

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Gatto Mark</u> <hr/> (Last) (First) (Middle) C/O CION INVESTMENT CORP. 100 PARK AVENUE, 25TH FL <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>CION Investment Corp [CION]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-Chairman & Co-CEO</u>		
3. Date of Earliest Transaction (Month/Day/Year) <u>03/27/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
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, \$0.001 par value	03/27/2024		P		1,000	A	\$11.02	1,000	I	Gatto Living Trust ⁽¹⁾
Common stock, \$0.001 par value	03/27/2024		P		50	A	\$11.02	50	I	UTMA Account of A.G. ⁽²⁾⁽⁵⁾
Common stock, \$0.001 par value	03/27/2024		P		50	A	\$11.02	50	I	UTMA Account of G.G. ⁽³⁾⁽⁵⁾
Common stock, \$0.001 par value	03/27/2024		P		50	A	\$11.02	50	I	UTMA Account of M.G. ⁽⁴⁾⁽⁵⁾

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)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The Reporting Person, as Co-Trustee of the Gatto Living Trust, may be deemed to beneficially own the shares held by the Gatto Living Trust.
- The shares are held for A.G., the child of the Reporting Person, through a custodial account established pursuant to the Uniform Transfer to Minors Act (the "UTMA") for which the Reporting Person serves as custodian.
- The shares are held for G.G., the child of the Reporting Person, through a custodial account established pursuant to the UTMA for which the Reporting Person serves as custodian.
- The shares are held for M.G., the child of the Reporting Person, through a custodial account established pursuant to the UTMA for which the Reporting Person serves as custodian.
- As permitted by Rule 16a-1(a)(4) under the Exchange Act, the Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

/s/ Mark Gatto 03/29/2024

** 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.