

# 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 * Esposito James R.			2. Issuer Name and Ticker or Trading Symbol BurgerFi International, Inc. [BFI, BFIW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer		
(Last) (First) (Middle) C/O BURGERFI INTERNATIONAL, INC., 105 U.S. HIGHWAY 1			3. Date of Earliest Transaction (Month/Day/Year) 07/13/2021					
(Street) NORTH PALM BEACH, FL 33408			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			

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
Restricted Stock Units	(1)	07/13/2021		A		35,000		(2)	(2)	Common Stock	35,000	\$ 0	35,000	D	
Restricted Stock Units	(1)	07/13/2021		A		60,000		(3)(4)(5)	(3)(4)(5)	Common Stock	60,000	\$ 0	95,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Esposito James R. C/O BURGERFI INTERNATIONAL, INC., 105 U.S. HIGHWAY 1 NORTH PALM BEACH, FL 33408			Chief Operating Officer	

## Signatures

/s/ James R. Esposito		07/15/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).

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

On July 13, 2021, the Reporting Person was granted 35,000 restricted stock units under the issuer's 2020 Omnibus Equity Incentive Plan, which shall vest and be settled in shares of common stock in four annual installments of 8,750 restricted stock units each, beginning February 18, 2022, subject to the Reporting Person's achievement of certain key performance criteria and earlier vesting due to a change of control or certain termination events.

On July 13, 2021, the Reporting Person was granted 60,000 restricted stock units under the issuer's 2020 Omnibus Equity Incentive Plan, which shall vest and be settled in shares of common stock as follows: (i) 15,000 restricted stock units shall vest, if during calendar year 2021 the last reported closing price of the issuer's common stock for any twenty trading days within any consecutive thirty trading day period is greater than or equal to \$19.00 per share; provided, however, that if the vesting condition is not achieved during calendar year 2021, such 15,000 restricted stock units shall roll over to calendar year 2022 and shall vest, if during calendar year 2022 the last reported closing price of the issuer's common stock for any twenty (20) trading days within any consecutive thirty (30) trading day period is greater than or equal to \$19.00 per share;

(Continued from footnote 3) (ii) 15,000 restricted stock units shall vest, if during calendar year 2022 the last reported closing price of the issuer's common stock for any twenty trading days within any consecutive thirty trading day period equals or exceeds \$19.00 per share; (iii) 15,000 restricted stock units shall vest, if during calendar year 2023 the last reported closing price of the issuer's common stock for any twenty trading days within any consecutive thirty trading day period is greater than or equal to \$22.00 per share; and (iv) 15,000 restricted stock units shall vest, if during calendar year 2024 the last reported closing price of the issuer's common stock for any twenty trading days within any consecutive thirty trading day period is greater than or equal to \$25.00 per share, subject to earlier vesting due to a change of control or certain termination events;

(Continued from footnote 4) provided, that in no event shall the number of unearned restricted stock units that can vest in 2022 in connection with such termination events exceed 15,000 restricted stock units.

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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