

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ 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

☐ 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>Swann Matthew J</u> (Last) (First) (Middle) <u>C/O HERITAGE DISTILLING HOLDING COMPANY</u> <u>9668 BUJACICH ROAD</u> (Street) <u>GIG HARBOR WA 98332</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Heritage Distilling Holding Company, Inc. [CASK]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/27/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	08/15/2025		J ⁽¹⁾		13,315	A	\$0 ⁽¹⁾	119,065	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				
Series B Convertible Preferred Stock	\$0.5	06/27/2025		P ⁽²⁾		10,000		12/24/2025	06/27/2028	Common Stock	264,000	\$10	10,000	D	
Series B Convertible Preferred Stock	\$0.5	08/15/2025		J ⁽¹⁾			10,000	12/24/2025	06/27/2028	Common Stock	13,315	\$0 ⁽¹⁾	0	D	
Pre-Funded Warrant to Purchase Common Stock	\$0.01	08/15/2025		J ⁽¹⁾		133,155		(3)	08/08/2030	Common Stock	133,155	\$0 ⁽¹⁾	133,155	D	
Pre-Funded Warrant to Purchase Common Stock	\$0.01	08/15/2025		J ⁽¹⁾		119,839		(4)	08/08/2030	Common Stock	119,839	\$0 ⁽¹⁾	119,839	D	

Explanation of Responses:

1. On August 15, 2025, the reporting person exchanged 10,000 shares of Series B Convertible Preferred Stock for (i) 13,315 shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Heritage Distilling Holding Company, Inc. and (ii) pre-funded warrants to purchase an aggregate of 252,994 shares of Common Stock pursuant to an exchange agreement.
2. The reporting person acquired shares of Series B Convertible Preferred Stock on June 27, 2025, which were inadvertently omitted from the reporting person's prior filings. This Form 4 corrects the prior omission by reporting such acquisition.
3. The pre-funded warrant reported herein will become exercisable on the earlier of (i) three months after the date of issuance of such warrant or (ii) the first trading day after the date of issuance of such warrant on which the closing price of the Common Stock equals or exceeds \$1.50 per share.
4. The pre-funded warrant reported herein will become exercisable on the earlier of (i) six months after the date of issuance of such warrant or (ii) the first trading day after the date of issuance of such warrant on which the closing price of the Common Stock equals or exceeds \$2.00 per share.

Remarks:

/s/ Justin B. Stiefel, attorney-in-
fact for Matthew J. Swann 08/19/2025

** 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.