

**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): **May 6, 2026**

**Banzai International, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39826**  
(Commission File Number)

**85-3118980**  
(IRS Employer  
Identification No.)

**435 Eriksen Ave  
Suite 250  
Bainbridge Island, Washington 98110**  
(Address of Principal Executive Offices, including zip code)

Registrant's Telephone Number, Including Area Code: **(206) 414-1777**

(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications 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-commencement 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
Class A common stock, par value \$0.0001 per share	BNZI	The Nasdaq Capital Market
Redeemable Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$5,750	BNZIW	The Nasdaq Capital Market

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 3.03 Material Modifications to Rights of Security Holders.**

On April 28, 2026, certain stockholders of Banzai International, Inc. (the “Company”) who collectively held approximately 40.52% of the voting power of the Company, approved an amendment to the Company’s Certificate of Incorporation, as amended and restated (the “COI”), to effect a reverse stock split (the “Reverse Stock Split”) of the Company’s outstanding Class A Common Stock, par value \$0.0001 par value (the “Class A Common Stock”) and Class B Common Stock, \$0.0001 par value per share (the “Class B Common Stock,” together with the Class A Common Stock, the “Common Stock”), at a ratio of 1-for-20.

On April 28, 2026, the Company filed a Certificate of Amendment to its COI with the Secretary of State of Delaware (the “Certificate of Amendment”), for the Reverse Stock Split at a ratio of 1-for-20. Commencing on May 8, 2026, trading of the Class A Common Stock will continue on The Nasdaq Capital Market, but on a Reverse Stock Split-adjusted basis.

As a result of the Reverse Stock Split, every twenty shares of Common Stock will be combined into one share of the respective class of Common Stock and the total number of shares of Class A Common Stock and Class B Common Stock outstanding will be reduced from 22,910,282 and 677,118 shares, to 1,145,515 and 33,856 shares, respectively. No fractional shares will be issued in connection with the Reverse Stock Split, and no stockholder will receive cash in lieu thereof. Any fractional shares that would otherwise be issued as a result of the Reverse Stock Split will be rounded up to a whole share.

Trading of the Class A Common Stock on The Nasdaq Capital Market on a split-adjusted basis is expected to begin on May 8, 2026. The Class A Common Stock will continue to be traded under the symbol BNZI. A new CUSIP number has been issued for the Class A Common Stock (06682J605) to replace the old CUSIP number (06682J407). The Company’s stockholders should not send their stock certificates to the Company. Stockholders will be notified by the Company’s transfer agent, Continental Stock Transfer & Trust, regarding the process for exchanging existing stock certificates representing pre-split shares. Stockholders who are holding their shares in electronic form at brokerage firms do not have to take any action as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts.

The above description of the Certificate of Amendment and the Reverse Stock Split is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws.**

The description of the Certificate of Amendment and the Reverse Stock Split set forth in Item 3.03 of this Current Report is incorporated herein by reference.

**Item 8.01 Other Events.**

On May 6, 2026, the Company distributed a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed on April 28, 2026)</a>
99.1	<a href="#">Press Release</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

Dated: May 6, 2026

**BANZAI INTERNATIONAL, INC.**

By: /s/ Joseph Davy  
Joseph Davy  
Chief Executive Officer

# banzai

## Banzai Announces Reverse Stock Split

**SEATTLE, WA – May 6, 2026** -- Banzai International, Inc. (NASDAQ: BNZI) (“Banzai” or the “Company”), a leading marketing technology company that provides essential marketing and sales solutions, today announced that effective at market open on May 8, 2026, the Company will effect a one-for-twenty (1-for-20) reverse stock split of its outstanding Class A Common Stock and Class B Common Stock (together with the Class A Common Stock, the “Common Stock”).

