

**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): September 16, 2024

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
(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

(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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Item 8.01 Other Events.

As previously disclosed in the Current Report on Form 8-K that Banzai International, Inc. (the “Company”) filed on August 29, 2024, our shareholders approved a proposal authorizing the Company’s Board of Directors (the “Board”) to effect a reverse stock split with respect to the Company’s issued and outstanding Class A Common Stock, at a ratio of up to 1-for-50, with the final ratio and exact timing to be determined at the discretion of the Board. Following such approval, the Board determined to implement a reverse split of the Company’s Class A Common stock at a ratio of 1-for-50, whereby every fifty shares of the issued and outstanding Class A Common Stock will be combined into one share of issued and outstanding Class A Common Stock (the “Reverse Stock Split”).

To implement the Reverse Stock Split, the Company filed an amendment to the Company’s Second Amended and Restated Certificate of Incorporation with Delaware’s Secretary of State and an application with Nasdaq. Nasdaq approved the Reverse Stock Split on September 16, 2024, such that it will be effective as of September 19, 2024 (the “Effective Date”). Following the Effective Date, every fifty shares of outstanding Class A Common Stock will be automatically combined into one share of outstanding Class A Common Stock. No cash or fractional shares will be issued in connection with the Reverse Stock Split, and instead the Company will round up to the next whole share in lieu of issuing fractional shares that would have been issued in the reverse split. As a result of the Reverse Stock Split, we will have 916,558 shares of Class A Common Stock issued and outstanding.

For a reverse split, a “D” will be placed on the ticker symbol for 20 business days. In addition, the Company’s Class A Common Stock has been assigned a new CUSIP number: 06682J 308.

A copy of the amendment to the Company’s Second Amended and Restated Certificate of Incorporation is attached to this Current Report as [Exhibit 3.1](#).

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
3.1	Amendment to the Company’s Second Amended and Restated Certificate of Incorporation
104	Cover Page Interactive Data File (the cover page XBRL tags are 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: September 16, 2024

BANZAI INTERNATIONAL, INC.

By: */s/ Joseph Davy*

Joseph Davy
Chief Executive Officer

**CERTIFICATE OF AMENDMENT OF THE
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BANZAI INTERNATIONAL, INC.**

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

Banzai International, Inc. (the “*Corporation*”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”),

1. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation, as amended (the “*Restated Certificate*”), and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware. The amendment amends the Amended and Restated Certificate of Incorporation of the Corporation as follows:

Article IV, Section (A) of the Restated Certificate is hereby amended to amend the following paragraph immediately after the first paragraph of Article IV, Section (A):

“Upon this Certificate of Amendment to the Amended and Restated Certificate of Incorporation becoming effective pursuant to the General Corporation Law of the State of Delaware (the “*Effective Time*”), the shares of the Corporation’s Class A Common Stock, par value \$0.0001 per share (the “*Class A Common Stock*”), issued and outstanding immediately prior to the Effective Time and the shares of Class A Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time shall be reclassified as and combined into a smaller number of shares such that every 50 shares of issued and outstanding Class A Common Stock immediately prior to the Effective Time are automatically combined into one (1) validly issued, fully paid and nonassessable share of Class A Common Stock, par value \$0.0001 per share (the “*Reverse Stock Split*”). Notwithstanding the immediately preceding sentence, no fractional shares shall be issued and, in lieu thereof, any person who would otherwise be entitled to a fractional share of Class A Common Stock as a result of the reclassification and combination following the Effective Time (after taking into account all fractional shares of Class A Common Stock otherwise issuable to such holder) shall be rounded up to the nearest whole number.

Each stock certificate or book-entry position that, immediately prior to the Effective Time, represented shares of Class A Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Class A Common Stock after the Effective Time into which the shares of Class A Common Stock formerly represented by such certificate or book-entry position shall have been reclassified and combined.”

2. This Certificate of Amendment shall be effective at 11:00 AM Eastern Time on September 11, 2024.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 11th day of September, 2024.

/s/ Joseph Davy

Joseph Davy
Chief Executive Officer
