| SEC Form 4 |  |
|------------|--|
|------------|--|

Instruction 1(b).

[

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| hours per response       | e: 0.5    |  |  |  |  |  |  |  |  |

| 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

|   |             |            |   | of Section So(ii) of the i              | investiment of                    | Shipany Act of 1940   |   |   |   |  |
|---|-------------|------------|---|---|-----------------------------------|---|---|---|---|--|
| 1. Name and Address of Reporting Person <sup>*</sup><br>BOGGS PAULA |             |            | 2. Issuer Name and Tic<br>Banzai Internatio |   |                                   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |   |   |  |
| <u>DOUUS IAC</u>  | DUUUS FAULA |            |   |   |                                   |   | X   | Director  | 10% C   | Owner                                  |
| (Last)  | (First)     | (Middle)   |   | 3. Date of Earliest Trans<br>03/28/2024 | saction (Montl                    | n/Day/Year)   |   | Officer (give title below)                                    | Other<br>below)   | (specify<br>)                          |
| 435 ERICKSEN AVE NE, SUITE 250                                      |             |            |   | 4. If Amendment, Date                   | of Original File                  | ed (Month/Day/Year)   | 6. Individual or Joint/Group Filing (Check Applicable Line) |   |   |  |
| (Street)  |             |            |   |   |                                   |   | X   | Form filed by On  | e Reporting Per   | son                                    |
| BAINBRIDGE  | WA          | 98110      |   |   |                                   |   |   | Form filed by Mo<br>Person                                    | re than One Rep   | porting                                |
|   |             |            |   | Rule 10b5-1(c)                          | Transac                           | tion Indication   |   |   |   |  |
| (City)  | (State)     | (Zip)      |   | Check this box to ind                   | icate that a trar                 | saction was made pursuant t<br>ions of Rule 10b5-1(c). See I            |   |   | en plan that is inte  | ended to                               |
|   | Та          | ble I - No | on-Derivat                                  | ive Securities Acc                      | quired, Dis                       | sposed of, or Benet   | icially   | Owned   |   |  |
| 1. Title of Security (Instr. 3)<br>Date<br>(Month/Day               |             |            |   | Execution Date,                         | 3.<br>Transaction<br>Code (Instr. | 4. Securities Acquired (A)<br>Disposed Of (D) (Instr. 3, 4              |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial |

|                      |            | (Month/Day/Year) 8) |      |   |         |               | Owned Following<br>Reported | (I) (Instr. 4)                     | Ownership<br>(Instr. 4) |          |
|----------------------|------------|---------------------|------|---|---------|---------------|-----------------------------|------------------------------------|-------------------------|----------|
|                      |            |                     | Code | v | Amount  | (A) or<br>(D) | Price                       | Transaction(s)<br>(Instr. 3 and 4) |                         | (1150.4) |
| Class A Common Stock | 03/28/2024 |                     | A    |   | 168,313 | A             | \$0.0000                    | 168,313                            | D                       |          |
|                      |            |                     |      |   |         |               |                             |                                    |                         |          |

 
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed     4.     5. Number     6. Date Exercisable and print     7. Title an       Execution Date, if any (Month/Day/Year)     Transaction     of     Expiration Date (Month/Day/Year)     7. Title an       8)     Securities     Acquired (A) or     Derivative     Month/Day/Year)     Derivative       (A) or     Disposed of (D) (Instr. 3, 4) and 5)     0     0     0 |      | of Expiration Date<br>(Month/Day/Year)<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4 |     | of Expiration Date (Month/Day/Year)<br>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 |                     |                    | int of<br>rities<br>rlying<br>ative<br>rity (Instr. | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Ownership<br>Form: | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---|---|--|---|------|--|-----|--|---------------------|--------------------|---|---|--|--------------------|--|--|
|   |   |  |   | Code | v  | (A) | (D)  | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares              |  |                    |  |  |

Explanation of Responses:

## /s/ Mark Musburger, Attorney-04/01/2024

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.