

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Leeney Jack</u>			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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) <u>C/O BANZAI INTERNATIONAL, INC.</u> <u>435 ERICKSEN AVE NE, SUITE 250</u>			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 <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) <u>BAINBRIDGE WA 98110</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)			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⁾⁽⁶⁾		4,428,499	A	(6)	4,428,499	I	See Footnote ⁽³⁾

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						Amount or Number of Shares
Class B Common Stock	(4)	12/14/2023		D ⁽¹⁾⁽²⁾⁽⁴⁾	V		396,501	(7)	(7)	Class A Common Stock	396,501	\$0 ⁽⁴⁾	5,253,499	I	See Footnote ⁽³⁾
Class B Common Stock	(5)	12/14/2023		D ⁽¹⁾⁽²⁾⁽⁵⁾	V		825,000	(7)	(7)	Class A Common Stock	825,000	\$0 ⁽⁵⁾	4,428,499	I	See Footnote ⁽³⁾
Class B Common Stock	(6)	12/14/2023		M ⁽¹⁾⁽²⁾⁽⁶⁾			4,428,499	(7)	(7)	Class A Common Stock	4,428,499	\$0 ⁽⁶⁾	0	I	See Footnote ⁽³⁾
Warrant (Right to Buy)	\$11.5	12/14/2023		A ⁽⁸⁾			7,350,000	(8)	(8)	Class A Common Stock	7,350,000	\$0	7,350,000	I	See Footnote ⁽³⁾
Warrant (Right to Buy)	\$11.5	12/14/2023		D ⁽⁸⁾	V		7,350,000	(8)	(8)	Class A Common Stock	7,350,000	\$0	0	I	See Footnote ⁽³⁾

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.
- Represents securities held by 7GC & Co. Holdings LLC (the "Sponsor"). The Reporting Person is the managing member of one of the managing members of the Sponsor. As such, the Reporting Person has voting and investment discretion with respect to the securities held of record by the Sponsor and may be deemed to have shared beneficial ownership of the securities held directly by the Sponsor and disclaims any beneficial ownership of the reported securities other than to the extent of any pecuniary interest the Reporting Person may have therein, directly or indirectly.
- At the Closing, these shares of Class B common stock of the Issuer ("Class B Common Stock") were forfeited by the Sponsor to the Issuer for no consideration pursuant to the terms of the non-redemption agreements entered into by the Sponsor, the Issuer, and certain unaffiliated third parties in June 2023.
- At the Closing, these shares of Class B Common Stock were forfeited by the Reporting Person pursuant to share purchase agreements with ALCO Investment Company.
- At the Closing, these shares of 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.
- These warrants became exercisable 30 days after the Closing and were surrendered, cancelled and retired at the Closing.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Mark Musburger, Attorney-in-Fact 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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Mark Musburger and Alvin Yip, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as director of Banzai International, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Act and or Passphrase Update to obtain EDGAR codes and related documentation for use in filing Forms 3, 4 and 5;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Form ID, or Passphrase Update, complete the United States Securities and Exchange Commission and any stock exchange or similar authority;
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion;
- (4) seek or obtain, as the undersigned's attorney-in-fact and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, and the attorney-in-fact and approves and ratifies any such release of information.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in connection with the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act. Additionally, although pursuant to this Power of Attorney the Company will use commercially reasonable best efforts to timely and accurately file Section 16 reports on behalf of the undersigned, the Company does not represent or warrant that it will be able to in all cases timely and accurately file Section 16 reports on behalf of the undersigned due to various factors, including, but not limited to, the shorter deadlines mandated by the Sarbanes-Oxley Act of 2002, possible time zone differences between the Company and the undersigned and the Company's need to rely on others for information, including the undersigned and brokers of the undersigned.

IN WITNESS WHEREOF, the undersigned had caused this Power of Attorney to be executed as of this 3 day of December, 2023

By: /s/ Jack Leeney
Jack Leeney