

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>CP BF Lending, LLC</u>  (Last) (First) (Middle) 1910 FAIRVIEW AVE E SUITE 200  (Street) SEATTLE WA 98102  (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)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/17/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	10/17/2024		S		25,500	D	\$4.7	305,349 <sup>(1)</sup>	D	
Class A Common Stock	10/17/2024		S		37,100	D	\$3.73	268,249 <sup>(1)</sup>	D	
Class A Common Stock	10/17/2024		X		304,704	A	\$0.0001	572,953 <sup>(1)</sup>	D	
Class A Common Stock	10/17/2024		S		458,249	D	\$4.32	114,704 <sup>(1)</sup>	D	
Class A Common Stock	10/17/2024		S		114,700	D	\$3.43	4 <sup>(1)</sup>	D	
Class A Common Stock	10/18/2024		C		37,300	A	\$3.89	37,304 <sup>(1)</sup>	D	
Class A Common Stock	10/18/2024		S		37,300	D	\$3.43	4 <sup>(1)</sup>	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	Amount or Number of Shares				
Common Stock Warrants (right to buy)	\$0.0001	10/17/2024		X		304,704		10/10/2024	(2)	Class A Common Stock	304,704	\$0	0 <sup>(1)</sup>	D	
Convertible Note	\$3.89	10/18/2024		C		37,300		10/10/2024	02/19/2027 <sup>(3)</sup>	Class A Common Stock	37,300	\$0	2,241,971 <sup>(1)</sup>	D	

1. Name and Address of Reporting Person\*  
CP BF Lending, LLC  
 (Last) (First) (Middle)  
 1910 FAIRVIEW AVE E  
 SUITE 200  
 (Street)  
 SEATTLE WA 98102  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Shain Brad  
 (Last) (First) (Middle)  
 1910 FAIRVIEW AVE. SUITE 200

(Street)		
SEATTLE	WA	98102
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Brad Shain may be deemed to have beneficial ownership of the shares held directly by CP BF Lending, LLC. Mr. Shain disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
2. No expiration date.
3. The maturity date of the convertible note will be February 19, 2027 or, if earlier, the date on which the consolidated convertible loan becomes due and payable pursuant to the terms of the convertible note or any other loan document.

CP BF Lending, LLC, By: /s/      10/21/2024  
Brad Shain, President

By: /s/ Brad Shain      10/21/2024

\*\* 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.**