

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(AMENDMENT NO. 2)

**WHEELS UP EXPERIENCE INC.**  
**(formerly Aspirational Consumer Lifestyle Corp.)**

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(Name of Issuer)

**CLASS A COMMON STOCK, PAR VALUE \$0.0001 PER SHARE**

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(Title of Class of Securities)

**96328L106**

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(CUSIP Number)

**DECEMBER 31, 2021**

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(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)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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<b>1</b>	NAMES OF REPORTING PERSONS		
	Integrated Core Strategies (US) LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER
			-0-
		<b>6</b>	SHARED VOTING POWER
			-0-
		<b>7</b>	SOLE DISPOSITIVE POWER
			-0-
		<b>8</b>	SHARED DISPOSITIVE POWER
			-0-
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	-0-		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	<input type="checkbox"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.0%		
<b>12</b>	TYPE OF REPORTING PERSON		
	OO		

<b>1</b>	NAMES OF REPORTING PERSONS Riverview Group LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<b>5</b>	SOLE VOTING POWER -0-
		<b>6</b>	SHARED VOTING POWER -0-
		<b>7</b>	SOLE DISPOSITIVE POWER -0-
		<b>8</b>	SHARED DISPOSITIVE POWER -0-
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%		
<b>12</b>	TYPE OF REPORTING PERSON OO		

<b>1</b>	NAMES OF REPORTING PERSONS	
	ICS Opportunities, Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
	<b>5</b>	SOLE VOTING POWER
		-0-
	<b>6</b>	SHARED VOTING POWER
		166,666
	<b>7</b>	SOLE DISPOSITIVE POWER
		-0-
	<b>8</b>	SHARED DISPOSITIVE POWER
		166,666
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	166,666	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.1%	
<b>12</b>	TYPE OF REPORTING PERSON	
	CO	

<b>1</b>	NAMES OF REPORTING PERSONS Integrated Assets II LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER -0-
	<b>6</b>	SHARED VOTING POWER 368,046
	<b>7</b>	SOLE DISPOSITIVE POWER -0-
	<b>8</b>	SHARED DISPOSITIVE POWER 368,046
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 368,046	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%	
<b>12</b>	TYPE OF REPORTING PERSON OO	

<b>1</b>	NAMES OF REPORTING PERSONS																	
	Millennium International Management LP																	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>																	
<b>3</b>	SEC USE ONLY																	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION																	
	Delaware																	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;"><b>5</b></td> <td>SOLE VOTING POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">-0-</td> </tr> <tr> <td style="text-align: center;"><b>6</b></td> <td>SHARED VOTING POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">534,712</td> </tr> <tr> <td style="text-align: center;"><b>7</b></td> <td>SOLE DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">-0-</td> </tr> <tr> <td style="text-align: center;"><b>8</b></td> <td>SHARED DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td style="text-align: center;">534,712</td> </tr> </table>	<b>5</b>	SOLE VOTING POWER		-0-	<b>6</b>	SHARED VOTING POWER		534,712	<b>7</b>	SOLE DISPOSITIVE POWER		-0-	<b>8</b>	SHARED DISPOSITIVE POWER		534,712
<b>5</b>		SOLE VOTING POWER																
		-0-																
<b>6</b>		SHARED VOTING POWER																
	534,712																	
<b>7</b>	SOLE DISPOSITIVE POWER																	
	-0-																	
<b>8</b>	SHARED DISPOSITIVE POWER																	
	534,712																	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON																	
	534,712																	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES																	
	<input type="checkbox"/>																	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)																	
	0.2%																	
<b>12</b>	TYPE OF REPORTING PERSON																	
	PN																	

<b>1</b>	NAMES OF REPORTING PERSONS Millennium Management LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER -0-
	<b>6</b>	SHARED VOTING POWER 534,712
	<b>7</b>	SOLE DISPOSITIVE POWER -0-
	<b>8</b>	SHARED DISPOSITIVE POWER 534,712
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 534,712	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	
<b>12</b>	TYPE OF REPORTING PERSON OO	

1	NAMES OF REPORTING PERSONS	
	Millennium Group Management LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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-
	6	SHARED VOTING POWER 534,712
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 534,712
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 534,712	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	
12	TYPE OF REPORTING PERSON OO	



1	NAMES OF REPORTING PERSONS	
	Israel A. Englander	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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-
	6	SHARED VOTING POWER 534,712
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 534,712
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 534,712	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	
12	TYPE OF REPORTING PERSON IN	

Item 1.(a) Name of Issuer:

Wheels Up Experience Inc.

