

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

1. Name and Address of Reporting Person * <u>Banyan Acquisition Sponsor LLC</u>  (Last) (First) (Middle) C/O BANYAN ACQUISITION CORPORATION 400 SKOKIE BLVD, SUITE 820  (Street) NORTHBROOK IL 60062  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Banyan Acquisition Corp [ BYN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Director By Deputization</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2023	
	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			
Class A Common Stock	04/21/2023		C		2,000,000	A	\$0 <sup>(1)</sup>	2,000,000	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
Class B Common Stock	\$0	04/21/2023		A		7,095,375		(2)	(2)	Class A Common Stock	7,095,375	\$0.00	7,095,375	D	
Class B Common Stock	\$0	04/21/2023		C		2,000,000		(2)	(2)	Class A Common Stock	2,000,000	\$0.00 <sup>(1)</sup>	5,095,375	D	

## Explanation of Responses:

1. In accordance with the amended and restated certificate of incorporation of Banyan Acquisition Corporation ("Banyan"), as amended, the Reporting Person elected to convert 2,000,000 shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis for no consideration.

2. Pursuant to the amendment to the amended and restated certificate of incorporation of Banyan that became effective on April 21, 2023, the shares of Class B Common Stock held by the Reporting Person became convertible into shares of Class A Common Stock at any time at the Reporting Person's election on a one-for-one basis. The shares of Class B Common Stock also automatically convert into shares of Class A Common Stock at the time of the closing of Banyan's initial business combination on a one-for-one basis and have no expiration date.

## Remarks:

Keith Jaffee and Jerry Hyman, the two managers of the Reporting Person, are directors of Banyan.

By: /s/ Jerry Hyman, Manager of Banyan Acquisition Sponsor LLC 04/25/2023

\*\* 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.