SEC Form 4

FORM 4

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

this boy if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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 Schnopp Stefa	of Reporting Person [*] <u>n Kurt</u>		2. Issuer Name and Ticker or Trading Symbol BurgerFi International, Inc. [BFI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
C/O BURGERFI INTERNATIONAL, INC.			3. Date of Earliest Transaction (Month/Day/Year) 05/10/2023	X	Officer (give title below) See Rem	Other (specify below)		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
LAUDERDALE	FL	33309	Rule 10b5-1(c) Transaction Indication					
(City)	(State)	(Zip)	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 3. Execution Date, Transac if any Code (Ir (Month/Day/Year) 8)		tion	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)				Form: Direct (D) or Indirect (I)	Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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	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	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(1)	05/10/2023 ⁽²⁾		A		20,500		(2)	(2)	Common Stock	20,500	\$0.00	104,250	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of BurgerFi International, Inc. common stock.

2. On May 10, 2023, the Reporting Person was granted 20,500 restricted stock units under the issuer's 2020 Omnibus Equity Incentive Plan, which shall fully vest and be settled in 20,500 shares of common stock on March 29, 2024, subject to (a) the issuer achieving a specified amount of reported Adjusted EBITDA (normalized for any impacts due to M&A activity) for fiscal year 2023 and (b) the Reporting Person remaining continuously employed by the issuer at the time of vesting, without regard to any applicable early termination and adjustment that may otherwise be provided in the applicable employment agreement, which such early terminations provisions shall not apply to the grant.

Remarks:

Chief Legal Officer and Corporate Secretary

/s/ Stefan Kurt Schnopp

** Signature of Reporting Person

05/12/2023

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.

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	STATE
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