

FORM 4

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

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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) 04/13/2022		
4218 NE 2ND AVENUE			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
(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	04/13/2022 (1)(2)(3)		M		140,000	A	(4)	593,956	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.

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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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	04/13/2022 (1)(2)(3)		M		140,000	(2)(3)(4)	(2)(3)(4)	Common Stock	140,000	\$ 0	710,000	D	

Reporting Owners

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

Signatures

/s/ Stefan Schnopp, Attorney in Fact for Ophir Sternberg		04/15/2022
**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).

The shares are part of a grant of 700,000 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; provided, (1) however, that 73% (511,000 shares) of the total restricted stock units were 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 700,000 restricted stock units if the issuer's revenue (the "Company Revenue") for fiscal year 2021,

(Continued from footnote 1) 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 ("Base Year Revenue"); (ii) 20%, or 140,000 of the 700,000 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 700,000 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 700,000 restricted stock units,

(Continued from footnote 2) 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 700,000 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. On April 13, 2022, 140,000 of the restricted stock units vested based on achievement of Company Revenue for fiscal year 2021 that was 10% or greater than the Base Year Revenue.

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

(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.

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.

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