

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).

1. Name and Address of Reporting Person* <u>7GC & Co. Holdings LLC</u> (Last) (First) (Middle) <u>C/O 7GC & CO. HOLDINGS LLC</u> <u>388 MARKET STREET, SUITE 1300</u> (Street) <u>SAN FRANCISCO CA 94111</u> (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) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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
Promissory Notes	\$2.8632	01/30/2024		A		\$2,550,000		01/30/2024	(1)	Class A Common Stock	890,611	(2)	\$2,550,000	D ⁽³⁾	

1. Name and Address of Reporting Person*
7GC & Co. Holdings LLC
 (Last) (First) (Middle)
C/O 7GC & CO. HOLDINGS LLC
388 MARKET STREET, SUITE 1300
 (Street)
SAN FRANCISCO CA 94111
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Beck Milton Joseph
 (Last) (First) (Middle)
C/O 7GC & CO. HOLDINGS LLC
388 MARKET STREET, SUITE 1300
 (Street)
SAN FRANCISCO CA 94111
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Hennessy Thomas D
 (Last) (First) (Middle)
C/O 7GC & CO. HOLDINGS LLC
388 MARKET STREET, SUITE 1300
 (Street)
SAN FRANCISCO CA 94111
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person ⁶		
Leeney Jack		
(Last)	(First)	(Middle)
C/O 7GC & CO. HOLDINGS INC.		
388 MARKET STREET, SUITE 1300		
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

Explanation of Responses:

1. These promissory notes have no expiration date.
2. On December 12, 2023, in connection with the Issuer's business combination, 7GC & Co. Holdings LLC (the "Sponsor") came to a non-binding agreement with the Issuer to amend the optional conversion provision of certain unsecured promissory notes issued by the Issuer to the Sponsor, pursuant to which the Issuer may borrow up to \$2,550,000 from the Sponsor, to provide that the Sponsor has the right to elect to convert up to the full amount of the principal balance of these promissory notes, in whole or in part, 30 trading days after the closing of the Issuer's business combination (the "Closing") at a conversion price equal to the average daily volume weighted average price of the Issuer's Class A Common Stock for the 30 trading days following the Closing.
3. These securities are directly owned by the Sponsor. Each of Mr. Jack Leeney, Mr. Thomas D. Hennessy and Mr. Milton Joseph Beck is a managing member of one of the managing members of the Sponsor. As such, each of Mr. Jack Leeney, Mr. Thomas D. Hennessy and Mr. Milton Joseph Beck 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 he may have therein, directly or indirectly.

Remarks:

Mr. Jack Leeney serves on the Issuer's Board of Directors (the "Board") as a representative of the Sponsor. By virtue of such representation on the Board, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Sponsor may be deemed to be a director of the Issuer by deputization.

[/s/ Jack Leeney, Managing
Member of 7GC & Co. Holdings LLC](#) 02/01/2024

[/s/ M. Joseph Beck](#) 02/01/2024

[/s/ Thomas D. Hennessy](#) 02/01/2024

[/s/ Jack Leeney](#) 02/01/2024

** 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.