

Prospectus Supplement No. 11  
(to Prospectus dated April 25, 2024)  
Prospectus Supplement No. 7  
(to Prospectus dated August 13, 2024)  
Prospectus Supplement No. 3  
(to Prospectus dated September 25, 2024)  
Prospectus Supplement No. 3  
(to Prospectus dated September 25, 2024)

Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-278673  
Registration No. 333-280366  
Registration No. 333-282132  
Registration No. 333-282130

## **BRAND ENGAGEMENT NETWORK INC.**

**46,752,838 Shares of Common Stock (Inclusive of 21,190,316 Shares of Common Stock  
Underlying Warrants, 1,583,334 Shares of Common Stock Underlying Convertible Notes and 163,407 Shares of Common Stock Underlying  
Options)  
6,126,010 Warrants to Purchase Common Stock  
6,393,333 Shares of Common Stock (Inclusive of 4,200,000 Shares of Common Stock  
Underlying Warrants)  
28,370,786 Shares of Common Stock  
3,598,943 Shares of Common Stock (Inclusive of 960,000 Shares of Common Stock  
Underlying Warrants)**

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This prospectus supplement updates and supplements (i) the prospectus of Brand Engagement Network Inc., a Delaware corporation (the “Company,” “we,” “us” or “our”), dated April 25, 2024, which forms a part of our Registration Statement on Form S-1, as amended (Registration No. 333-278673) (the “April Prospectus”), (ii) the prospectus dated August 13, 2024, which forms a part of our Registration Statement on Form S-1, as amended (Registration No. 333-280366) (the “August Prospectus”), (iii) the prospectus dated September 25, 2024, which forms a part of our Registration Statement on Form S-1 (Registration No. 333-282132) (the “SEPA Prospectus”) and (iv) the prospectus dated September 25, 2024, which forms a part of our Registration Statement on Form S-1 (Registration No. 333-282130) (the “September Prospectus”, together with the April Prospectus, the August Prospectus and the SEPA Prospectus, the “Prospectuses”). This prospectus supplement is being filed to update and supplement the information in the Prospectuses with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission (the “SEC”) on November 7, 2024. Accordingly, we have attached the Form 8-K to this prospectus supplement.

This prospectus supplement should be read in conjunction with the Prospectuses. This prospectus supplement updates and supplements the information in the Prospectuses. If there is any inconsistency between the information in the Prospectuses and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our common stock, par value \$0.0001 per share (the “Common Stock”) and the public warrants representing the right to acquire one share of Common Stock for \$11.50 (the “Public Warrants”), are listed on Nasdaq under the symbols “BNAI,” and “BNAIW”, respectively. On November 6, 2024, the last reported sales price of the Common Stock was \$0.8569 per share, and the last reported sales price of our Public Warrants was \$0.0216 per Public Warrant. We are an “emerging growth company” and a “smaller reporting company” as defined under the U.S. federal securities laws and, as such, may elect to comply with certain reduced public company reporting requirements for this and future filings.

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**Investing in our securities involves risk. See “Risk Factors” beginning on page 6 of the April Prospectus, page 7 of the August Prospectus, page 9 of the SEPA Prospectus and page 8 of the September Prospectus to read about factors you should consider before investing in shares of our Common Stock and Public Warrants.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

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**The date of this prospectus supplement is November 7, 2024**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or Section 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 1, 2024

**BRAND ENGAGEMENT NETWORK INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-40130**  
(Commission  
File Number)

**98-1574798**  
(I.R.S. Employer  
Identification No.)

145 E. Snow King Ave  
PO Box 1045  
Jackson, WY 83001  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (312) 810-7422

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	BNAI	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share	BNAIW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Resignation of Chief Financial Officer***

On November 1, 2024, Bill Williams, tendered his resignation as Chief Financial Officer of Brand Engagement Network Inc., a Delaware corporation (the “Company”), effective December 1, 2024 or an earlier date in the discretion of the Company. Mr. Williams intends to serve as Chief Financial Officer of the Company through the filing of the Company’s quarterly report on Form 10-Q for the quarter ended September 30, 2024 and then assist in transition to a new Chief Financial Officer.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BRAND ENGAGEMENT NETWORK INC.**

By: /s/ Paul Chang  
Name: Paul Chang  
Title: Chief Executive Officer

Dated: November 7, 2024

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