

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).

1. Name and Address of Reporting Person * <u>Jaffee Keith</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 <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
	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	I	Through Banyan Acquisition Sponsor LLC <sup>(3)</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				
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	I	Through Banyan Acquisition Sponsor LLC <sup>(3)</sup>
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	I	Through Banyan Acquisition Sponsor LLC <sup>(3)</sup>

**Explanation of Responses:**

- In accordance with the amended and restated certificate of incorporation of Banyan Acquisition Corporation ("Banyan"), as amended, Banyan Acquisition Sponsor LLC ("Sponsor") 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.
- 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 Sponsor became convertible into shares of Class A Common Stock at any time at the Sponsor'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.
- Sponsor is the record holder of the securities reported herein. Jerry Hyman and Keith Jaffee are the sole members of the board of managers of the Sponsor. As a result, Mr. Hyman and Mr. Jaffee may be deemed to share beneficial ownership of the shares held by the Sponsor. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his indirect pecuniary interest therein.

By: /s/ Keith Jaffee 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.