

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>Jones Tripp</u> (Last) (First) (Middle) <u>388 MARKET STREET, SUITE 1300</u> (Street) <u>SAN FRANCISCO CA 94111</u> (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 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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	12/14/2023		M ⁽¹⁾⁽²⁾⁽³⁾		25,000	A	(3)	25,000 ⁽⁵⁾	D	

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
Class B Common Stock	(3)	12/14/2023		M ⁽¹⁾⁽²⁾⁽³⁾		25,000	(4)	(4)	(4)	Class A Common Stock	25,000	\$0 ⁽³⁾	0 ⁽⁵⁾	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, these shares of Class B common stock of the Issuer ("Class B Common Stock") were automatically converted into the shares of Class A common stock of the Issuer ("Class A Common Stock") on a one-for-one basis.
- The shares of Class B Common Stock were automatically convertible into shares of Class A Common Stock at the time of the Issuer's initial business combination and had no expiration date.
- In light of the Reporting Person's membership interest in 7GC & Co. Holdings LLC, the Reporting Person also has an indirect but nonreportable pecuniary interest in certain shares of Class A Common Stock and Class B Common Stock held directly by 7GC & Co. Holdings LLC, over which the Reporting Person does not have voting or dispositive control.

/s/ Tripp Jones

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.