

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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>CANTOR FITZGERALD SECURITIES</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>Learn CW Investment Corp [LCW]</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>10/11/2023</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

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 ordinary shares, par value \$0.0001 per share	10/11/2023		J ⁽¹⁾		3,427,000	D	\$10.63 ⁽¹⁾	0 ⁽²⁾⁽³⁾	D	

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

1. Name and Address of Reporting Person *		
<u>CF GROUP MANAGEMENT INC</u>		
(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 October 11, 2023, Learn CW Investment Corporation (the "Issuer") held an extraordinary general meeting of shareholders to vote on certain proposals. In connection with such vote, each public shareholder of the Issuer's Class A ordinary shares was permitted to seek to redeem its public shares at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Issuer's trust account, including interest (net of taxes paid or payable), divided by the number of then outstanding public shares. Cantor Fitzgerald Securities ("CFS") elected to redeem all its public shares. The Issuer reported on October 13, 2023 that such amount would be approximately \$10.63 per share. In the event the actual per share redemption amount differs materially, the reporting persons agree to file an amendment to this form to report the final redemption price per share.
- CFS was the record holder of the securities reported herein. CF Group Management, Inc. ("CFGM") is the managing general partner of Cantor Fitzgerald, L.P. ("Cantor") and directly or indirectly controls the managing general partner of CFS. Mr. Lutnick is Chairman and Chief Executive of CFGM and trustee of CFGM's sole stockholder. Cantor, indirectly, holds a majority of the ownership interests of CFS. As such, each of Cantor, CFGM and Mr. Lutnick may be deemed to have beneficial ownership of the securities directly held by CFS. 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.
- Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) of the US Securities Exchange Act of 1934, as amended, or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer.

<u>/s/ Howard W. Lutnick Howard W. Lutnick, as Chief Executive Officer of Cantor Fitzgerald Securities</u>	<u>10/13/2023</u>
<u>/s/ Howard W. Lutnick Howard W. Lutnick, as Chief Executive Officer of Cantor Fitzgerald LP</u>	<u>10/13/2023</u>
<u>/s/ Howard W. Lutnick Howard W. Lutnick, as Chief Executive Officer of CF Group Management, Inc.</u>	<u>10/13/2023</u>
<u>/s/ Howard W. Lutnick Howard W. Lutnick</u>	<u>10/13/2023</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.

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.