
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

SpringBig Holdings, Inc.

(Name of Issuer)

Common stock, par value \$0.0001 per share
(Title of Class of Securities)

85021Q 108
(CUSIP Number)

Jeffrey Harris
621 NW 53rd Street, Ste. 260
Boca Raton, Florida, 33487
Tel: (800) 772-9172

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 28, 2023
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 85021Q 108

1	NAMES OF REPORTING PERSONS Jeffrey Harris(1)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> Not applicable	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,217,637
	8	SHARED VOTING POWER 4,743,120
	9	SOLE DISPOSITIVE POWER 1,217,637
	10	SHARED DISPOSITIVE POWER 4,743,120
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,960,757	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.7%(2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

(1) This Schedule 13D is filed by Jeffrey Harris (“Mr. Harris”) and Medici Holdings V, Inc. (“Medici Holdings,” and together with Mr. Harris, the “Reporting Persons” and each, a “Reporting Person”). Medici Holdings is an estate planning vehicle through which Mr. Harris shares ownership with family members of Mr. Harris and for which Mr. Harris may be deemed to have investment discretion and voting power.

(2) Percentage ownership calculation is based on a denominator that is the sum of (i) 40,001,855 shares of Common Stock outstanding as of May 31, 2023, as reported in the Prospectus of the Issuer, dated May 26, 2023, filed on May 31, 2023 (the “Prospectus”), after giving effect to the closing of the registered equity offering related thereto, (ii) 223,769 shares of Common Stock issued on June 16, 2023 upon the exercise of options by Mr. Harris, and (iii) 265,365 shares of Common Stock issuable upon the exercise of options by Mr. Harris.

1	NAMES OF REPORTING PERSONS Medici Holdings V, Inc.(1)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/> Not applicable	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Florida, United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,743,120
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 4,743,120
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,743,120	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.8%(2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) This Schedule 13D is filed by Mr. Harris and Medici Holdings. Medici Holdings is an estate planning vehicle through which Mr. Harris shares ownership with family members of Mr. Harris and for which Mr. Harris may be deemed to have investment discretion and voting power.

(2) Percentage ownership calculation is based on a denominator that is the sum of (i) 40,001,855 shares of Common Stock outstanding as of May 31, 2023, as reported in the Prospectus after giving effect to the closing of the registered equity offering related thereto and (ii) 223,769 shares of Common Stock issued on June 16, 2023 upon the exercise of options by Mr. Harris.

This Amendment No. 2 (the “Amendment”) amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission (the “SEC”) on June 24, 2022, as amended by Amendment No. 1 to the Schedule 13D filed with the SEC on June 7, 2023 (the “Original Schedule 13D” and, as amended and supplemented by this Amendment, the “Schedule 13D”) related to the Common Stock. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended to add the following text:

On June 16, 2023, Mr. Harris purchased 223,769 shares of Common Stock upon the exercise of vested options at an exercise price of \$0.52 per share in cash paid from personal funds.

Item 4. Purpose of Transaction

Item 4 to Schedule 13D is amended to add the following text:

On June 28, 2023, the Issuer granted Mr. Harris 820,000 restricted stock units that will be settled in Common Stock upon vesting, which will occur one-third per year beginning on the first anniversary of the date of grant.

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates Item 5 of the Original Schedule 13D in its entirety as set forth below:

(a) – (b) As of the date hereof, Mr. Harris beneficially owns 5,960,757 shares of Common Stock, which represents approximately 14.7% of the Common Stock issued and outstanding. This beneficial ownership consists of (a) 952,272 shares of Common Stock owned outright, (b) 4,743,120 shares held by Medici Holdings, and (c) 265,365 shares of Common Stock underlying fully vested stock options. With respect to Mr. Harris, the ownership percentage reported is based on a denominator that is the sum of (i) 40,001,855 shares of Common Stock outstanding as of May 31, 2023, as reported in the Prospectus after giving effect to the closing of the registered equity offering related thereto, (ii) 223,769 shares of Common Stock issued on June 16, 2023 upon the exercise of options by Mr. Harris and (iii) 265,365 shares of Common Stock issuable upon the exercise of options by Mr. Harris.

As of the date hereof, Medici Holdings beneficially owns 4,743,120 shares of Common Stock, which represents approximately 11.8% of the Common Stock issued and outstanding, based on a denominator that is the sum of (i) 40,001,855 shares of Common Stock outstanding as of May 31, 2023, as reported in the Prospectus after giving effect to the closing of the registered equity offering related thereto and (ii) 223,769 shares of Common Stock issued on June 16, 2023 upon the exercise of options by Mr. Harris.

(c) Other than as disclosed in this Amendment, each Reporting Person has not effected any transactions in the shares of Common Stock during the past 60 days.

(d) To the best knowledge of each Reporting Person, no person other than such Reporting Person has the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of any of the shares of Common Stock reported in Item 5(a).

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 6, 2023

By: /s/ Jeffrey Harris
Jeffrey Harris

Medici Holdings V, Inc.

BY: Jeffrey Harris
ITS: President

By: /s/ Jeffrey Harris
