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**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>Elfrink Willem</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>07/13/2023</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 <input type="checkbox"/> 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	07/13/2023		A		23,961 <sup>(1)</sup>	A	\$0	284,797 <sup>(2)</sup>	D	
Common Stock								106,825	I	See Footnote <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					

**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 July 13, 2024 or the date of the Issuer's 2024 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.
- The number of shares owned by this Reporting Person have been adjusted to correct cumulative errors in prior beneficial ownership reports. These errors stem from: (1) Form 3 filed on November 12, 2021 which should have reported beneficial ownership of 101,818 shares of common stock directly owned; (2) Form 4 filed on November 15, 2021 which incorrectly added direct ownership and indirect ownership, and (3) Form 4 filed on February 13, 2023, which incorrectly disclosed the disposition of 125,351 of 164,610 shares held by WPE Ventures Partnership. These shares were held by WPE Ventures Partnership, of which the Reporting Person was the managing partner. The remaining 39,259 shares held by WPE Ventures Partnership, of which the Reporting Person was the managing partner, was transferred to Mr. Willem Elfrink directly.
- These shares are held by the Elfrink Living Trust, of which the Reporting Person is the trustee.

/s/ Willem Elfrink

07/18/2023

\*\* 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.