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

Form 8-K

**Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

**February 24, 2021
Date of Report (Date of earliest event reported)**

BurgerFi International, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38417
(Commission
File Number)

82-2418815
(I.R.S. Employer
Identification No.)

105 US Highway 1, North Palm Beach, FL
(Address of Principal Executive Offices)

33408
(Zip Code)

Registrant's telephone number, including area code: (561) 844-5528

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	BFI	The Nasdaq Stock Market LLC
Redeemable warrants, each exercisable for one share of common stock at an exercise price of \$11.50 per share	BFIHW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

As used in this Current Report on Form 10-K, unless the context requires otherwise, the terms “the Company,” “BurgerFi,” “we,” “us” and “our” refer to BurgerFi International, Inc. and its subsidiaries.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a) Effective February 24, 2021, AJ (Andrea) Acker resigned as a member of the Company’s board of directors.

(b) Contemporaneously with the resignation of Ms. Acker from the Company’s board of directors, Martha Stewart was appointed to the board of directors of BurgerFi as a Class A director to fill the vacancy created by the of Ms. Acker. Upon her appointment to the board of directors and each year thereafter during which she serves, Ms. Stewart will be entitled to a grant of 5,000 shares of restricted stock under our 2020 Omnibus Equity Incentive Plan, each of which shall vest upon the completion of twelve (12) months of continuous service on the Board and a cash payment of \$7,500. Ms. Stewart and Ophir Sternberg, our Executive Chairman, have been appointed to serve on the Company’s newly created Product & Innovation Committee, which will evaluate and advise on the Company’s pursuit of innovative practices and technologies that seek to enrich our customers’ experiences, increase stockholder value, and lead to a better world.

Item 7.01 Regulation FD Disclosure

On February 25, 2021, the Company issued a press release announcing the appointment of Martha Stewart to the Company’s board of directors. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit
No.

99.1* [Press Release dated February 25, 2021](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Furnished but not filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 25, 2021

BurgerFi International, Inc.

By: /s/ Julio Ramirez
Julio Ramirez, Chief Executive Officer



Martha Stewart Joins BurgerFi's Board of Directors
Stewart to Chair Product & Innovation Committee



PALM BEACH, FL – February 25, 2021 – BurgerFi International Inc. (Nasdaq: BFI, BFIW), one of the nation's fastest-growing premium fast-casual concepts and QSR's 2020 Breakout Brand of the Year, known for its hand-crafted better burgers, has named food entrepreneur and cultural icon, Martha Stewart to its Board of Directors as Chair of the Product & Innovation Committee. Stewart brings a lifetime of experience in successfully launching countless brands, culinary products and recipes. Stewart is the Founder of the first-ever multi-channel lifestyle company, Martha Stewart Living Omnimedia, an entrepreneur, bestselling author of 98 to-date lifestyle and recipe books, and an Emmy award-winning (18 Emmys to date) and James Beard award-winning television show host.

"BurgerFi is honored to welcome Martha Stewart to our Board of Directors. Highly regarded as the 'original influencer,' her lifetime of successful achievements and knowledge of marketing, product innovation and food expertise are second to none. As a pioneer in the world of culinary consumerism, Martha stands out as a leader and has the unique ability to connect with an audience. We look forward to her contributions and creative ideas that will enhance the BurgerFi business and brand," said Ophir Sternberg, Executive Chairman of BurgerFi.

Today, Stewart reaches more than 100 million devoted fans on a monthly basis, holds a 96% brand awareness among women in the US and 70% of US of millennials say they have tried a Martha Stewart recipe – her reach is endless and America's appetite for her is still insatiable year after year.

"BurgerFi's chef-driven concept attracted me to the brand. From their hand-crafted menu items and their commitment to the NAE program – No Antibiotics Ever, BurgerFi's mission to redefine the way the world eats burgers is powerful and showcases their efforts to excel with their products and innovation. I am looking forward to being a part of the BurgerFi family and watching the brand amass its true potential," said Martha Stewart, newly appointed BurgerFi Board Chair of the Product & Innovation Committee. "The BurgerFi VegeFi burger is made with 15 of the freshest vegetables and ingredients and made right in their newly expanded commissary in Palm Beach. It's as if the vegetables were picked right from my own garden!"

BurgerFi uses 100% American angus beef with no steroids, antibiotics, growth hormones, chemicals or additives. BurgerFi's menu also includes high-quality wagyu beef, antibiotic and cage-free chicken offerings, fresh, hand-cut sides and custard shakes and concretes.

