

**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 13, 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.)

**435 Ericksen Ave, Suite 250
Bainbridge Island, Washington**
(Address of Principal Executive Offices)

98110
(Zip Code)

Registrant's telephone number, including area code: (206) 414-1777

**388 Market Street, Suite 1300
San Francisco, California 94111**
(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 Global Market
Redeemable Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50	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.

INTRODUCTORY NOTE

On December 13, 2023, the stockholders of 7GC & Co. Holdings Inc., a Delaware corporation (“7GC” or, after giving effect to the Business Combination (as defined herein), the “Company”), approved the previously announced business combination (the “Business Combination”) with Banzai International, Inc., a Delaware corporation (“Banzai”), pursuant to that certain Agreement and Plan of Merger and Reorganization (the “Original Merger Agreement”), dated as of December 8, 2022, by and among 7GC, Banzai, 7GC Merger Sub I, Inc., a Delaware corporation and an indirect wholly owned subsidiary of 7GC, and 7GC Merger Sub II, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of 7GC, as amended by the Amendment to Agreement and Plan of Merger, dated as of August 4, 2023, by and between 7GC and Banzai (the “Amendment” and together with the Original Merger Agreement, the “Merger Agreement”), at a special meeting of stockholders concluded on December 13, 2023 (the “Special Meeting”). On December 14, 2023, 7GC (i) consummated the Business Combination and (ii) filed the Second Amended and Restated Certificate of Incorporation (the “A&R Charter”) with the Delaware Secretary of State, which replaced 7GC’s existing amended and restated certificate of incorporation (the “Existing Charter”) and changed the Company’s name from “7GC & Co. Holdings Inc.” to “Banzai International, Inc.”

Item 5.02 Departure of Directors or Certain Officers; Election of Director; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

On December 14, 2023, following the closing of the Business Combination, the board of directors of the Company (the “Board”) appointed Mr. Mark Musburger, age 59, as Chief Financial Officer. Mr. Musburger will be responsible for leading the Company’s financial matters and will report to Mr. Joseph Davy, Chief Executive Officer. Mr. Musburger has served as Banzai’s Vice President of Finance since 2022. Mr. Musburger previously served as the Chief Financial Officer of Corvee from 2021 to 2022, as the Senior Director of Finance at Identity Digital from 2016 to 2021, as a Director, Finance at Avalara from 2014 to 2016 and as a Director, FP&A at Solavei from 2013 to 2014. Mr. Musburger holds a bachelor’s degree in finance and economics and a masters in business administration from Seattle University.

There is no arrangement or understanding with any person pursuant to which Mr. Musburger was appointed to Chief Financial Officer. There are no family relationships between Mr. Musburger and any director or executive officer of the Company, and Mr. Musburger is not a party to any transaction requiring disclosure under Item 404(a) of Regulation S-K.

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

On December 13, 2023, 7GC held the Special Meeting to approve the Business Combination and for the following purposes:

- (1) to consider and vote upon a proposal to approve and adopt the Merger Agreement and the transactions contemplated therein (the “Business Combination Proposal”);
- (2) to consider and vote upon a proposal to approve the A&R Charter (the “Binding Charter Proposal”);
- (3) to consider and vote upon separate proposals to approve, on a non-binding advisory basis, the following material differences between the A&R Charter and the Existing Charter, which are reflected in the A&R Charter:
 - (A) to increase the Company’s authorized shares of Class A common stock, par value \$0.0001 per share (“Company Class A Shares”), to 250,000,000 shares, its shares of Class B common stock, par value \$0.0001 per share (“Company Class B Shares” and together with Company Class A Shares, the “Company Common Stock”), to 25,000,000 shares, and its authorized shares of preferred stock to 75,000,000 shares (“Proposal 3A”);
 - (B) to provide that the holders of Company Class A Shares will be entitled to cast one vote per share, and the holders of Company Class B Shares will be entitled to cast ten votes per share, on each matter properly submitted to the stockholders entitled to vote thereon (“Proposal 3B”);
 - (C) to require the approval of Mr. Joseph Davy to amend, repeal, waive or alter provisions in Section A of Article IV of the A&R Charter that would adversely affect the rights of holders of Company Class B Shares (“Proposal 3C”);