(b) Address of Issuer's Principal Executive Offices:

601 West 26th Street, Suite 900,  
New York, New York 10001

Item 2.(a) Name of Person Filing:(b) Address of Principal Business Office:(c) Citizenship:

Integrated Core Strategies (US) LLC  
c/o Millennium Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

Riverview Group LLC  
c/o Millennium Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

ICS Opportunities, Ltd.  
c/o Millennium International Management LP  
399 Park Avenue  
New York, New York 10022  
Citizenship: Cayman Islands

Integrated Assets II LLC  
c/o Millennium International Management LP  
399 Park Avenue  
New York, New York 10022  
Citizenship: Cayman Islands

Millennium International Management LP  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

Millennium Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

Millennium Group Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: Delaware

Israel A. Englander  
c/o Millennium Management LLC  
399 Park Avenue  
New York, New York 10022  
Citizenship: United States

(d) Title of Class of Securities:

Class A common stock, par value \$0.0001 per share ("Class A Common Stock")

(e) CUSIP Number:

96328L106

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), 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);
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- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association 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)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount Beneficially Owned**

See response to Item 9 on each cover page.

**(b) Percent of Class:**

See response to Item 11 on each cover page.

For each reporting person, the percent of the class reported herein as beneficially owned by such reporting person gives effect to shares deemed to be outstanding as provided in Rule 13d-3(d)(1)(i), if any, presuming that all those warrants to purchase shares of the class reported herein that are held or otherwise controlled by any reporting person are exercisable within sixty days of the date hereof.

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

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

See response to Item 5 on each cover page.

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

See response to Item 6 on each cover page.

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

See response to Item 7 on each cover page.

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

See response to Item 8 on each cover page.

The securities disclosed herein as potentially beneficially owned by Millennium Management LLC, Millennium Group Management LLC and Mr. Englander are held by entities subject to voting control and investment discretion by Millennium Management LLC and/or other investment managers that may be controlled by Millennium Group Management LLC (the managing member of Millennium Management LLC) and Mr. Englander (the sole voting trustee of the managing member of Millennium Group Management LLC). The foregoing should not be construed in and of itself as an admission by Millennium Management LLC, Millennium Group Management LLC or Mr. Englander as to beneficial ownership of the securities held by such entities.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  .

Item 6. Ownership of More than Five 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.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 11, 2022, by and among Integrated Core Strategies (US) LLC, Riverview Group LLC, ICS Opportunities, Ltd., Integrated Assets II LLC, Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

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**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 11, 2022

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

RIVERVIEW GROUP LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,  
its Investment Manager

By: /s/Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

INTEGRATED ASSETS II LLC

By: Millennium International Management LP,  
its Investment Manager

By: /s/Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

MILLENNIUM MANAGEMENT LLC

By: /s/Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

/s/ Israel A. Englander  
Israel A. Englander





**EXHIBIT I**

**JOINT FILING AGREEMENT**

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Class A Common Stock, par value \$0.0001 per share, of Wheels Up Experience Inc. will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 11, 2022

**INTEGRATED CORE STRATEGIES (US) LLC**

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

**RIVERVIEW GROUP LLC**

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

**ICS OPPORTUNITIES, LTD.**

By: Millennium International Management LP,  
its Investment Manager

By: /s/Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

**INTEGRATED ASSETS II LLC**

By: Millennium International Management LP,  
its Investment Manager

By: /s/Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

**MILLENNIUM INTERNATIONAL MANAGEMENT LP**

By: /s/Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

**MILLENNIUM MANAGEMENT LLC**

By: /s/Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

**MILLENNIUM GROUP MANAGEMENT LLC**

By: /s/Gil Raviv

Name: Gil Raviv  
Title: Global General Counsel

/s/ Israel A. Englander  
Israel A. Englander