

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

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

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|--|--|--|
| 1. Name and Address of Reporting Person* <u>Krueger Matthew</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) <input checked="" type="checkbox"/> Other (specify below) <u>CFO, Treasurer and Secretary</u> |
| | 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 | Amount or Number of Shares | | | | |
| Class A Common Stock | (1) | 02/22/2024 | | J ⁽²⁾ | | | 122,565 | (1) | (1) | Class B Common Stock | 122,565 | \$0 | 8,262,711 | I | By Asset Entities Holdings, LLC ⁽³⁾ |
| Class A Common Stock | (1) | 02/22/2024 | | J ⁽²⁾ | | | 97,560 | (1) | (1) | Class B Common Stock | 97,560 | \$0 | 8,165,151 | I | By Asset Entities Holdings, LLC ⁽³⁾ |
| Class A Common Stock | (1) | 02/22/2024 | | J ⁽²⁾ | | | 97,560 | (1) | (1) | Class B Common Stock | 97,560 | \$0 | 8,067,591 | I | By Asset Entities Holdings, LLC ⁽³⁾ |
| Class A Common Stock | (1) | 02/22/2024 | | J ⁽²⁾ | | | 97,560 | (1) | (1) | Class B Common Stock | 97,560 | \$0 | 7,970,031 | I | By Asset Entities Holdings, LLC ⁽³⁾ |
| Class A Common Stock | (1) | 02/22/2024 | | J ⁽²⁾ | | | 291,662 | (1) | (1) | Class B Common Stock | 291,662 | \$0 | 7,678,369 | I | By Asset Entities Holdings, LLC ⁽³⁾ |
| Class A Common Stock | (1) | 02/22/2024 | | J ⁽²⁾ | | | 146,340 | (1) | (1) | Class B Common Stock | 146,340 | \$0 | 7,532,029 | I | By Asset Entities Holdings, LLC ⁽³⁾ |

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 Asset Entities Holdings, LLC ("AEH") other than the reporting person, and upon distribution the shares of Class A Common Stock converted to shares of Class B Common Stock.
- Shares held of record by AEH. The reporting person disclaims beneficial ownership of the shares except to the extent of such person's pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

/s/ Matthew Krueger 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.