

banzai

Banzai is Pleased to Announce Effectiveness of its Form S-1 Registration Statement

February 15, 2024

SEATTLE, Feb. 15, 2024 (GLOBE NEWSWIRE) -- [Banzai International, Inc.](#) (**NASDAQ: BNZI**) ("Banzai" or the "Company"), a leading marketing technology company that provides essential marketing and sales solutions, today announced that the Securities and Exchange Commission ("SEC") has declared the Company's registration statement on Form S-1 (Registration No. 333-276307) effective as of 5:00 PM ET on February 14, 2024.

The effectiveness of the S-1 brings Banzai one step closer to accessing capital under the Yorkville Advisors Standby Equity Purchase Agreement (SEPA), which provides the Company the option to sell to Yorkville up to \$100 million of Banzai's shares of Class A common stock. The completion and timing of any sales under the SEPA will be subject to satisfaction or waiver of the requirement to repay pre-paid advances issued under the SEPA, as well as satisfaction of the other terms and conditions of the agreement, as previously disclosed in Banzai's Current Reports on Form 8-K filed with the Securities and Exchange Commission on December 18, 2023 and February 8, 2024.

Commented Banzai's Founder and CEO, Joe Davy, "Financing under the SEPA, once available, will support Banzai's ability to execute on our planned acquisitions and make other critical investments supporting our 2024 Profitable Growth strategy."

About Banzai

Banzai is a marketing technology company that provides essential marketing and sales solutions for businesses of all sizes. On a mission to help their customers achieve their mission, Banzai enables companies of all sizes to target, engage, and measure both new and existing customers more effectively. Banzai customers include Square, Hewlett Packard Enterprise, Thermo Fisher Scientific, Thinkific, Doodle and ActiveCampaign, among thousands of others. Learn more at www.banzai.io. For investors, please visit <https://ir.banzai.io/>

Forward-Looking Statements

Certain statements included in this press release are forward-looking statements within the meaning of "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "propose," "plan," "project," "forecast," "predict," "potential," "seem," "seek," "future," "outlook," "target," or similar expressions that predict or indicate future events or trends or that are not statements of historical matters, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements include, but are not limited to statements regarding the receipt of proceeds under the SEPA, the ability to sell shares under the SEPA, the satisfaction or waiver of terms and conditions included in the SEPA, the use of any proceeds received under the SEPA, estimates and forecasts of, financial and performance metrics, projections of market opportunity and market share, expectations and timing related to commercial product launches or success, ability to accelerate Banzai's go-to-market strategy and capitalize on commercial opportunities, and the potential success of Banzai's go-to-market strategy. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of Banzai's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. These forward-looking statements are subject to a number of risks and uncertainties, including: the failure to satisfy conditions to the sale of shares, and thus to receive proceeds, under the SEPA; the failure to raise proceeds necessary to execute on Banzai's acquisition plan and growth strategy; the failure to enter into definitive agreements with, or complete the acquisition of, proposed acquisition targets; the failure to maintain Nasdaq listing of Banzai's securities; changes in domestic and foreign business, market, financial, political and legal conditions; uncertainty of the projected financial information with respect to Banzai; Banzai's ability to successfully and timely develop, sell and expand its technology and products, and otherwise implement its growth strategy; risks relating to Banzai's operations and business, including information technology and cybersecurity risks, loss of customers and deterioration in relationships between Banzai and its employees; increased competition; potential disruption of current plans, operations and infrastructure of Banzai as a result of operating as a new public company; difficulties managing growth and expanding operations; the impact of geopolitical, macroeconomic and market conditions; the ability to successfully select, execute or integrate future acquisitions into the business, which could result in material adverse effects to operations and financial conditions; and those factors discussed in its Annual Report on Form 10-K for the fiscal year ended December 31, 2022, Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023, June 30, 2023, and September 30, 2023, the registration statement on Form S-4 (together with all amendments thereto, the "Registration Statement") initially filed on August 31, 2023, and the definitive proxy statement / prospectus contained therein, in each case, under the heading "Risk Factors," and other documents of Banzai filed, or to be filed, with the Securities and Exchange Commission. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. In addition, forward-looking statements reflect Banzai's expectations, plans or forecasts of future events and views as of the date of this press release. Banzai anticipates that subsequent events and developments will cause Banzai's assessments to change. However, while Banzai may elect to update these forward-looking statements at some point in the future, Banzai specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Banzai's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

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