
**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**

**April 20, 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	BFIW	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 8-K, unless the context requires otherwise, the terms “the Company,” “BurgerFi,” “we,” “us” and “our” refer to BurgerFi International, Inc. and its subsidiaries.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

The disclosure set forth in **Item 7.01** below is hereby incorporated by reference.

Item 7.01 Regulation FD Disclosure.

On April 20, 2021, BurgerFi issued a press release announcing that it had received a letter from the Nasdaq Stock Market, LLC dated April 16, 2021, advising the Company that as a result of not timely filing its Annual Report on Form 10-K for the year ended December 31, 2020 (the “**2020 Form 10-K**”), the Company was not in compliance with the filing requirements for continued listing under Nasdaq Listing Rule 5250(c)(1). The release also stated that the Company intends to regain compliance within the time periods provided by Nasdaq and that BurgerFi expected its common stock and warrants to continue trading on Nasdaq pending its regaining compliance. As previously announced, the delay in filing the 2020 Form 10-K occurred as a result of additional time needed to ensure that certain aspects of its 2020 financial statements conform with the “Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies,” issued by the Division of Corporate Finance of the Securities and Exchange Commission on April 12, 2021.

A copy of the press release is included as **Exhibit 99.1** to this Current Report on Form 8-K.

The foregoing information, including the press release attached hereto as **Exhibit 99.1**, is being furnished pursuant to **Item 7.01** of this Current Report and shall not be deemed “**filed**” for the purposes of Section 18 of the Securities and 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:

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release, dated April 20, 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: April 21, 2021

BURGERFI INTERNATIONAL, INC.

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



BurgerFi Receives Notice from Nasdaq

- BurgerFi Securities to Continue Trading While Company Regains Compliance -

PALM BEACH, FL – April 20, 2021 – BurgerFi International, Inc. (Nasdaq: BFI, BFIW) (“BurgerFi” or the “Company”), one of the nation’s fastest-growing premium fast-casual concepts and QSR’s 2020 Breakout Brand of the Year known for its better burgers, received a letter from The Nasdaq Stock Market (“Nasdaq”) on April 16, 2021, as a result of not timely filing its Annual Report on Form 10-K for the year ended December 31, 2020 (the “2020 Form 10-K”).

The letter states that the Company is not in compliance with the filing requirements for continued listing under Nasdaq Listing Rule 5250(c)(1). The Nasdaq letter notes that the Company is required to submit a plan to regain compliance with Nasdaq’s filing requirements within 60 calendar days of the date of the Nasdaq letter, which is June 15, 2021. Upon acceptance of the Company’s compliance plan, Nasdaq is permitted to grant an extension of up to 180 days from the initial due date of the subject filing, which is October 12, 2021, for the Company to regain compliance with Nasdaq’s filing requirements for continued listing. The Company intends to submit a compliance plan within the 60 calendar day period. During the process of regaining compliance with Nasdaq, the Company expects that its common stock and warrants will continue trading on Nasdaq under the symbols “BFI” and “BFIW,” respectively.

As previously disclosed, in connection with completing its 2020 Form 10-K, the Company continues to review the Division of Corporate Finance’s “Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies,” which was issued on April 12, 2021. The release of the staff statement resulted in the Company requiring additional time to ensure proper accounting treatment for warrants in its 2020 financial statements to be included in the 2020 Form 10-K.

About BurgerFi International

Established in 2011, BurgerFi is among the nation’s fastest-growing better burger concepts with approximately 119 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 contains “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 expectations regarding its common stock and warrants continuing to trade on Nasdaq and BurgerFi’s ability submit a plan of compliance timely. You should not place undue reliance on such statements. Among the important factors that could impact such forward-looking statements are BurgerFi’s 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, except as required by law.

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