

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Ferrari Richard</u> _____ (Last) (First) (Middle) <u>2118 WALSH AVE, SUITE 210</u> _____ (Street) <u>SANTA CLARA CA 95050</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HeartBeam, Inc. [BEAT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2024</u>	
	4. 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 Form filed by More than One Reporting Person

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	06/12/2024		A		44,247	A	\$0	149,724	D ⁽¹⁾	
Common Stock								65,653	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					
Common Stock (right to buy)	\$0.28							(3)	05/12/2030	Common Stock		27,272	D	
Common Stock (right to buy)	\$2.5							(4)	06/15/2031	Common Stock		181,818	D	

Explanation of Responses:

- These securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of Common Stock of the Issuer. 100% of the RSUs shall vest on the earlier of June 12, 2025 or the date of the Issuer's 2025 annual meeting of stockholders, subject to the Reporting Person continuing to be an Outside Director (as defined in the Issuer's 2022 Equity Incentive Plan) through the applicable vesting date.
- These shares are held by the Ferrari Living Trust, of which the Reporting Person is the trustee.
- Five forty-eighth of the shares vested on date of grant, May 12, 2020, one forty-eighth of the shares subject to the option vested June 12, 2020 and each one-month anniversary thereafter, subject to the Reporting Person continuing as a service provider through each such date.
- One forty-eighth of the shares subject to the option vest on June 15, 2021, and each one-month anniversary thereafter, subject to the Reporting Person continuing as a service provider through each such date.

Remarks:

/s/ Richard Ferrari 06/19/2024
 ** 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.