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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).

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>PROOF Acquisition Sponsor I, LLC</u> (Last) (First) (Middle) <u>11911 FREEDOM DR., STE 1080</u> (Street) <u>RESTON VA 20190</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Volato Group, Inc. [SOAR]</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>12/01/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock	12/01/2023		C		5,507,813	A	(1)	5,507,813	D ⁽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)					
Class B Common Stock	(1)	12/01/2023		C		5,507,813	(1)	(1)	Class A Common stock	(1)	1,407,600 ⁽³⁾	D	

Explanation of Responses:

- On August 1, 2023, PROOF Acquisition Corp I ("PACI"), Volato Group, Inc. ("Volato") and PACI Merger Sub, Inc. ("Merger Sub") entered into that certain Business Combination Agreement (the "Business Combination Agreement") pursuant to which Merger Sub merged with and into Volato effective December 1, 2023 (the "Business Combination"), with Volato continuing as the surviving corporation in the Business Combination and a wholly owned subsidiary of PACI upon the closing of the transactions contemplated therein. On December 1, 2023, the Business Combination closed. As a result of the Business Combination, each outstanding share of Volato capital stock was converted into the right to receive approximately 1.01508 shares of Class A Common Stock. Additionally, the outstanding shares of PACI Class B common stock automatically converted to shares of Class A Common Stock.
- The Reporting Person is the sponsor (the "Sponsor") of PACI. The Sponsor is controlled by its manager, PROOF Sponsor Management LLC (the "Manager"). The managing members of the Manager are John C. Backus, Jr., Steven P. Mullins and Michael W. Zarlenga. No person individually has the power to vote or control the interests of the Sponsor. Each individual disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein. Accordingly, none of the managing members is deemed to have or share beneficial ownership of the founder shares held by the Sponsor.
- Consists of warrants to purchase shares of Class A common stock at a price of \$11.50 per share.

/s/ Michael W. Zarlenga 12/11/2023
 ** 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.