- (D) to require an affirmative vote of at least 66 2/3% of voting power of the shares of capital stock of the Company entitled to vote on the election of directors to alter, amend or repeal the amended and restated bylaws of the Company, which replaced 7GC's existing bylaws ("Proposal 3D");
 - (E) to require an affirmative vote by the holders of at least 66 2/3% of the voting power of the shares of capital stock of the Company entitled to vote thereon to amend, alter, change, or repeal or adopt certain provisions of the A&R Charter ("Proposal 3E");
 - (F) to require an affirmative vote by the holders of at least 66 2/3% of the voting power of the shares of capital stock of the Company entitled to vote on the election of directors to remove a director with cause ("Proposal 3F");
 - (G) to approve and adopt the A&R Charter that includes the approval of Proposals 3A, B, C, D, E, and F and provides for certain additional changes, including changing the Company's name from "7GC & Co. Holdings Inc." to "Banzai International, Inc." and eliminating the provisions relating to the Company's status as a blank check company ("Proposal 3G" and, together with Proposals 3A, B, C, D, E, and F, the "Advisory Charter Proposals");
- (4) to consider and vote upon a proposal to elect, effective as of the closing of the Business Combination, each of Jack Leeney, Joseph Davy, Paula Boggs, Mason Ward, and William Bryant to serve as directors for staggered 1-year, 2-year, or 3-year terms on the Board until the 2024, 2025, and 2026 annual meetings of stockholders, as applicable, or until the election and qualification of their respective successors in office, subject to their earlier death, resignation, or removal (the "Director Election Proposal");
 - (5) to consider and vote upon a proposal to approve, for purposes of complying with the applicable listing rules of the Nasdaq Global Market: (A) the issuance of shares of Company Common Stock pursuant to the Merger Agreement and in connection with the Business Combination, including pursuant to that certain Share Purchase Agreement, dated as of May 27, 2022, by and between Banzai and GEM Global Yield LLC SCS, a "société en commandite simple" formed under the laws of Luxembourg having LEI No. 213800CXBEHFXVLBZO92, and GEM Yield Bahamas Limited, a limited company formed under the laws of the Commonwealth of the Bahamas, that certain fee reduction agreement, dated as of November 8, 2023, by and between 7GC and Cantor Fitzgerald, and the PIPE transaction that 7GC and Banzai intended to enter into in connection with the Business Combination; and (B) the related change of control of the Company to occur in connection with the consummation of the Business Combination (the "Nasdaq Proposal");
 - (6) to consider and vote upon a proposal to approve and adopt the Banzai International, Inc. 2023 Equity Incentive Plan (the "Incentive Plan Proposal");
 - (7) to consider and vote upon a proposal to approve and adopt the Banzai International, Inc. 2023 Employee Stock Purchase Plan (the "ESPP Proposal"); and
 - (8) to consider and vote upon a proposal to approve the adjournment of the Special Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient shares represented to constitute a quorum necessary to conduct business at the Special Meeting or votes for the approval of one or more proposals at the Special Meeting or to the extent necessary to ensure that any required supplement or amendment to the proxy statement/prospectus is provided to the 7GC stockholders (the "Adjournment Proposal").

There were 9,079,638 shares of 7GC's common stock issued and outstanding on the record date for the Special Meeting. At the Special Meeting, there were at least 4,539,820 shares voted by proxy or in person, which constituted a quorum of the shares of Company Common Stock entitled to vote on the Business Combination Proposal, the Director Election Proposal, the Nasdaq Proposal, the Incentive Plan Proposal, the ESPP Proposal, and the Adjournment Proposal, including at least 1,664,180 Company Class A Shares and 2,875,001 Company Class B Shares, which constituted a quorum of the Company Class A Shares and a quorum of the Company Class B Shares entitled to vote on the Binding Charter Proposal and the Advisory Charter Proposals. The results for each matter were as follows:

- 7GC's stockholders approved the Business Combination Proposal, based on the following votes:

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,919,197	297,920	0	0

- 7GC's stockholders approved the Binding Charter Proposal, based on the following votes:

Class A Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,194,197	297,920	0	0

Class B Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,725,000	0	0	0

- 7GC's stockholders approved Proposal 3A, based on the following votes:

Class A Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,194,197	297,920	0	0

Class B Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,725,000	0	0	0

- 7GC's stockholders approved Proposal 3B, based on the following votes:

Class A Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,194,197	297,920	0	0

Class B Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,725,000	0	0	0

- 7GC's stockholders approved Proposal 3C, based on the following votes:

Class A Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,194,197	297,920	0	0

Class B Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,725,000	0	0	0

- 7GC's stockholders approved Proposal 3D, based on the following votes:

Class A Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,194,197	297,920	0	0

Class B Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,725,000	0	0	0

- 7GC's stockholders approved Proposal 3E, based on the following votes:

Class A Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,194,197	297,920	5	0

Class B Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,725,000	0	0	0

- 7GC's stockholders approved Proposal 3F, based on the following votes:

Class A Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,194,197	297,920	5	0

Class B Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,725,000	0	0	0

- 7GC's stockholders approved Proposal 3G, based on the following votes:

Class A Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,194,197	297,920	0	0

Class B Common Stock

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,725,000	0	0	0

- 7GC's stockholders approved the Director Election Proposal, based on the following votes:

Class I Directors:		
Joseph Davy:	For: 7,919,197	Withheld: 297,920
Class II Directors:		
Mason Ward:	For: 7,919,197	Withheld: 297,920
William Bryant:	For: 7,919,197	Withheld: 297,920
Class III Directors:		
Paula Boggs:	For: 7,919,197	Withheld: 297,920
Jack Leeney:	For: 7,919,097	Withheld: 298,020

- 7GC's stockholders approved the Nasdaq Proposal, based on the following votes:

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,919,197	297,920	0	0

- 7GC's stockholders approved the Incentive Plan Proposal, based on the following votes:

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,754,888	297,920	164,309	0

- 7GC's stockholders approved the ESPP Proposal, based on the following votes:

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,754,893	297,920	164,304	0

In connection with the Special Meeting, the Company also solicited proxies with respect to the Adjournment Proposal. Because the stockholder approval required for the Special Meeting was obtained for the Business Combination Proposal, the Binding Charter Proposal, the Advisory Charter Proposals, the Director Election Proposal, the Nasdaq Proposal, the Incentive Plan Proposal and the ESPP Proposal, as noted above, the Adjournment Proposal was rendered moot and not presented. No other matters were submitted to or voted on by the Company's stockholders at the Special Meeting.

Item 7.01 Regulation FD Disclosure.

On December 15, 2023, the Company issued a press release announcing the consummation of the Business Combination with Banzai. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 8.01 Other Events.

In connection with the Special Meeting and the Business Combination, holders of 3,207,428 shares of 7GC's Class A common stock, par value \$0.0001 per share ("7GC Class A Common Stock"), exercised their right to redeem their shares for cash at a redemption price of approximately \$10.76 per share, for an aggregate redemption amount of \$34,524,065.39.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
99.1	Press Release dated December 15, 2023
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: December 15, 2023

Banzai International, Inc.

By: /s/ Joseph Davy

Name: Joseph Davy

Title: Chief Executive Officer



7GC & Co. Holdings Inc. and Banzai Complete Business Combination

Banzai's Class A Common Stock and Warrants to List on Nasdaq Under Ticker Symbols "BNZI" and "BNZIW", Respectively, on December 15, 2023

SAN FRANCISCO, CA and SEATTLE, WA – December 15, 2023 – 7GC & Co. Holdings Inc. (**NASDAQ: VII**) ("VII" or "7GC"), a publicly-traded special purpose acquisition company, and Banzai International, Inc. ("Banzai" or the "Company"), a leading marketing technology company that provides essential marketing and sales solutions, today announced the closing of the previously announced business combination (the "Business Combination") between 7GC and Banzai. The combined company will operate under the name "Banzai International, Inc.". Beginning on December 15, 2023, Banzai will commence trading of its Class A common stock on the Nasdaq Global Market under the ticker symbol "BNZI" and warrants on the Nasdaq Capital Market under the ticker symbol "BNZIW". The Business Combination was approved by 7GC stockholders at a special meeting of stockholders held on December 13, 2023.

