

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

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>Mann Gregory William</u> _____ (Last) (First) (Middle) <u>C/O BURGERFI INTERNATIONAL, INC.</u> <u>200 WEST CYPRESS CREEK RD., SUITE 220</u> _____ (Street) <u>FORT LAUDERDALE FL 33309</u> _____ (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2023</u>	
	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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2023		M ⁽¹⁾		79,365	A	(2)	107,883	D	
Common Stock	12/31/2023		F ⁽³⁾		23,810	D	\$0.9173	84,073	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	Amount or Number of Shares				
Restricted Stock Units	(2)	12/31/2023		M ⁽¹⁾			79,365	(1)	(1)	Common Stock	79,365	\$0.00	0	D	
Restricted Stock Units	(2)	01/02/2024		A ⁽⁴⁾			108,696	(4)	(4)	Common Stock	108,696	\$0.00	108,696	D	

Explanation of Responses:

- On January 3, 2023, the Reporting Person was granted 79,365 restricted stock units under the issuer's 2020 Omnibus Equity Incentive Plan (the "Plan"), which restricted stock units vested on December 31, 2023 and will be settled in shares of common stock.
- Each restricted stock unit represents a contingent right to receive one share of BurgerFi International, Inc. common stock.
- Shares disposed of represent shares withheld by the issuer to pay taxes due upon vesting of restricted stock units.
- On January 2, 2024, the Reporting Person was granted 108,696 restricted stock units under the Plan, which shall vest and be settled in shares of common stock on December 31, 2024, subject to the Reporting Person's continuous service as a director of BurgerFi International, Inc. until such time and earlier vesting due to a change of control.

/s/ Gregory Mann 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.