

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 5, 2023

7GC & Co. Holdings Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39826
(Commission
File Number)

85-3118980
(I.R.S. Employer
Identification No.)

388 Market Street, Suite 1300
San Francisco, CA
(Address of Principal Executive Offices)

94111
(Zip Code)

(628) 400-9284
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A Common Stock, par value \$0.0001 per share, and one-half Redeemable Warrant	VIIAU	The Nasdaq Stock Market LLC
Shares of Class A common stock, par value \$0.0001 per share	VIIAW	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders

On December 5, 2023, 7GC & Co. Holdings Inc., a Delaware corporation (“7GC”), convened and then adjourned, without conducting any other business, the special meeting of its stockholders (the “Special Meeting”) relating to its previously announced proposed business combination (the “Business Combination”) with Banzai International, Inc., a Delaware corporation (“Banzai”). The Special Meeting has been adjourned until December 8, 2023 at 1:00 p.m., Eastern Time (the “Adjournment”), with no change to the location, record date, redemption deadline, or any of the other proposals to be acted upon at the Special Meeting. The only proposal submitted for a vote of the stockholders at the Special Meeting was the approval of the Adjournment (the “Adjournment Proposal”). The Adjournment Proposal is described in greater detail in 7GC’s definitive proxy statement/prospectus, which was filed with the Securities and Exchange Commission (the “SEC”) on November 13, 2023.

As of October 27, 2023, the record date for the Special Meeting (the “Record Date”), there were 9,079,638 shares of common stock issued and outstanding and entitled to vote. There were 8,217,117 shares of common stock represented by proxy at the Special Meeting. The stockholders approved the Adjournment Proposal.

The voting results for the Adjournment Proposal are as follows:

For	Against	Abstain	Broker Non-Votes
7,919,197	297,920	0	0

Stockholders who have previously submitted their proxies or otherwise voted on the other proposals to be acted upon at the Special Meeting and who do not want to change their vote need not take any action. Stockholders who wish to withdraw their previously submitted redemption request may do so prior to the rescheduled meeting by requesting that the transfer agent return such shares prior to the Special Meeting.

Item 8.01. Other Events

No Offer or Solicitation

This Current Report does not constitute an offer to sell, or a solicitation of an offer to buy, or a recommendation to purchase, any securities in any jurisdiction, or the solicitation of any vote, consent or approval in any jurisdiction in connection with the Business Combination or any related transactions, nor shall there be any sale, issuance or transfer of any securities in any jurisdiction where, or to any person to whom, such offer, solicitation or sale may be unlawful under the laws of such jurisdiction. This Current Report does not constitute either advice or a recommendation regarding any securities. No offering of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act or an exemption therefrom.

Important Information for Investors and Stockholders

In connection with the Business Combination, 7GC filed its registration statement on Form S-4 (Registration No. 333-274278), with the SEC on August 31, 2023 (as amended, the "Registration Statement"), which includes the definitive proxy statement/prospectus to be distributed to holders of 7GC's common stock of record as of the Record Date in connection with 7GC's solicitation of proxies for the vote by 7GC's stockholders with respect to the Business Combination and other matters as described in the Registration Statement, and a prospectus relating to the offer of the securities to be issued to the equity holders of Banzai in connection with the Business Combination. The Registration Statement was declared effective by the SEC on November 13, 2023 and the definitive proxy statement/prospectus and other relevant documents have been mailed to 7GC's stockholders as of the Record Date. **7GC's stockholders and other interested persons are advised to read the definitive proxy statement / prospectus, in connection with 7GC's solicitation of proxies for the Special Meeting to be held to approve, among other things, the Business Combination, because these documents contain important information about 7GC, Banzai and the Business Combination.** Stockholders may also obtain a copy of the definitive proxy statement/prospectus, as well as other documents filed with the SEC regarding the Business Combination and other documents filed with the SEC by 7GC, without charge, at the SEC's website located at www.sec.gov. Copies of these filings may be obtained free of charge on 7GC's website at www.7gc.holdings/sec-filings or by directing a request to info@7gc.co.

Participants in the Solicitation

7GC and Banzai and their respective directors and executive officers, under SEC rules, may be deemed to be participants in the solicitation of proxies of 7GC's stockholders in connection with the Business Combination. Investors and security holders may obtain more detailed information regarding 7GC's directors and executive officers in 7GC's filings with the SEC, including 7GC's Annual Report on Form 10-K filed with the SEC on March 31, 2023. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to 7GC's stockholders in connection with the Business Combination, including a description of their direct and indirect interests, which may, in some cases, be different than those of 7GC's stockholders generally, is set forth in the Registration Statement. Stockholders, potential investors, and other interested persons should read the Registration Statement carefully before making any voting or investment decisions.

This Current Report is not a substitute for the Registration Statement or for any other document that 7GC may file with the SEC in connection with the potential Business Combination. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain free copies of other documents filed with the SEC by 7GC through the website maintained by the SEC at www.sec.gov.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

7GC & Co. Holdings Inc.

Date: December 5, 2023

By: /s/ Jack Leeney

Name: Jack Leeney

Title: Chairman and Chief Executive Officer