

OMB APPROVAL	
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**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>Ward Mason</u> <hr/> (Last) (First) (Middle) 435 ERICKSEN AVE NE, SUITE 250 <hr/> (Street) BAINBRIDGE WA 98110 ISLAND <hr/> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2024	
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	02/22/2024		P		500	A	\$0.9676	30,670	D	
Class A Common Stock								2,396,261	I	See Footnote <sup>(1)</sup>

**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)					

1. Name and Address of Reporting Person\*  
Ward Mason  


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 (Last) (First) (Middle)  
 435 ERICKSEN AVE NE, SUITE 250  


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 (Street)  
 BAINBRIDGE WA 98110  
 ISLAND  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Alco Investment Co  


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 (Last) (First) (Middle)  
 435 ERICKSE  


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 (Street)  
 BAINBRIDGE WA 98110  
 ISLAND  


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 (City) (State) (Zip)

**Explanation of Responses:**

1. Shares held directly by ALCO Investment Company ("ALCO"). Mason Ward is the Chief Financial Officer of ALCO and a member of the investment committee and, in such capacity, may be deemed to have investment control over the shares held by ALCO. Mason Ward disclaims beneficial ownership over the securities held by ALCO except to the extent of his pecuniary interest therein, if any, and

this report shall not be deemed to be an admission that Mason Ward is a beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

**Remarks:**

This report was originally timely filed under an incorrect CIK number and is being resubmitted solely to correct this error. ALCO Investment Company may be deemed to be a director by deputization of the Issuer for purposes of Section 16 of the Exchange Act by virtue of the fact that Mason Ward currently serves on the Issuer's board of directors.

/s/ Mark Musburger, Attorney- 02/23/2024  
in-Fact

/s/ Mark Musburger, Attorney- 02/23/2024  
in-Fact

\*\* 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.**