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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).

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>Ayers James Nicholas</u> _____ (Last) (First) (Middle) <u>C/O PSQ HOLDINGS INC.</u> <u>250 S. AUSTRALIAN AVENUE, SUITE 1300</u> _____ (Street) <u>WEST PALM BEACH FL 33401</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PSQ Holdings, Inc. [PSQH]</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>01/26/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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			
Class A Common Stock, par value \$0.0001 per share	01/31/2024		A		30,000 ⁽¹⁾	A	\$0	2,145,999	D	
Class A Common Stock, par value \$0.0001 per share								30,000 ⁽²⁾	I	by C6 Creative Consulting, Inc.

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					
Restricted Stock Unit	(1)	01/26/2024		A ⁽¹⁾		90,000		(1)	(1)	Class A Common Stock, par value \$0.0001 per share	\$0 ⁽¹⁾	90,000	D	
Restricted Stock Unit	(3)							(3)	(3)	Class A Common Stock, par value \$0.0001 per share		90,000 ⁽²⁾	I	by C6 Creative Consulting, Inc.

Explanation of Responses:

- The restricted stock unit ("RSU") award will vest according to the following vesting schedule: 30,000 RSUs vested on January 31, 2024; 60,000 RSUs will vest on May 3, 2024; and 30,000 RSUs will vest on November 1, 2024. Each RSU represents the contingent right to receive one share of the Issuer's Class A common stock, par value \$0.0001 per share.
- The reported securities are owned directly by C6 Creative Consulting, Inc., a Georgia corporation ("C6"), of which the reporting person is the Managing Partner. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.
- Pursuant to a consulting agreement, dated November 29, 2023, by and between the Issuer and C6, the RSU award will vest according to the following vesting schedule: 30,000 RSUs vested on November 29, 2023; 60,000 RSUs will vest on May 3, 2024; and 30,000 RSUs will vest on November 1, 2024. Each RSU represents the contingent right to receive one share of the Issuer's Class A common stock, par value \$0.0001 per share.

James Nicholas Ayers 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.