

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Morgan Thomas JR</u> <hr/> (Last) (First) (Middle) <u>145 E. SNOW KING AVE - PO BOX 1045</u> <hr/> (Street) <u>JACKSON WY 83001</u> <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/02/2025		A		40,224 ⁽¹⁾	A	\$0.00	40,224	D	
Common Stock								138,237	I	See Footnotes ⁽²⁾
Common Stock								103,678	I	See Footnotes ⁽³⁾

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					
Warrants	\$11.5							03/14/2024	03/14/2029	Common Stock	117,721	117,721 ⁽⁴⁾	I	See Footnotes ⁽²⁾
Warrants	\$11.5							03/14/2024	03/14/2029	Common Stock	88,291	88,291 ⁽⁴⁾	I	See Footnotes ⁽³⁾

Explanation of Responses:

- Represents 12,153 restricted stock units and 28,071 shares of restricted stock granted to the Reporting Person pursuant to the Brand Engagement Network Inc. Non-Employee Director Compensation Policy.
- Represents shares of common stock, par value \$0.0001, of Brand Engagement Network Inc. (the "Common Stock"), and warrants (the "Warrants") beneficially owned by Pacific Premier Trust, Custodian FBO Thomas Morgan Beneficiary IRA (the "Trust"). The Reporting Person is the beneficiary of the Trust and may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise to beneficially own such shares of Common Stock and Warrants. The Reporting Person disclaims beneficial ownership of the securities, except to the extent of the pecuniary interest of such Reporting Person in such securities.
- Represents shares of Common Stock, and Warrants beneficially owned by Morgan Land LLC. The Reporting Person is a controlling person of Morgan Land LLC and may be deemed for purposes of Section 16 the Exchange Act, or otherwise to beneficially own such shares of Common Stock and Warrants. The Reporting Person disclaims beneficial ownership of the securities, except to the extent of the pecuniary interest of such Reporting Person in such securities.
- Each Warrant is exercisable at an exercise price of \$11.50 per Warrant into one share of Common Stock.

/s/ Thomas Morgan Jr. 01/06/2025
 ** 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.