

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>CFAC Holdings VIII, LLC.</u>  (Last) (First) (Middle) 110 EAST 59TH STREET  (Street) NEW YORK NY 10022  (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) 12/14/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
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>	12/14/2023		S		23,159	D	\$10.6 <sup>(3)</sup>	6,679,421	D <sup>(2)</sup>	
Common stock <sup>(1)</sup>	12/14/2023		S		40,847	D	\$11.2 <sup>(4)</sup>	6,638,574	D <sup>(2)</sup>	
Common stock <sup>(1)</sup>	12/14/2023		S		36,670	D	\$12.21 <sup>(5)</sup>	6,601,904	D <sup>(2)</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		Date Exercisable	Expiration Date					

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 \*

LUTNICK HOWARD W

(Last)

(First)

(Middle)

110 EAST 59TH STREET

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The shares of common stock sold hereunder were acquired by CFAC Holdings VIII, LLC ("CFAC") pursuant to an authorization by the issuer's Audit Committee and Board of Directors pursuant to Rule 16b-3(d) of the Exchange Act.
2. CFAC is the record holder of the shares reported herein. Cantor Fitzgerald, L.P. ("Cantor") is the sole member of CFAC. 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 CFAC. 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.
3. The price reported represents the weighted average price of such securities sold. These shares were sold in multiple transactions at prices ranging from \$10.00 to \$10.97, inclusive. CFAC undertakes to provide, upon request by the Securities and Exchange Commission staff, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
4. The price reported represents the weighted average price of such securities sold. These shares were sold in multiple transactions at prices ranging from \$11.00 to \$11.90, inclusive. CFAC undertakes to provide, upon request by the Securities and Exchange Commission staff, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
5. The price reported represents the weighted average price of such securities sold. These shares were sold in multiple transactions at prices ranging from \$12.00 to \$12.94, inclusive. CFAC undertakes to provide, upon request by the Securities and Exchange Commission staff, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

/s/ Howard Lutnick 12/18/2023

/s/ Howard Lutnick, as Chief  
Executive Officer of CFAC 12/18/2023  
Holdings VIII, LLC

/s/ Howard Lutnick, as Chief  
Executive Officer of Cantor 12/18/2023  
Fitzgerald, L.P.

/s/ Howard Lutnick, as Chief  
Executive Officer of CF 12/18/2023  
Group Management Inc.

\*\* 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.