

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman		
(Last) 4218 NE 2ND AVENUE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2021					
(Street) MIAMI, FL 33137			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)						

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	01/01/2022 ⁽¹⁾		M		50,000	A	(2)	100,000	D	
Common Stock	01/03/2022		P		28,696	A	\$ 6.1943 ⁽³⁾	128,696	D	
Common Stock	01/03/2022		A		303,956	A	\$ 0	432,652	D	
Common Stock	01/04/2022		P		21,304	A	\$ 6.0141 ⁽⁴⁾	453,956	D	
Common Stock								720,725	I	Lionheart Equities, LLC ⁽⁵⁾
Common Stock underlying Units ⁽⁶⁾								150,000	I	Lionheart Equities, LLC ⁽⁵⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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				
Warrants (right to buy)	\$ 11.5	12/31/2021		P		88		(7)	(8)	Common Stock	88	\$ 0.67	88	D	
Warrants (right to buy)	\$ 11.5	01/03/2022		P		50,000		(7)	(8)	Common Stock	50,000	\$ 0.7941 ⁽⁹⁾	50,088	D	
Warrants (right to buy)	\$ 11.5	01/04/2022		P		9,912		(7)	(8)	Common Stock	9,912	\$ 0.7457 ⁽¹⁰⁾	60,000	D	
Restricted Stock Units	(2)	01/01/2022		A		511,000		(11)(12)(13)	(11)(12)(13)	Common Stock	511,000	\$ 0	900,000	D	
Restricted Stock Units	(2)	01/01/2022 ⁽¹⁾		M		50,000		(1)	(1)	Common Stock	50,000	\$ 0	850,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sternberg Ophir 4218 NE 2ND AVENUE MIAMI, FL 33137	X		Executive Chairman	

Signatures

/s/ Ophir Sternberg	01/04/2022
<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).
- The shares are part of a grant of 250,000 restricted stock units made, for financial reporting purposes, on December 16, 2020, under the issuer's 2020 Omnibus Equity Incentive Plan (the "Plan"). The legal grant date of the restricted stock units was July 13, 2021, the date that applicable grant award agreements were executed by the issuer and the Reporting Person. The restricted stock
- (1) units shall vest and be settled in shares of common stock as follows: 20%, or 50,000 restricted stock units, vested on the grant date for financial reporting purposes, an additional 20%, or 50,000 restricted stock units, vested on January 1, 2022 and an additional 20%, or 50,000 restricted stock units, shall vest on January 1 of each of the ensuing three years through January 1, 2025 subject to the Reporting Person remaining employed by the issuer on such dates and earlier vesting due to a change of control or certain termination or resignation events.
- (2) Each restricted stock unit represents a contingent right to receive one share of BurgerFi International, Inc. common stock.
- The price reported in Column 4 is a weighted average price. These shares were purchased in 67 separate transactions with prices ranging from \$6.15 to \$6.22 for an average weighted purchase
- (3) price of \$6.194272. The reporting person undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in 111 separate transactions with prices ranging from \$6.00 to \$6.05 for an average weighted purchase
- (4) price of \$6.014073. The reporting person undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (5) The Reporting Person, as manager and sole member of Lionheart Equities, LLC, has sole voting and dispositive control over the holdings.
- (6) Each Unit consists of one share of common stock and one warrant exercisable to purchase one share of common stock at an exercise price of \$11.50 per share.
- (7) The warrants are currently exercisable provided that an effective registration statement under the Securities Act of 1933, as amended, covering the shares of common stock issuable upon exercise of the warrants and a current prospectus relating to them continues to be available.
- (8) The warrants are exercisable until the earlier to occur of (i) December 16, 2025 and (ii) the date that the issuer fixes for redemption in the event that the issuer elects to redeem all of the warrants subject to redemption pursuant to that certain Warrant Agreement dated March 13, 2018 by and between the issuer and Continental Stock Transfer & Trust Company.
- The price reported in Column 8 is a weighted average price. These warrants were purchased in 18 separate transactions with prices ranging from \$0.75 to \$0.80 for an average weighted purchase
- (9) price of \$0.794147. The reporting person undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission upon request, full information regarding the number of warrants purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 8 is a weighted average price. These warrants were purchased in 17 separate transactions with prices ranging from \$0.70 to \$0.7799 for an average weighted
- (10) purchase price of \$0.745682. The reporting person undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission upon request, full information regarding the number of warrants purchased at each separate price within the range set forth in this footnote.
- Represents a grant of 700,000 restricted stock units made, for financial reporting purposes, on December 16, 2020, under the Plan. The legal grant date of the restricted stock units was July 13, 2021, the date that applicable grant award agreements were executed by the issuer and the Reporting Person; provided, however, that 73% (511,000 shares) of the total restricted stock units were
- (11) not issued (deemed or otherwise) under the Plan until the aggregate number of shares reserved for awards under the Plan was increased on January 1, 2022 consistent with Section 5.1 of the Plan. The restricted stock units shall vest and be settled in shares of common stock as follows: (i) 20%, or 140,000 of the full 700,000 restricted stock units or 102,200 of the 511,000 restricted stock units, shall vest if the issuer's revenue (the "Company Revenue") for fiscal year 2021,
- (Continued from footnote 11) as calculated and presented in the issuer's audited financial statements included in the Form 10-K report for the relevant year, is 10% or greater than \$34,382,000
- (12) ("Base Year Revenue"); (ii) 20%, or 140,000 of the full 700,000 restricted stock units or 102,200 of the 511,000 restricted stock units, shall vest if the Company Revenue for fiscal year 2022 is 20% or greater than the Base Year Revenue; (iii) 20%, or 140,000 of the full 700,000 restricted stock units or 102,200 of the 511,000 restricted stock units, shall vest if the Company Revenue for fiscal year 2023 is 30% or greater than the Base Year Revenue, (iv) 20%, or 140,000 of the full 700,000 restricted stock units or 102,200 of the 511,000 restricted stock units,
- (Continued from footnote 12) shall vest if the Company Revenue for fiscal year 2024 is 40% or greater than the Base Year Revenue and (v) 20%, or 140,000 of the full 700,000 restricted stock
- (13) units or 102,200 of the 511,000 restricted stock units, shall vest if the Company Revenue for fiscal year 2025 is 50% or greater than the Base Year Revenue, subject to earlier vesting due to a change of control or certain termination or resignation events.

Remarks:

EXHIBIT LIST: Exhibit 24 - Power of Attorney

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Stefan Schnopp as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the undersigned's securities of BurgerFi International, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information;

(3) submit a Form ID, and any amendments thereto, to the SEC to apply for filing codes that will allow insider reports to be filed electronically through the EDGAR system, if such codes have not been obtained previously; and

(4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of January, 2022.

/s/Ophir Sternberg

Ophir Sternberg