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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Sternberg Ophir</u>  (Last) (First) (Middle) 4218 NE 2ND AVENUE  (Street) MIAMI FL 33137  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2024	
	4. If Amendment, Date of 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

**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	01/01/2024 <sup>(1)</sup>		M		50,000	A	(2)	1,555,956	D	
Common Stock								1,878,725	I	Lionheart Equities, LLC <sup>(3)</sup>
Common Stock underlying Units <sup>(4)</sup>								150,000	I	Lionheart Equities, LLC <sup>(3)</sup>

**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)	01/01/2024 <sup>(1)</sup>		M			50,000	(1)	(1)	Common Stock	50,000	\$0.00	470,000	D	

**Explanation of Responses:**

- 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 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 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 each of January 1, 2022, January 1, 2023 and January 1, 2024 and an additional 20%, or 50,000 restricted stock units, shall vest on January 1, 2025 subject to the Reporting Person remaining employed by the issuer on such date and earlier vesting due to a change of control or certain termination or resignation events.
- Each restricted stock unit represents a contingent right to receive one share of BurgerFi International, Inc. common stock.
- The Reporting Person, as manager and sole member of Lionheart Equities, LLC, has sole voting and dispositive control over the holdings.
- 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.

/s/ Ophir Sternberg 01/03/2024  
 \*\* 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.