

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>Dunlop Derek</u>			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>Chief Experience Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O ASSET ENTITIES INC., 100 CRESCENT CT, 7TH FLOOR			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.		
(Street)	(City)	(State)	(Zip)					
DALLAS	TX		75201					

**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			
Class B Common Stock	02/22/2024		J <sup>(1)</sup>		122,565	A	\$0	348,065	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Common Stock	(2)	02/22/2024		J <sup>(1)</sup>			122,565	(2)	(2)	Class B Common Stock	122,565	\$0	8,262,711	I	By Asset Entities Holdings, LLC <sup>(4)</sup>
Class A Common Stock	(2)	02/22/2024		J <sup>(3)</sup>			97,560	(2)	(2)	Class B Common Stock	97,560	\$0	8,165,151	I	By Asset Entities Holdings, LLC <sup>(4)</sup>
Class A Common Stock	(2)	02/22/2024		J <sup>(3)</sup>			97,560	(2)	(2)	Class B Common Stock	97,560	\$0	8,067,591	I	By Asset Entities Holdings, LLC <sup>(4)</sup>
Class A Common Stock	(2)	02/22/2024		J <sup>(3)</sup>			97,560	(2)	(2)	Class B Common Stock	97,560	\$0	7,970,031	I	By Asset Entities Holdings, LLC <sup>(4)</sup>
Class A Common Stock	(2)	02/22/2024		J <sup>(3)</sup>			291,662	(2)	(2)	Class B Common Stock	291,662	\$0	7,678,369	I	By Asset Entities Holdings, LLC <sup>(4)</sup>
Class A Common Stock	(2)	02/22/2024		J <sup>(3)</sup>			146,340	(2)	(2)	Class B Common Stock	146,340	\$0	7,532,029	I	By Asset Entities Holdings, LLC <sup>(4)</sup>
Class A Common Stock	(2)	02/22/2024		J <sup>(5)</sup>			7,678,369	(2)	(2)	Class B Common Stock	7,532,029	\$0	0	I	By Asset Entities Holdings, LLC <sup>(4)</sup>

**Explanation of Responses:**

- Pro rata distribution from Asset Entities Holdings, LLC ("AEH"), of which the reporting person was an indirect owner prior to the transactions reported herein.
- 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 from AEH to direct or indirect owners of 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 was an indirect owner of AEH prior to the transactions reported herein.
- Following the transactions reported herein, the reporting person was no longer deemed to beneficially own any shares of the issuer that were held of record by AEH.

/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.