

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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>Stiefel Jennifer D H</u>  (Last) (First) (Middle) C/O HERITAGE DISTILLING HOLDING COMPANY 9668 BUJACICH ROAD  (Street) GIG HARBOR WA 98332  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Heritage Distilling Holding Company, Inc. [CASK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	02/07/2025		P		2,450	A	\$1.23	67,294	D <sup>(1)</sup>	
Common Stock	02/07/2025		P		2,916	A	\$1.2	43,615	I	By Spouse <sup>(2)</sup>

**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				
Warrants to Purchase Shares of Common Stock	\$8							(3)	11/25/2026	Common Stock	75,688		75,688	D	
Warrants to Purchase Shares of Common Stock	\$12							(3)	05/25/2027	Common Stock	151,376		151,376	D	
Warrants to Purchase Shares of Common Stock	\$20							(3)	11/25/2029	Common Stock	189,220		189,220	D	
Warrants to Purchase Shares of Common Stock	\$8							(3)	11/25/2026	Common Stock	27,398		27,398	I	By Spouse <sup>(2)</sup>
Warrants to Purchase Shares of Common Stock	\$12							(3)	05/25/2027	Common Stock	54,796		54,796	I	By Spouse <sup>(2)</sup>
Warrants to Purchase Shares of Common Stock	\$20							(3)	11/25/2029	Common Stock	68,495		68,495	I	By Spouse <sup>(2)</sup>

**Explanation of Responses:**

- Includes 2,710 shares beneficially owned through American Estate and Trust, LC FBO Jennifer Stiefel IRA account
- These securities are held by Justin B. Stiefel, the spouse of the reporting person. For purposes of Section 16 of the Exchange Act, the reporting person disclaims beneficial ownership of any such securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- The initial exercise date of the warrant begins at any time on or after the date on which the volume-weighted average market trading price of the common stock of the Issuer equals or exceeds the exercise price over any period of ten (10) consecutive trading days.

**Remarks:**

The reporting person's Form 3 omitted 416,284 warrants to purchase common stock held directly by the reporting person and 150,689 warrants to purchase common stock held indirectly by the reporting person's spouse due to an administrative error. This Form 4 has been updated to correct this error.

/s/ Justin B. Stiefel, attorney-in-fact for Jennifer D.H. Stiefel

02/07/2025

\*\* 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.