid/pneumatic control cabinets. Manufacturing enclosures and wire harnesses for Mobile Launcher 2.
- Centaur Spacecraft** - Manufactured and assembled Centaur umbilical plate.
- Dream Chaser Spacecraft** - Created preliminary design for battery installation cart, and vehicle lifting fixtures.





Think Outside The Cube

LIZZIESAT™

- Launch Vehicle Agnostic into Low Earth Orbit (LEO)
- Multiple Sensor Integration and Data Aggregation On-Orbit
- Lightweight, Advanced, 3D Printed Materials
- Aluminum Honeycomb + Continuous Carbon Fiber for Ultra-High Strength
- Rapid Modular Integration of Technologies
- Space Proven Subsystems
- 100kg weight (up to 35kg Dedicated to Technology and Data Collection)
- Satellite Constellation Owned and Managed by Sidus Space

Diverse Revenue Streams



Data

Price per megabyte or subscription basis for the life of the satellite. Scalable based on the number of satellites, ground stations and sensors.



On-Orbit Testing

Payload integration and one time data collection is included in the price with recurring data priced separately.



Manufacturing

Over ten years of experience manufacturing, assembling and testing space hardware with space flight heritage.



Engineering

Lifecycle engineering services for space systems including design, development, assembly, integration, and test. System and Subsystem subject matter expertise.



Custom Solutions

Senior team of space program leaders including NASA and DoD Flight Directors and Flight/Ground Controllers providing Mission Operations, Satellite Deployment, and Licensing support/services

Financials

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Platform Based Scalable Model



Fixed Capital Expenses



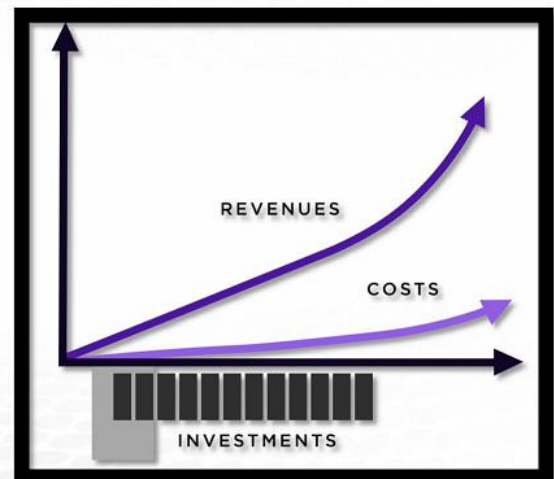
Decreasing Fixed Satellite Costs



Decreasing Launch Costs



Recurring Long Term Revenue



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Investment Economics

Satellite launches enable high margin data revenue streams, a key step on path to profitability.



High Visibility Revenue

- Recurring subscription revenue
- Incremental growth from growing customer base



High Margin Proprietary Data

- Unit economics of satellites yields high margin low-cost data
- White-label analytics delivered at high incremental margins



Strong Operating Leverage

- Fixed operating costs provide significant leverage and scale
- High margin revenue expected to drive profit



Efficient Constellation

- Low-cost satellites benefit from longer life and decreasing launch and on-orbit costs
- Multi-mission constellation with vertical integration = efficient CAPEX
- Incremental growth from growing customer base



Data Monetization

- Direct
- Data Aggregator
- Data Exchange/Marketplace
- Data Commerce Platform
- Collect Once, Sell Many

Financials & Capitalization Table



| (\$,000) | Nine Months Ending September 30 | | Years Ending December 31 | |
|-------------------------------------|---------------------------------|------------------|--------------------------|------------------|
| | 2022 | 2021 | 2021 | 2020 |
| Revenues | \$ 4,964 | \$ 885 | \$ 1,409 | \$ 1,807 |
| Cost of Revenue | (3,724) | (1,057) | (1,775) | (1,786) |
| Gross Profit (Loss) | 1,239 | (172) | (367) | 21 |
| Operating costs and expense: | | | | |
| Total Operating Expenses | 9,779 | 1,722 | 3,147 | 1,554 |
| Other Income (Expenses) | (175) | 574 | (233) | (10) |
| Net Loss | \$(8,714) | \$(1,320) | \$(3,746) | \$(1,543) |

