

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

**PRE-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BURGERFI INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**5812**  
(Primary Standard Industrial  
Classification Code Number)

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

**U.S. Highway 1  
North Palm Beach, FL 33408  
(305) 573-3900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Julio Ramirez Chief  
Executive Officer BurgerFi  
International, Inc. U.S.  
Highway 1  
North Palm Beach, FL 33408  
(305) 573-3900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Julio Esquivel, Esq.  
Shumaker, Loop & Kendrick, LLP  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602  
Telephone: (813) 229-7600  
Facsimile: (813) 229-1660**

**Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

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**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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## EXPLANATORY NOTE

This Pre-Effective Amendment No. 1 (this Amendment”) to the Registration Statement on FormS-1 of BurgerFi International, Inc. (File No. No. 333-255667) (the “Registration Statement”) is being filed to clarify that the 38,063,901 shares being registered for resale in the Registration Statement includes (among other shares referenced in the Registration Statement) (a) 3,595,000 shares of Common Stock issuable upon the exercise of Private Warrants (as defined in the Registration Statement) and (b) 75,000 shares of Common Stock issuable upon the exercise of the warrants issuable pursuant to the exercise of the units that remain outstanding pursuant to the Unit Purchase Option initially issued to EarlyBirdCapital, Inc., all of which shares are included in the calculation of the registration fee on the cover page of the Registration Statement. Accordingly, this Amendment consists only of the facing page, this explanatory note, and the signature pages to the Registration Statement. Except as described above, no other changes have been made to the Registration Statement, and accordingly the prospectus included in Part I of the Registration Statement and all items of Part II have been omitted.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of North Palm Beach, State of Florida on May 7, 2021.

### BURGERFI INTERNATIONAL, INC.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Pre-Effective Amendment No. 1 to Registration Statement on Form S-1 has been signed by the following persons in the capacities indicated on May 7, 2021.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Julio Ramirez</u> Julio Ramirez	Chief Executive Officer (Principal Executive Officer)	May 7, 2021
<u>/s/ Michael Rabinovitch</u> Michael Rabinovitch	Chief Financial Officer (Principal Financial and Accounting Officer)	May 7, 2021
<u>*</u> Ophir Sternberg	Chairman of the Board	May 7, 2021
<u>*</u> Martha Stewart	Director	May 7, 2021
<u>*</u> Steven Berrard	Director	May 7, 2021
<u>*</u> Gregory Mann	Director	May 7, 2021
<u>*</u> Allison Greenfield	Director	May 7, 2021
<u>* By: /s/ Julio Ramirez</u> Julio Ramirez Attorney-in-fact		