

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

1. Name and Address of Reporting Person * <u>RABINOVITCH MICHAEL</u>  (Last) (First) (Middle) C/O BURGERFI INTERNATIONAL, INC., 200 WEST CYPRESS CREEK RD., SUITE 220  (Street) FORT LAUDERDALE FL 33309  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BurgerFi International, Inc. [ BFI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)  CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/24/2023		P		100,000	A	\$0.5	409,188	D	
Common Stock	02/26/2023		M <sup>(1)</sup>		42,000	A	(2)	451,188	D	
Common Stock	02/26/2023		F <sup>(3)</sup>		16,529	D	\$1.64	434,659	D	

**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 Securities Underlying Derivative Security (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: 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	(2)	02/26/2023		M			42,000	(1)	(1)	Common Stock	42,000	\$0.00	163,000	D	

**Explanation of Responses:**

1. The shares are part of a grant of 130,000 restricted stock units made on July 13, 2021 under the issuer's 2020 Omnibus Equity Incentive Plan (the "Plan"). The restricted stock units shall vest and be settled in shares of common stock in annual installments of 25,000 restricted stock units on February 26, 2022, 30,000 restricted stock units on February 26, 2023, 35,000 restricted stock units on February 26, 2023 and 40,000 restricted stock units on February 26, 2023, subject to the Reporting Person's achievement of certain key performance criteria and earlier vesting due to a change of control or certain termination or resignation events. On February 26, 2023, 40% of the portions eligible to vest on February 26, 2023 (the "2023 Portions") vested based on achievement of one of the Reporting Person's key performance criteria. A determination regarding satisfaction of the remaining key performance criteria with respect to the 2023 Portions has not yet been made.

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

3. Shares disposed of represent shares withheld by the issuer to pay taxes due upon vesting of restricted stock units.

**Remarks:**

Exhibit 24 - Power of Attorney for Michael Rabinovitch previously filed on 01/05/2022.

/s/ Stefan Schnopp, Attorney-in-Fact for Michael Rabinovitch 02/28/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.