"BurgerFi is a powerful better burger concept and when you combine forces with a powerhouse like Martha Stewart, who can infuse her talent, experience and knowledge with a passion and excitement for the brand, it's a recipe for even greater success," said Julio Ramirez, CEO of BurgerFi. "It a great honor to welcome Martha Stewart to the BurgerFi Board of Directors. With chef-inspired products, Martha's appointment to the board seemed natural given her cornucopia of achievements. Her contributions as Chair of the Product & Innovation Committee collaborating with our very own Chef Paul Griffin will undoubtedly boost the brand and create strong value for the company."

Since founding her company, Stewart has been named one of the "50 Most Powerful Women" by *Fortune* magazine five times. She was included among the 100 Greatest Living Business Minds in the 2018 *Forbes* Magazine Centennial issue and *Adweek* magazine named her their "Media Visionary" of the year in their annual Publishing Hot List in 2017. She was also included among the 100 most influential men and women of the year in the 2005 *TIME* magazine's annual "TIME 100" list and was also named one of "America's 25 Most Influential People" by *TIME* magazine in 1996. She has won numerous James Beard Foundation Awards for the Best National Cooking Segments.

Stewart joins BurgerFi's Board of Directors whose robust leadership includes notables such as Steven Berrard, Co-Founder of AutoNation and Executive Chairman Ophir Sternberg, CEO of Lionheart Capital. Stewart also currently sits on the board of publicly traded companies, AppHarvest (Nasdaq: APPH) and Sequential Brands Group (Nasdaq: SQBG).

About BurgerFi International (Nasdaq: BFI, BFIIW)

Established in 2011, BurgerFi is among the nation's fastest-growing better burger concepts with approximately 125 BurgerFi restaurants domestically and internationally. The concept is chef-founded and is committed to serving fresh food of transparent quality. BurgerFi uses 100% American angus beef with no steroids, antibiotics, growth hormones, chemicals or additives. BurgerFi's menu also includes high quality wagyu beef, antibiotic and cage-free chicken offerings, fresh, hand-cut sides and custard shakes and concretes. BurgerFi was named QSR Magazine's Breakout Brand of 2020, placed in the top 10 on Fast Casual's Top 100 Movers & Shakers list in 2020, was named "Best Burger Joint" by Consumer Reports and fellow public interest organizations in the 2019 Chain Reaction Study, listed as a "Top Restaurant Brand to Watch" by Nation's Restaurant News in 2019, included in Inc. Magazine's Fastest Growing Private Companies List, and ranked on Entrepreneur's 2017 Franchise 500. To learn more about BurgerFi or to find a full list of locations, please visit www.burgerfi.com. Download the BurgerFi App on iOS or Android devices for rewards and 'Like' BurgerFi on Facebook or follow @BurgerFi on Instagram and Twitter.

BurgerFi® is a Registered Trademark of BurgerFi IP, LLC, a wholly-owned subsidiary of BurgerFi.

Forward-Looking Statements

This press release may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including BurgerFi’s estimates of its future business outlook, prospects or financial results. Statements regarding BurgerFi’s objectives, expectations, intentions, beliefs or strategies, or statements containing words such as “believe,” “estimate,” “project,” “expect,” “intend,” “may,” “anticipate,” “plans,” “seeks,” “implies,” or similar expressions are intended to identify such forward-looking statements. It is important to note that BurgerFi’s actual results could differ materially from those in such forward-looking statements, and undue reliance should not be placed on such statements. Statements about the effects of the COVID-19 pandemic on our business, operations, financial performance and prospects may constitute forward-looking statements and are subject to the risk that the actual impacts may differ, possibly materially, from what is reflected in those forward-looking statements due to factors and future developments that are uncertain, unpredictable and in many cases beyond our control, including the scope and duration of the pandemic, actions taken by governmental authorities in response to the pandemic, and the direct and indirect impact of the pandemic. Among the important factors that could cause such actual results to differ materially are (i) the impact of any economic recessions in the U.S. and other parts of the world, (ii) fluctuations in the global economy, (iii) BurgerFi’s ability of maintaining its margins, (iv) changes in applicable accounting principles or interpretations of such principles, (v) delays in BurgerFi’s ability to develop new products and services and market acceptance of new products and services, (vi) rapid technological change, (vii) BurgerFi’s ability to attract and retain key management personnel, (viii) the existence of substantial competition, and (ix) other risk factors listed from time to time in BurgerFi’s Exchange Act reports and other filings with the Securities and Exchange Commission. All forward-looking statements included in this press release are made as of the date hereof, and BurgerFi undertakes no obligation to update any such forward-looking statements, whether as a result of new information, future events, or otherwise.

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