The reverse stock split is primarily intended to increase the per share price of Banzai’s Class A Common Stock and maintain compliance with the Nasdaq Minimum Bid Price Requirement, although neither outcome is guaranteed. The Company’s Class A Common Stock will continue to trade under the symbol “BNZI”. Upon the effectiveness of the reverse stock split, every twenty shares of issued and outstanding Common Stock before the open of business on May 8, 2026, will be combined into one issued and outstanding share of common stock, with no change in par value per share. The Company’s Class A Common Stock will open for trading on Nasdaq on May 8, 2026, on a post-split basis but will trade under a new CUSIP Number, 06682J605.

Prior to the reverse stock split, there were 22,910,282 shares of Class A Common Stock and 677,118 shares of Class B Common Stock outstanding. The number of issued and outstanding shares of Common Stock after the reverse stock split would be approximately 1,145,515 and 33,856 shares of Class A Common Stock and Class B Common Stock, respectively. No fractional shares will be issued as a result of the reverse stock split. Any fractional shares that would result from the reverse stock split will be rounded up to the nearest whole share.

The reverse stock split will affect all issued and outstanding shares of the Company’s Common Stock, as well as the number of shares of Common Stock available for issuance under the Company’s stock options and warrants. In addition, the reverse stock split will reduce the number of shares of Common Stock issuable upon the exercise of stock options and warrants outstanding immediately prior to the reverse split and correspondingly increase the respective aggregate exercise prices. The reverse stock split will affect all holders of Common Stock uniformly and will not alter any shareholder’s percentage interest in the Company’s Common Stock, except to the extent that the reverse stock split results in some shareholders experiencing an adjustment of a fractional share as described above.

Shareholders holding share certificates will receive information from Continental Stock Transfer & Trust Company, the Company’s transfer agent, regarding the process for exchanging their shares of common stock. Shareholders with questions may contact our transfer agent by calling 800-509-5586.

### About Banzai

Banzai is a marketing technology company that provides AI-enabled marketing and sales solutions for businesses of all sizes. On a mission to help their customers grow, Banzai enables companies of all sizes to target, engage, and measure both new and existing customers more effectively. Banzai has over 150,000 customers including Amazon, Dell, Salesforce, Aflac, Thermo Fisher Scientific, RBC Wealth Management, and Fitch Group. Learn more at [www.banzai.io](http://www.banzai.io). For investors, please visit [ir.banzai.io](http://ir.banzai.io).

### Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements often use words such as “believe,” “may,” “will,” “estimate,” “target,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “propose,” “plan,” “project,” “forecast,” “predict,” “potential,” “seek,” “future,” “outlook,” and similar variations and expressions. Forward-looking statements are those that do not relate strictly to historical or current facts. Examples of forward-looking statements may include, among others, statements regarding Banzai International, Inc.’s (the “Company’s”): future financial, business and operating performance and goals; annualized recurring revenue and customer retention; ongoing, future or ability to maintain or improve its financial position, cash flows, and liquidity and its

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expected financial needs; potential financing and ability to obtain financing; acquisition strategy and proposed acquisitions and, if completed, their potential success and financial contributions; strategy and strategic goals, including being able to capitalize on opportunities; expectations relating to the Company's industry, outlook and market trends; total addressable market and serviceable addressable market and related projections; plans, strategies and expectations for retaining existing or acquiring new customers, increasing revenue and executing growth initiatives; and product areas of focus and additional products that may be sold in the future. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Forward-looking statements are not guarantees of future performance, and our actual results of operations, financial condition and liquidity and development of the industry in which the Company operates may differ materially from those made in or suggested by the forward-looking statements. Therefore, investors should not rely on any of these forward-looking statements. Factors that may cause actual results to differ materially include changes in the markets in which the Company operates, customer demand, the financial markets, economic, business and regulatory and other factors, such as the Company's ability to execute on its strategy. More detailed information about risk factors can be found in the Company's Annual Report on Form 10-K and the Company's Quarterly Reports on Form 10-Q under the heading "Risk Factors," and in other reports filed by the Company, including reports on Form 8-K. The Company does not undertake any duty to update forward-looking statements after the date of this press release.

### **Investor Relations**

Dean Ditto  
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### **Media**

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