

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

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>Ward Mason</u> <hr/> (Last) (First) (Middle) C/O BANZAI INTERNATIONAL, INC. 435 ERICKSEN AVE NE, SUITE 250 <hr/> (Street) BAINBRIDGE WA 98110 <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) X Director X 10% Owner Officer (give title below) X Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person
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	12/14/2023		A ⁽¹⁾⁽²⁾⁽³⁾		25,170	A	(3)	25,170	D	
Class A Common Stock	12/14/2023		A ⁽¹⁾⁽²⁾⁽³⁾		1,571,261	A	(3)	1,571,261	I	See Footnote ⁽⁴⁾
Class A Common Stock	12/14/2023		A ⁽¹⁾⁽²⁾⁽³⁾		825,000	A	(5)	2,396,261	I	See Footnote ⁽⁴⁾

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
Warrant (Right to Buy)	\$11.5	12/14/2023		A ⁽⁶⁾		353,248		(6)	(6)	Class A Common Stock	353,248	\$0	353,248	D	

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 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Alco Investment Co</u> <hr/> (Last) (First) (Middle) C/O BANZAI INTERNATIONAL, INC. 435 ERICKSEN AVE NE, SUITE 250 <hr/> (Street) BAINBRIDGE WA 98110 <hr/> (City) (State) (Zip)

Explanation of Responses:

1. 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)

2. (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.
3. At the Closing, the Reporting Person acquired these shares of Class A common stock of the Issuer ("Class A Common Stock") in exchange for shares of Class A common stock of Banzai held immediately prior the Closing, which were automatically converted into a number of shares of Class A Common Stock equal to (i) Per Share Value (as defined in the Issuer's prospectus on Form 424B3 filed with the Securities and Exchange Commission on November 13, 2023) divided by (y) \$10.00 per share pursuant to the terms and subject to the conditions set forth in the Merger Agreement.
4. Shares held directly by ALCO Investment Company ("ALCO"). Mason Ward is the Chief Financial Officer of ALCO and a member of the investment committee, 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.
5. At the Closing, ALCO received these shares of Class A Common Stock in connection with 7GC & Co. Holdings LLC's forfeiture of the same amount of Class B common stock of the Issuer pursuant to share purchase agreements with 7GC & Co. Holdings LLC.
6. These warrants become exercisable 30 days after the Closing and will expire five years from the date of Closing.

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.

<u>/s/ Mason Ward</u>	<u>12/18/2023</u>
<u>/s/ Mason Ward, Chief Financial Officer for ALCO Investment Company</u>	<u>12/18/2023</u>
** 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.