

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>CFAC Holdings VIII, LLC.</u>  (Last) (First) (Middle) <u>110 EAST 59TH STREET</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XBP Europe Holdings, Inc. [ XBP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/29/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 <sup>(1)</sup>	11/29/2023		J <sup>(2)</sup>		494,600 <sup>(2)</sup>	A	\$0	6,032,100	D <sup>(8)</sup>	
Common stock <sup>(1)</sup>	11/29/2023		A <sup>(3)</sup>		1,250,000 <sup>(3)</sup>	A	<sup>(3)</sup>	7,282,100	D <sup>(8)</sup>	
Common stock <sup>(1)</sup>	11/29/2023		A <sup>(4)</sup>		1,020,480 <sup>(4)</sup>	A	\$10	8,302,580	D <sup>(8)</sup>	
Common stock	11/29/2023		D <sup>(5)</sup>		1,600,000 <sup>(5)</sup>	D	\$9.99 <sup>(5)</sup>	6,702,580	D <sup>(8)</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	<sup>(6)</sup>	11/29/2023		D			733,400	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	733,400	\$0.00	629,600	D <sup>(8)</sup>	
Class B common stock	<sup>(6)</sup>	11/29/2023		D			494,600	<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	494,600	\$0.00	135,000	D <sup>(8)</sup>	
Warrants	\$11.5	11/29/2023		J <sup>(3)</sup>		250,000		12/29/2023	12/29/2028	Common Stock	250,000	\$0.08	385,000	D <sup>(8)</sup>	

1. Name and Address of Reporting Person\*  
CFAC Holdings VIII, LLC.  
  
 (Last) (First) (Middle)  
110 EAST 59TH STREET  
  
 (Street)  
NEW YORK NY 10022  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CANTOR FITZGERALD, L. P.  
  
 (Last) (First) (Middle)  
110 EAST 59TH STREET  
  
 (Street)  
NEW YORK NY 10022  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CF GROUP MANAGEMENT INC  
  
 (Last) (First) (Middle)  
110 EAST 59TH STREET

(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>LUTNICK HOWARD W</u>		
(Last) (First) (Middle)		
110 EAST 59TH STREET		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

**Explanation of Responses:**

- On November 29, 2023, the issuer consummated its initial business combination with XBP Europe, Inc. (the "Business Combination"). Upon closing of the Business Combination, shares of Class A common stock were designated as shares of common stock.
- As described in the issuer's registration statement on Form S-1 (File No. 333-253308) under the heading "Description of Securities--Founder Shares", upon consummation of Business Combination and waiver of the Sponsor's anti-dilution rights in connection with the conversion, the shares of Class B common stock converted into shares of Class A common stock on a one-for-one basis.
- Pursuant to that certain Forward Purchase Contract, dated March 11, 2021, by and between the issuer and the Sponsor, the Sponsor acquired an aggregate of 1,250,000 shares of Class A common stock and 250,000 warrants, each warrant entitling the holder thereof to purchase one share of Class A common stock for \$11.50 per share, for a total purchase price of \$10,000,000.
- In connection with the closing of the Business Combination, these shares were issued to the Sponsor in consideration for the repayment of certain amounts owed by the issuer to the Sponsor, at a price of \$10.00 per share.
- Upon closing of the Business Combination, the Sponsor distributed these shares to Cantor Fitzgerald, L.P. ("Cantor"), its sole member, and Cantor further distributed these shares to certain of its partners who are not affiliates of the issuer. Such partners of Cantor acquired these shares for an average price of \$9.99 per share.
- As described in the issuer's registration statement on Form S-1 (File No. 333-253308) under the heading "Description of Securities--Founder Shares", the shares of Class B common stock automatically convert into shares of Class A common stock at the time of the issuer's initial business combination on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and certain anti-dilution rights.
- In connection with the closing of Business Combination, the Sponsor forfeited 733,400 shares of Class B common stock.
- The Sponsor is the record holder of the shares reported herein. Cantor is the sole member of the Sponsor. CF Group Management, Inc. ("CFGM") is the managing general partner of Cantor. Mr. Lutnick is the Chairman and Chief Executive Officer of CFGM and is the trustee of CFGM's sole stockholder. As such, each of Cantor, CFGM and Mr. Lutnick may be deemed to have beneficial ownership of the securities directly held by the Sponsor. Each such entity or person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest they may have therein, directly or indirectly.

<u>/s/ Howard Lutnick</u>	<u>12/01/2023</u>
<u>/s/ Howard Lutnick, as Chief Executive Officer of CFAC Holdings VIII, LLC</u>	<u>12/01/2023</u>
<u>/s/ Howard Lutnick, as Chief Executive Officer of Cantor Fitzgerald, L.P.</u>	<u>12/01/2023</u>
<u>/s/ Howard Lutnick, as Chief Executive Officer of CF Group Management Inc.</u>	<u>12/01/2023</u>
** 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.

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