Joe Davy, CEO and Founder of Banzai, stated: "Banzai is building a seamlessly-integrated platform of essential Marketing Technology SaaS tools to better serve customers who are frustrated by this fragmented industry. Today is day one for Banzai's next phase of growth and will enable us to consolidate the fragmented Marketing Technology industry. This public listing will enable us to accelerate our strategy. We are excited to begin our journey as a publicly traded company and look forward to the opportunities ahead of us."

Jack Leeney, Chairman and CEO of 7GC, commented: "We are proud to be partnering with Joe and the rest of the management team at Banzai. A public listing catalyzes the Company's consolidation strategy in the highly attractive MarTech vertical, and we believe that Banzai will thrive as a publicly traded company with a compelling growth story."

Perkins Coie LLP is serving as legal advisor to Banzai, and Sidley Austin LLP is serving as legal advisor to 7GC.

About 7GC

7GC was a special purpose acquisition company traded on the Nasdaq Stock Market under the ticker: VII and sponsored by a partnership between 7GC & Co Sarl, a technology growth fund based in San Francisco, California and Berlin, Germany and Hennessy Capital LLC, a leading independent SPAC sponsor based in Wilson, Wyoming and Los Angeles, California. 7GC was led by its Chief Executive Officer, Jack Leeney, and its Chief Financial Officer, Christopher Walsh.

About Banzai

Banzai is a marketing technology company that provides essential marketing and sales solutions for businesses of all sizes. On a mission to help their customers achieve their mission, Banzai enables companies of all sizes to target, engage, and measure both new and existing customers more effectively. Banzai customers include Square, Hewlett Packard Enterprise, Thermo Fisher Scientific, Thinkific, Doodle and ActiveCampaign, among thousands of others. Learn more at www.banzai.io. For investors, please visit <https://ir.banzai.io/>.

Forward-Looking Statements

Certain statements included in this press release are forward-looking statements within the meaning of “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “project,” “forecast,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook,” “target,” or similar expressions that predict or indicate future events or trends or that are not statements of historical matters, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements include, but are not limited to statements regarding estimates and forecasts of financial and performance metrics, projections of market opportunity and market share, expectations and timing related to commercial product launches, ability to accelerate Banzai’s go-to-market strategy and capitalize on commercial opportunities, potential benefits of the Business Combination and the potential success of Banzai’s go-to-market strategy. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of Banzai’s management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Banzai. These forward-looking statements are subject to a number of risks and uncertainties, including: the failure to maintain Nasdaq listing of Banzai’s securities; changes in domestic and foreign business, market, financial, political and legal conditions;; failure to realize the anticipated benefits of the Business Combination; risks relating to the uncertainty of the projected financial information with respect to Banzai; Banzai’s ability to successfully and timely develop, sell and expand its technology and products, and otherwise implement its growth strategy; risks relating to Banzai’s operations and business, including information technology and cybersecurity risks, loss of customers and deterioration in relationships between Banzai and its employees; risks related to increased competition; risks relating to potential disruption of current plans, operations and infrastructure of Banzai as a result of the announcement and consummation of the Business Combination; risks that the post-combination company experiences difficulties managing its growth and expanding operations; the impact of geopolitical, macroeconomic and market conditions, including the COVID-19 pandemic; the ability to successfully select, execute or integrate future acquisitions into the business, which could result in material adverse effects to operations and financial conditions; and those factors discussed in 7GC’s final prospectus filed on November 13, 2023, Annual Report on Form 10-K for the fiscal year ended December 31, 2022, Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023, June 30, 2023, and September 30, 2023, the registration statement on Form S-4 (together with all amendments thereto, the “Registration Statement”) initially filed on August 31, 2023, and the definitive proxy statement / prospectus contained therein, in each case, under the heading “Risk Factors,” and other documents of 7GC filed, or to be filed, with the Securities and Exchange Commission. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. The risks and uncertainties above are not exhaustive, and there may be additional risks that Banzai does not presently know or currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Banzai’s expectations, plans or forecasts of future events and views as of the date of this press release. Banzai

anticipates that subsequent events and developments will cause Banzai's assessments to change. However, while Banzai may elect to update these forward-looking statements at some point in the future, Banzai specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Banzai's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Contacts:

Investors

Cody Slach, Ralf Esper
Gateway Group
949-574-3860

VII@gateway-grp.com

Media

Brenlyn Motlagh
Gateway Group
617-797-1979

VII@gateway-grp.com