

| OMB APPROVAL                                 |           |
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**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*<br><u>Musburger Mark</u>   |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>Banzai International, Inc. [ BNZI ]</u>  |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>Chief Financial Officer</b> |  |  |
| (Last) (First) (Middle)<br><u>C/O BANZAI INTERNATIONAL, INC.</u><br><u>435 ERICKSEN AVE NE, SUITE 250</u> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/14/2023</u>  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| (Street)<br><u>BAINBRIDGE ISLAND WA 98110</u>   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |   |  |  |
| (City) (State) (Zip)  |  |  | Rule 10b5-1(c) Transaction Indication<br><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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |

**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 |
| Stock Option (Right to Buy)                | \$8.38 <sup>(3)</sup>                                  | 12/14/2023                           |  | A <sup>(1)(2)(3)</sup>         |   | 46,099   |     | (4)  | 12/02/2033      | Class A Common Stock  | 46,099                                     | \$0 <sup>(3)</sup>   | 46,099  | D  |       |
| Stock Option (Right to Buy)                | \$8.38 <sup>(3)</sup>                                  | 12/14/2023                           |  | A <sup>(1)(2)(3)</sup>         |   | 92,198   |     | (5)  | 03/01/2033      | Class A Common Stock  | 92,198                                     | \$0 <sup>(3)</sup>   | 92,198  | D  |       |

**Explanation of Responses:**

- 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)
- (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.
- At the Closing, the Reporting Person acquired these options in exchange for options to purchase shares of Class A common stock of Banzai held immediately prior to the Closing, which were automatically converted into a number of options to purchase shares of Class A Common Stock equal to the number of shares of Class A common stock of Banzai subject to such option immediately prior to the Closing multiplied by (i) the 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, and rounded down to the nearest whole share pursuant to the terms and subject to the conditions set forth in the Merger Agreement.
- This option vests in a series of 48 successive, substantially equal monthly installments after one-year anniversary of the vesting commencement date, October 1, 2023.
- This option vests in a series of 48 successive, substantially equal monthly installments after one-year anniversary of the vesting commencement date, December 9, 2022.

/s/ Mark Musburger 12/18/2023

\*\* 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.