

OMB APPROVAL	
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ANNUAL 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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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

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>Heppner Brad K</u> (Last) (First) (Middle) 325 N. SAINT PAUL STREET, SUITE 4850 (Street) DALLAS TX 75201 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Beneficient [BENF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 03/31/2023	
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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock ⁽¹⁾	07/15/2023		A4	2,906 ⁽²⁾	A	\$0	216,123 ⁽³⁾⁽⁴⁾⁽⁵⁾	D	
Class A Common Stock	07/15/2023		A4	2,325 ⁽⁶⁾	A	\$0	23,938 ⁽³⁾⁽⁴⁾⁽⁵⁾	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The shares shown have been retroactively adjusted to reflect Beneficient's (the "Issuer") reverse stock split of its outstanding shares of Class A common stock, par value \$0.001 per share ("Class A common stock"), and Class B common stock, par value \$0.001 per share, on a 1-for-80 basis effected on April 18, 2024.
- Includes 2,906 shares of Class A common stock issuable upon the settlement of an award of 2,906 restricted stock units ("RSUs") granted pursuant to Beneficient 2023 Equity Incentive Plan ("2023 Equity Incentive Plan") to Brad K. Heppner (the "Reporting Person") on July 15, 2023. Such award of RSUs to the Reporting Person vested 20% on September 1, 2023, and the remaining 80% in four equal annual installments on September 1st of each subsequent calendar year.
- Includes 17,793 shares of Class A common stock issuable upon the settlement of an award of 14,235 restricted equity units ("REUs") granted to the Reporting Person pursuant to The Beneficient Company Group, L.P. 2018 Equity Incentive Plan ("2018 Equity Incentive Plan"). Such award of REUs to the Reporting Person fully vested on the date of grant, April 25, 2019.
- Includes 235 shares of Class A common stock issuable upon settlement of an award of 188 REUs granted to the Reporting Person pursuant to the 2018 Equity Incentive Plan on April 25, 2019. Such award of REUs to the Reporting Person vested 25% on the date of grant, and the remaining 75% in three equal annual installments on April 25th of each subsequent calendar year.
- Includes 679 Class A Shares issuable upon settlement of an award of 543 REUs granted to the Reporting Person pursuant to the 2018 Equity Incentive Plan on April 1, 2022. Such award of REUs to the Reporting Person shall vest 40% on June 8, 2023, and the remaining 60% in three equal annual installments on April 1st of each subsequent calendar year.
- Includes 2,325 shares of Class A common stock of the Issuer issuable upon the settlement of an award of 2,325 RSUs granted pursuant to 2023 Equity Incentive Plan to the Reporting Person on July 15, 2023. Such award of RSUs to the Reporting Person fully vested on September 1, 2023.

Remarks:

Chief Executive Officer

/s/ David B. Rost Attorney-in-fact for Brad K. Heppner 06/11/2024

** 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.