

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]			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)		
(Last) (First) (Middle) C/O BURGERFI INTERNATIONAL, INC., 105 U.S. HIGHWAY 1			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2022			See Remarks		
(Street) NORTH PALM BEACH, FL 33408			4. If Amendment, Date Original Filed(Month/Day/Year) 07/15/2021			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				

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		60,000		(2)(3)(4)	(2)(3)(4)	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			See Remarks	

Signatures

/s/ James R. Esposito	01/05/2022
<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).
- (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 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 (the "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 \$11.00 per share;

(2) (Continued from footnote 2) (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 \$11.00 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 \$13.00 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 \$15.00 per share, subject to earlier vesting due to a change of control or certain termination events;

(3) (Continued from footnote 3) 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. This amendment is being filed to report that the stock price benchmarks set forth in the Roll Over and in (ii) through (iv) were amended effective January 3, 2022 from \$19.00 per share for the Roll Over and \$19.00 per share, \$22.00 per share and \$25.00 per share, respectively, for (ii) through (iv), to \$11.00 per share for the Roll Over and \$11.00 per share, \$13.00 per share and \$15.00 per share, respectively, for (ii) through (iv).

Remarks:

BurgerFi Brand - Chief Operating Officer

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 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/James R. Esposito

James R. Esposito