

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>Yakira Capital Management, Inc.</u>			2. Issuer Name and Ticker or Trading Symbol <u>HWH International Inc. [ACAX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2024</u>			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		
1555 POST ROAD EAST, SUITE 202			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WESTPORT CT 06880</u>								
(City) (State) (Zip)								

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	01/09/2024		J ⁽¹⁾		279,308	D	\$10.66	0	I	See Footnote ⁽²⁾

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					

Explanation of Responses:

1. The Class A Common Stock were disposed of as a result of Yakira Capital Management, Inc., a Delaware corporation (the "Reporting Person"), exercising its right to redeem such shares upon consummation of the business combination.
2. Reporting Person serves as investment advisors to each of (i) Yakira Partners, L.P., a Delaware limited partnership ("Yakira Partners"), (ii) Yakira Enhanced Offshore Fund Ltd., a Cayman Islands exempted company ("Yakira Offshore") and (iii) MAP 136 Segregated Portfolio, a Cayman Islands exempted company ("MAP 136") and has sole voting and investment discretion with respects to the securities reported herein which are held by Yakira Partners, Yakira Offshore and MAP 136. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Reporting Person is the beneficial owner of the securities reported herein for the purpose of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose, except to the extent of Reporting Person's pecuniary interest therein.

Remarks:

The Reporting Person ceased to be a 10% owner effective January 9, 2024. As a result, the Reporting Person is no longer subject to Section 16 in connection with its transactions in the equity securities of the Issuer and therefore will no longer report any such transactions on Form 4 or Form 5.

/s/ Nicholas Sabatini, CFO & CCO 01/10/2024

** 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 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.