

# FORM 4

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Nesset Endre</b>			<b>GAN Ltd [ GAN ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, B2C</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O GAN LIMITED, 10845 GRIFFITH PEAK DRIVE, SUITE 200</b>			<b>3/23/2023</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>LAS VEGAS,, NV 89135</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Ordinary Shares	11/29/2024		M		93,535	A	\$0.01	96,035	D	
Ordinary Shares								81,846	I	By Eiketreet OU

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Employee Stock Option (right to buy)	\$0.01	3/23/2023		A		2,000		(1)	3/23/2033	Ordinary Shares	2,000	\$0	2,000	D	
Employee Stock Option (right to buy)	\$0.01	3/23/2023		A		8,000		(2)	3/23/2033	Ordinary Shares	8,000	\$0	8,000	D	
Employee Stock Option (right to buy)	\$0.01	11/29/2024		M		18,386		(3)	3/11/2032	Ordinary Shares	18,386	\$0	9,194	D	
Employee Stock Option (right to buy)	\$0.01	11/29/2024		M		31,859		(4)	3/11/2032	Ordinary Shares	31,859	\$0	0	D	
Employee Stock Option (right to buy)	\$0.01	11/29/2024		M		43,290		(5)	11/12/2032	Ordinary Shares	43,290	\$0	47,055	D	

**Explanation of Responses:**

- The option was granted on March 23, 2023 and is fully vested.
- The option was granted to the Reporting Person on March 23, 2023, and vested with respect to one-fourth of the shares on March 23, 2024; the remaining three-fourths of the shares will vest in equal monthly installments over the subsequent 36 months, subject to the reporting person's continued service.
- The option was granted to the Reporting Person on March 11, 2022, and vested with respect to one-fourth of the shares on March 11, 2023; the remaining

three-fourths of the shares will vest in equal monthly installments over the subsequent 36 months, subject to the reporting person's continued service.

(4) The option was granted on March 11, 2022 and is fully vested.

(5) The option was granted to the Reporting Person on November 12, 2022, and vested with respect to one-fourth of the shares on November 12, 2023; the remaining three-fourths of the shares will vest in equal monthly installments over the subsequent 36 months, subject to the reporting person's continued service.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nesset Endre C/O GAN LIMITED 10845 GRIFFITH PEAK DRIVE, SUITE 200 LAS VEGAS,, NV 89135			President, B2C	

**Signatures**

/s/ Jeffrey H. Kuras, by Power of Attorney

12/3/2024

<sup>\*\*</sup>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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