

FORM 4

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

| 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Sternberg Ophir | | | 2. Issuer Name and Ticker or Trading Symbol BurgerFi International, Inc. [BFI] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2020 | | | 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 | | |
| 4218 NE 2ND AVENUE | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | MIAMI, FL 33137 | | | | | |
| (City) | (State) | (Zip) | 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, par value \$0.0001 per share underlying Units | 12/16/2020 | | p(1) | | 1,000,000 | A | \$ 10 | 1,000,000 | I | Lionheart Equities, LLC See footnote (1) |
| Common Stock, par value \$0.0001 per share | 12/16/2020 | | j(2) | | 1,000,000 | D | \$ 0 (2) | 0 | I | Lionheart Equities, LLC See footnote (1) |
| Common Stock, par value \$0.0001 per share | 12/16/2020 | | j(3) | | 265,659 | D | \$ 0 | 1,319,341 | I | LH Equities, LLC See footnote (4) |
| Common Stock, par value \$0.0001 per share underlying Units | 12/16/2020 | | j(5) | | 150,000 | A | \$ 0 | 150,000 | I | Lionheart Equities, LLC See footnote (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: 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 | | | | |
| Warrant underlying Units | \$ 11.50 | 12/16/2020 | | p(1) | | 1,000,000 | | 01/16/2021 | 12/16/2025 | Common Stock | 1,000,000 | (1) | 1,000,000 | I | Lionheart Equities, LLC See footnote (1) |
| Warrant underlying Units | \$ 11.50 | 12/16/2020 | | J | | 150,000 (5) | | 01/16/2021 | 12/16/2025 | Common Stock | 150,000 | (5) | 150,000 | I | Lionheart Equities, LLC See footnote (5) |

Reporting Owners

| Reporting Owner Name / | Relationships |
|------------------------|---------------|
| | |

| Address | Director | 10% Owner | Officer | Other |
|--|----------|-----------|--------------------|-------|
| Sternberg Ophir 4218 NE 2ND AVENUE MIAMI, FL 33137 | X | X | Executive Chairman | |

Signatures

| | |
|-------------------------------|------------|
| /s/ Ophir Sternberg | 12/23/2020 |
| Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

- Pursuant to the terms of the Amended and Restated Forward Purchase Contract, dated December 16, 2020, between the Lionheart Equities, LLC ("Lionheart") and the Issuer, Lionheart purchased 1,000,000 forward purchase units (the "Units") at \$10.00 per unit, in a private placement, for an aggregate purchase price of \$10,000,000, in connection with the consummation of the business combination between Opes Acquisition Corp. ("OPES") and BurgerFi International, LLC. Each Unit consists of one share of Common Stock, par value \$0.0001 per share (the "Shares") and one warrant exercisable to purchase one share of Common Stock at an exercise price of \$11.50 per share (the "Warrants"). Mr. Sternberg, as manager of Lionheart has sole voting and dispositive control over the Shares and Warrants.
- (2) Reflects the distribution of the Shares to Lionheart's investors who funded the purchase of the Units from the Issuer. No consideration was paid for the distribution.
- In connection with the consummation of the Business Combination, LH Equities, LLC ("LH Equities") transferred (i) 48,000 Founders' Shares (collectively) to David Brain, James Anderson, Martha (3) (Stormy) L. Byorum and Allison Greenfield (members of the pre-Closing OPES Board of Directors), (ii) 20,000 Founders' Shares to EarlyBirdCapital, LLC; and (iii) 197,659 Founders' Shares to Strongback Holdings Limited. No consideration was received for the transfer.
- Represents shares beneficially owned by LH Equities. Lionheart is the majority holder of the interests in LH Equities. Mr. Sternberg, as manager of Lionheart has sole voting control over the shares (4) and shares dispositive control over the shares with the Domus Family Limited Liability Partnership, which owns interests in LH Equities, LLC. The business address for LH Equities, LLC is c/o Lionheart Equities, LLC, 4218 NE 2nd Avenue, Miami, FL 33137. The business address for Lionheart Equities is 4218 NE 2nd Avenue, Miami, FL 33137.
- Represents shares and warrants, as applicable, underlying units that were issued to Lionheart upon conversion of \$1,500,000 in working capital loans provided by Lionheart to OPES prior to the (5) business combination with BurgerFi International, LLC. The principal amount of the loan was convertible into units at a conversion price of \$10.00 per unit upon the consummation of the business combination.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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