Revenue increased 461% for the period ended September 30, 2022 as compared to 2021

| Pre-Offering Capitalization Table | |
|-----------------------------------------|------------|
| Class A Stock | 8,022,736 |
| Class B Stock* | 10,000,000 |
| Options | 0 |
| Warrants | 0 |
| Fully Diluted Shares Outstanding | 18,022,736 |

| Balance Sheet Data | As of September 30, 2022 |
|-----------------------------------|--------------------------|
| Total Cash | \$4,359,051 |
| Working Capital | \$6,671,240 |
| Current Assets | \$8,898,452 |
| Current Liabilities | \$2,227,212 |
| Total Stockholders' Equity | \$7,840,148 |

* The rights of the holders of Class A stock and Class B stock are identical, except with respect to voting rights. Each share of Class A stock is entitled to one vote. Each share of Class B stock is entitled to ten votes and is convertible at any time into one share of Class A common stock

2022 Highlights



Expanded Mission-Critical Hardware Manufacturing Business

- ✓ xEVAS subcontractor award

Met Pivotal LizzieSat Milestones

- ✓ Executed multi-launch agreements with SpaceX

Increased Satellite customer pipeline

Established Critical Partnerships

- ✓ MOUs
- ✓ Supplier agreements

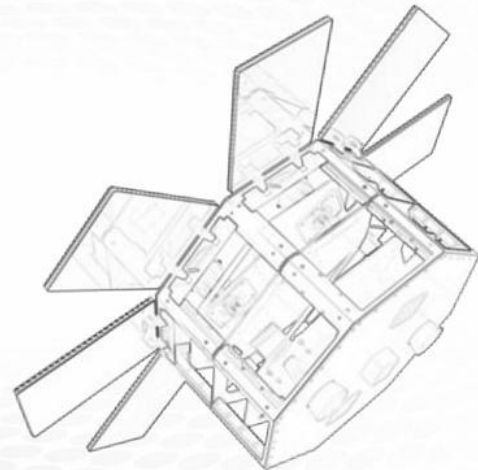
Accelerated International Expansion

- ✓ Announced plans to open a new office in the Netherlands
- ✓ Established partnerships with Dutch industry
- ✓ Executed updated MOU with Dhruva Space for new product offerings
- ✓ Provided International delegation briefings for Turkey, France, Spain and Japan

Future Milestones



- ❑ **Increase Satellite Production and Launch Cadence**
 - ❑ 2023-2025 SpaceX Launch Contracts
- ❑ **Increase High Margin Satellite Revenue as % of Overall**
- ❑ **Expand Mission Operations Center**
 - ❑ Increased Ground Station Coverage
- ❑ **Activate Data Offering**
 - ❑ Space-Data as a Service
 - ❑ Satellite Return-on-Investment
- ❑ **Decrease Satellite Costs/Increased Manufacturing Efficiencies**
- ❑ **Expand International Footprint**





Investment Summary



Multi-Mission

A multi-mission satellite for a multi-mission constellation



Cost and Size

LizzieSat™ Microsatellite with ability to integrate propulsion and redundant systems



Heritage & Innovation

Heritage space combined with new innovative space



Vertically Integrated

Vertical integration of production – allows control of time to launch with multiple customer insertion points



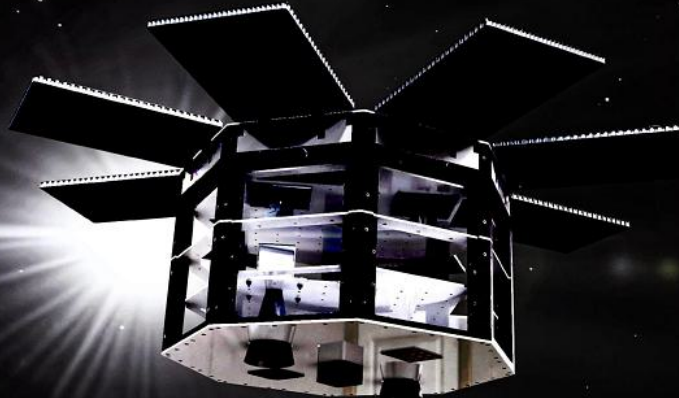
Space Proven

Use of space-proven COTS reduces risk and reduces production cycle to 12 months



Licensing

Spectrum license approved in 2021, NOAA license experience



BRINGING SPACE DOWN TO EARTH™

