

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person * <u>Stiefel Justin B</u> <hr/> (Last) (First) (Middle) 9668 BUJACICH ROAD <hr/> (Street) GIG HARBOR WA 98332 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/12/2024	3. Issuer Name and Ticker or Trading Symbol <u>Heritage Distilling Holding Company, Inc. [CASK]</u>	
		4. 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) <p style="text-align: center;">CEO and Treasurer</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,699 ⁽¹⁾	D	
Common Stock	37,844	I	By spouse ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(3)	(3)	Common Stock	42,000	(4)	D	
Restricted Stock Units	(3)	(3)	Common Stock	42,000	(4)	I	By spouse ⁽²⁾
Warrants to Purchase Shares of Common Stock	(5)	(5)	Common Stock	27,000	(5)	D	
Warrants to Purchase Shares of Common Stock	(5)	(5)	Common Stock	27,000	(5)	I	By spouse ⁽²⁾

Explanation of Responses:

- Includes 1,737 shares beneficially owned through American Estate and Trust, LC FBO Justin Stiefel IRA account
- These securities are held by Jennifer D.H. 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 his 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 restricted stock units ("RSUs") were granted on June 5, 2024. The holder of the RSUs has met the time and service-based requirement and the RSUs shall become fully vested upon the expiration of the lock-up agreement, executed by such holder, which is 180 days following the date of the underwriting agreement between Issuer and Newbridge Securities Corporation, acting as representative to several underwriters.
- Each RSU represents a contingent right to receive one share of Issuer's common stock.
- The warrants reported herein (the "Warrants") were granted to the holder by the Issuer on March 31, 2012, and are exercisable until March 31, 2027. Such Warrants are subject to the contribution agreement by and among the Issuer and the Warrant holders, pursuant to which, upon the Issuer's completion of an initial public offering on a national stock exchange (an "IPO"), the Issuer will grant shares of common stock to the Warrant holders in an amount equal to the number of shares of common stock that such Warrant holders would have received if they had exercised the Warrants prior to the consummation of the IPO.

Remarks:

Exhibit 24.1

/s/ Justin B. Stiefel

11/18/2024

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Jennifer Stiefel and Michael Carrosino, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or a director of Heritage Distilling Holding Company, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, Form 144 (including any amendments thereto) in accordance with Rule 144 of the Securities Act of 1933, as amended, Form ID, Uniform Application for Access Codes to File on Edgar (including any amendments thereto), and Passphrase Update;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, 5, 144, Form ID, or Passphrase Update and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority;
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion; and
- (4) seek or obtain, as the undersigned's attorney-in-fact and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4, 5 or 144 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof, and the authority of the attorneys-in-fact named in any such prior powers of attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 or 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 31, 2024.

By: /s/ Justin B. Stiefel

Name: Justin B. Stiefel