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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 Justin B</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) CEO & Treasurer
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2025	
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	05/22/2025		M		240,306	A	\$0.53	283,921 <sup>(1)</sup>	D	
Common Stock	05/22/2025		M		42,000	A	\$0.53	325,921 <sup>(1)</sup>	D	
Common Stock	05/22/2025		M		220,989	A	\$0.53	288,283	I	By spouse <sup>(2)</sup>
Common Stock	05/24/2025		M		42,000	A	\$0.54	330,283	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				
Restricted Stock Units	(3)	05/22/2025		A		193,268		(4)	(4)	Common Stock	193,268	\$0	193,268	D	
Restricted Stock Units	(3)	05/22/2025		A		47,038		(5)	(5)	Common Stock	47,038	\$0	240,306	D	
Restricted Stock Units	(3)	05/22/2025		M			240,306	(4)	(4)	Common Stock	240,306	\$0	0	D	
Restricted Stock Units	(3)	05/24/2025		M			42,000	(6)	(6)	Common Stock	42,000	\$0	0	D	
Restricted Stock Units	(3)	05/24/2025		M			42,000	(6)	(6)	Common Stock	42,000	\$0	0	I	By Spouse <sup>(2)</sup>
Restricted Stock Units	(3)	05/22/2025		A		47,913		(5)	(5)	Common Stock	47,913	\$0	47,913	I	By spouse
Restricted Stock Units	(3)	05/22/2025		A		173,076		(4)	(4)	Common Stock	173,076	\$0	220,989	I	By spouse
Restricted Stock Units	(3)	05/22/2025		M			220,989	(4)	(4)	Common Stock	220,989	\$0	0	I	By spouse

**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 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.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the issuer's common stock.
- The RSUs vested in full immediately upon grant on May 22, 2025.
- The reporting person was awarded the RSUs on November 25, 2024, subject to approval by the issuer's board of directors. The RSUs were formally granted on May 22, 2025, following such board approval.
- The RSUs were granted on June 5, 2024 subject to a vesting condition tied to the expiration of a lock-up agreement. The RSUs vested and settled on May 24, 2025 upon the lock-up's expiration.

**Remarks:**

/s/ Justin B. Stiefel

05/27/2025

\*\* Signature of Reporting Person

Date

\* 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.**