

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Henderson James Dale Jr</u>  (Last) (First) (Middle) 145 E. SNOW KING AVE - PO BOX 1045  (Street) JACKSON WY 32001  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Brand Engagement Network Inc. [ BNAI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/14/2024	(1)	A		1,402,494 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	1,402,494 <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					
Warrant	\$1	03/14/2023		A		54,020 <sup>(2)</sup>		03/14/2023	05/01/2033	Common Stock	\$0	54,020 <sup>(2)</sup>	D	

**Explanation of Responses:**

1. On September 30, 2021, Brand Engagement Network Inc., a Wyoming corporation and the predecessor company (the "Predecessor") to Brand Engagement Network Inc., a Delaware corporation (the "Company") provided the Reporting Person with an award of 250,000 fully vested stock options pursuant to the Predecessor's 2021 Incentive Stock Option Plan. The Reporting Person exercised these options in full on May 1, 2023 at an exercise price of \$0.10 per share. Pursuant to the Predecessor's business combination with DHC Acquisition Corp., a former Cayman Islands corporation ("DHC"), as reported on Form S-4 filed by DHC with the Securities and Exchange Commission on October 17, 2023 and most recently amended on February 12, 2024 (File No. 333-275058), existing Predecessor common stock was converted into shares of common stock of the Company as the entity surviving the merger. Shares reported herein are shares of the Company on an as-converted basis.

2. On May 1, 2023, the Predecessor issued the Reporting Person a warrant to purchase 200,000 shares of Predecessor common stock. The Reporting Person has not yet converted these warrants. Pursuant to the Predecessor's business combination with DHC, existing Predecessor warrants were assumed by the Company as the entity surviving the merger. Shares reported herein are shares of the Company on an as-converted basis.

**Remarks:**

Corporate Secretary and General Counsel

/s/ James Dale Henderson Jr.      03/14/2024

\*\* 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.