

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Heritage Distilling Holding Company, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

42727R104

(CUSIP Number)

07/28/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 42727R104

1	Names of Reporting Persons C/M Capital Master Fund, LP
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 2,217,872.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,217,872.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,217,872.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.2 %	
12	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13G

CUSIP No.	42727R104
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1	Names of Reporting Persons C/M Capital Partners, LP	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 2,217,872.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,217,872.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,217,872.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	

11	Percent of class represented by amount in row (9) 9.2 %
12	Type of Reporting Person (See Instructions) PN

SCHEDULE 13G

CUSIP No.	42727R104
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1	Names of Reporting Persons Thomas Walsh	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 2,217,872.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,217,872.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,217,872.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.2 %	
12	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13G

CUSIP No.	42727R104
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1	Names of Reporting Persons Jonathan Juchno
2	Check the appropriate box if a member of a Group (see instructions)

	<input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization UNITED STATES
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power 0.00
	6 Shared Voting Power 2,217,872.00
	7 Sole Dispositive Power 0.00
	8 Shared Dispositive Power 2,217,872.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,217,872.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 9.2 %
12	Type of Reporting Person (See Instructions) IN

SCHEDULE 13G

Item 1.

- (a) **Name of issuer:**
Heritage Distilling Holding Company, Inc.
- (b) **Address of issuer's principal executive offices:**
9668 Bujacich Road, Gig Harbor, WA 98332

Item 2.

- (a) **Name of person filing:**
This statement is filed by:
- (I) C/M Capital Master Fund, LP, a Delaware limited partnership ("C/M Master Fund");
 - (II) C/M Capital Partners, LP, a Delaware limited partnership ("C/M Capital Partners");
 - (III) Thomas Walsh ("Mr. Walsh"); and
 - (iv) Jonathan Juchno ("Mr. Juchno").

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The shares of common stock, par value \$0.0001 per share (the "Common Stock") of Heritage Distilling Holding Company, Inc. (the "Issuer") reported herein are held by C/M Master Fund. C/M Capital Partners is the investment manager to C/M Master Fund. Messrs. Walsh and Juchno are the managing members of the general partner of C/M Capital Partners. Messrs. Walsh and Juchno disclaim beneficial ownership of any shares of Common Stock held by C/M Master Fund.

- (b) **Address or principal business office or, if none, residence:**
The address of the business office of each of the Reporting Persons is 1111 Brickell Ave, Suite 2920, Miami, FL 33131.
- (c) **Citizenship:**

Each of C/M Master Fund and C/M Capital Partners is a limited partnership organized under the laws of the State of Delaware. Each of Messrs. Walsh and Juchno is a citizen of the United States.

(d) **Title of class of securities:**
Common Stock, par value \$0.0001 per share

(e) **CUSIP No.:**
42727R104

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. **Ownership**

(a) **Amount beneficially owned:**

The information required by Item 4(a) is set forth in Row 9 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

The percentages set forth in this Schedule 13G are calculated based upon an aggregate of 24,151,724 shares of Common Stock outstanding, which is the sum of (i) 19,923,495 shares of Common Stock outstanding as of July 29, 2025, as disclosed by the Issuer to the Reporting Persons and (ii) 4,228,229 shares of Common Stock issued to the C/M Master Fund pursuant to the Issuer's Prospectus filed pursuant to Rule 424(b)(3) with the Securities and Exchange Commission on June 23, 2025.

(b) **Percent of class:**

9.2% %

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote:**

The information required by Item 4(c)(i) is set forth in Row 5 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

(ii) **Shared power to vote or to direct the vote:**

The information required by Item 4(c)(ii) is set forth in Row 6 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

(iii) **Sole power to dispose or to direct the disposition of:**

The information required by Item 4(c)(iii) is set forth in Row 7 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

(iv) **Shared power to dispose or to direct the disposition of:**

The information required by Item 4(c)(iv) is set forth in Row 8 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

C/M Capital Master Fund, LP

Signature: /s/ Thomas Walsh

Name/Title: By: C/M Global GP, LLC, General Partner, By: Thomas Walsh, Manager

Date: 07/31/2025

C/M Capital Partners, LP

Signature: /s/ Thomas Walsh

Name/Title: Thomas Walsh, Partner

Date: 07/31/2025

Thomas Walsh

Signature: /s/ Thomas Walsh

Name/Title: Thomas Walsh, Individually

Date: 07/31/2025

Jonathan Juchno

Signature: /s/ Jonathan Juchno

Name/Title: Jonathan Juchno, Individually

Date: 07/31/2025

Exhibit Information

Exhibit 99.1: Joint Filing Agreement

EXHIBIT 99.1

**JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: July 31, 2025

C/M Capital Master Fund, LP

By: C/M Global GP, LLC, its General Partner

By: /s/ Thomas Walsh

Name: Thomas Walsh

Title: Manager

C/M Capital Partners, LP

By: /s/ Thomas Walsh

Name: Thomas Walsh

Title: Partner

/s/ Thomas Walsh

Thomas Walsh

/s/ Jonathan Juchno

Jonathan Juchno