

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>7GC & Co. Holdings LLC</u>			2. Issuer Name and Ticker or Trading Symbol <u>Banzai International, Inc. [BNZI]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Remarks</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>C/O 7GC & CO. HOLDINGS LLC</u> <u>388 MARKET STREET, SUITE 1300</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>SAN FRANCISCO CA 94111</u>		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/14/2023		M ⁽¹⁾⁽²⁾⁽⁵⁾		4,428,499	A	(5)	4,428,499	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(3)	12/14/2023		D ⁽¹⁾⁽²⁾⁽³⁾	V		396,501	(6)	(6)	Class A Common Stock	396,501	\$0 ⁽³⁾	5,253,499	D	
Class B Common Stock	(4)	12/14/2023		D ⁽¹⁾⁽²⁾⁽⁴⁾	V		825,000	(6)	(6)	Class A Common Stock	825,000	\$0 ⁽⁴⁾	4,428,499	D	
Class B Common Stock	(5)	12/14/2023		M ⁽¹⁾⁽²⁾⁽⁵⁾			4,428,499	(6)	(6)	Class A Common Stock	4,428,499	\$0 ⁽⁵⁾	0	D	
Warrant (Right to Buy)	\$11.5	12/14/2023		A ⁽⁷⁾			7,350,000	(7)	(7)	Class A Common Stock	7,350,000	\$0	7,350,000	D	
Warrant (Right to Buy)	\$11.5	12/14/2023		D ⁽⁷⁾	V		7,350,000	(7)	(7)	Class A Common Stock	7,350,000	\$0	0	D	

Explanation of Responses:

- Pursuant to the Agreement and Plan of Merger and Reorganization, dated as of December 8, 2022 (as amended, the "Merger Agreement"), by and among 7GC & Co. Holdings Inc., a Delaware corporation (the "Issuer"), Banzai International, Inc., a Delaware corporation ("Banzai"), 7GC Merger Sub I, Inc., a Delaware corporation and an indirect wholly owned subsidiary of the Issuer ("First Merger Sub"), and 7GC Merger Sub II, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of the Issuer ("Second Merger Sub"), on December 14, 2023 (the "Closing"), (i) First Merger Sub merged with and into Banzai (the "First Merger"), with Banzai surviving the First Merger as an indirect wholly owned subsidiary of the Issuer (the "Surviving Corporation"), and, (Continued in following footnote)
- (Continued from prior footnote) (ii) immediately following the First Merger, the Surviving Corporation merged with and into Second Merger Sub (the "Second Merger"), with the Second Merger Sub surviving the Second Merger as a direct wholly owned subsidiary of the Issuer. At the Closing, the Issuer was renamed to Banzai International, Inc.
- At the Closing, these shares of Class B common stock of the Issuer ("Class B Common Stock") were forfeited by the Reporting Person to the Issuer for no consideration pursuant to the terms of the non-redemption agreements entered into by the Reporting Person, the Issuer, and certain unaffiliated third parties in June 2023.
- At the Closing, these shares of Class B Common Stock were forfeited by the Reporting Person pursuant to share purchase agreements with ALCO Investment Company.
- At the Closing, these shares of Class B Common Stock were automatically converted into the shares of Class A common stock of the Issuer ("Class A Common Stock") on a one-for-one basis.
- The shares of Class B Common Stock were automatically convertible into shares of Class A Common Stock at the time of the Issuer's initial business combination and had no expiration date.
- These warrants became exercisable 30 days after the Closing and were surrendered, cancelled and retired at the Closing.

Remarks:

Each of Mr. Jack Leeney, Mr. Thomas D. Hennessy and Mr. Milton Joseph Beck is a managing member of one of the managing members of the Reporting Person and served on the Issuer's Board of Directors (the "Board") as a representative of the Reporting Person before the Closing, and Mr. Jack Leeney continues serving on the Board as a representative of the Reporting Person following the Closing. By virtue of such representation on the Board, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Person may be deemed to be a director of the Issuer by deputation.

/s/ Jack Leeney, Managing
Member of 7GC & Co. Holdings 12/18/2023
LLC

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.