

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Ward Mason</u> <hr/> (Last) (First) (Middle) C/O BANZAI INTERNATIONAL, INC. 435 ERICKSEN AVE NE, SUITE 250 <hr/> (Street) BAINBRIDGE WA 98110 ISLAND <hr/> (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
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.		

**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	12/21/2023		P		5,000	A	\$3.627 <sup>(1)</sup>	30,170	D	
Class A Common Stock								2,396,261	I	See Footnote <sup>(2)</sup>

**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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Ward Mason  


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 (Last) (First) (Middle)  
 C/O BANZAI INTERNATIONAL, INC.  
 435 ERICKSEN AVE NE, SUITE 250  


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 (Street)  
 BAINBRIDGE WA 98110  
 ISLAND  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Alco Investment Co  


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 (Last) (First) (Middle)  
 C/O BANZAI INTERNATIONAL, INC.  
 435 ERICKSEN AVE NE, SUITE 250  


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 (Street)  
 BAINBRIDGE WA 98110  
 ISLAND  


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 (City) (State) (Zip)

Explanation of Responses:

1. The transaction was executed in multiple trades in prices ranging from \$3.56 to \$3.7099, inclusive. The price reported in Column 4 above reflects the weighted average purchase price. The Reporting Persons hereby undertake to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares purchased at each respective price within the range set forth in this footnote.

2. Shares held directly by ALCO Investment Company ("ALCO"). Mason Ward is the Chief Financial Officer of ALCO and a member of the investment committee and, in such capacity, may be deemed to have investment control over the shares held by ALCO. Mason Ward disclaims beneficial ownership over the securities held by ALCO except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed to be an admission that Mason Ward is a beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

**Remarks:**

ALCO Investment Company may be deemed to be a director by deputization of the Issuer for purposes of Section 16 of the Exchange Act by virtue of the fact that Mason Ward currently serves on the Issuer's board of directors.

/s/ Mason Ward 12/26/2023

/s/ Mason Ward, Chief  
Financial Officer for ALCO 12/26/2023  
Investment Company.

\*\* 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.**