

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

**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).

1. Name and Address of Reporting Person* <u>Asset Entities Holdings, LLC</u>  (Last) (First) (Middle) <u>C/O ASSET ENTITIES INC.,</u> <u>100 CRESCENT CT, 7TH FLOOR</u>  (Street) <u>DALLAS TX 75201</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Asset Entities Inc. [ ASST ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2024</u>	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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						Title
Class A Common Stock	(I)	02/22/2024		J <sup>(2)</sup>			122,565	(I)	(I)	Class B Common Stock	122,565	\$0	8,262,711	D	
Class A Common Stock	(I)	02/22/2024		J <sup>(2)</sup>			97,560	(I)	(I)	Class B Common Stock	97,560	\$0	8,165,151	D	
Class A Common Stock	(I)	02/22/2024		J <sup>(2)</sup>			97,560	(I)	(I)	Class B Common Stock	97,560	\$0	8,067,591	D	
Class A Common Stock	(I)	02/22/2024		J <sup>(2)</sup>			97,560	(I)	(I)	Class B Common Stock	97,560	\$0	7,970,031	D	
Class A Common Stock	(I)	02/22/2024		J <sup>(2)</sup>			291,662	(I)	(I)	Class B Common Stock	291,662	\$0	7,678,369	D	
Class A Common Stock	(I)	02/22/2024		J <sup>(2)</sup>			146,340	(I)	(I)	Class B Common Stock	146,340	\$0	7,532,029	D	

**Explanation of Responses:**

- The Class A Common Stock is convertible into the issuer's Class B Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares and has no expiration date.
- Pro rata distribution to direct and indirect owners of the reporting person, and upon distribution the shares of Class A Common Stock converted to shares of Class B Common Stock.

/s/ Matthew Krueger, Attorney-In-Fact 02/22/2024

\*\* 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.**