

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Bachmann Carl J. III</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) X Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 04/10/2024	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/10/2024 <sup>(1)(2)(3)</sup>		M		167,500	A	\$0.00	294,500	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					
Restricted Stock Units	(4)	04/10/2024 <sup>(1)</sup>		M			100,000	(1)	(1)	Common Stock 100,000	\$0.00	900,000	D	
Restricted Stock Units	(4)	04/10/2024 <sup>(2)(3)</sup>		M			67,500	(2)(3)	(2)(3)	Common Stock 67,500	\$0.00	800,000	D	

**Explanation of Responses:**

- On July 10, 2023, the Reporting Person was granted 500,000 restricted stock units outside of the issuer's 2020 Omnibus Equity Incentive Plan as a material inducement to the Reporting Person's acceptance of employment with the issuer in accordance with Nasdaq Listing Rule 5635(c)(4). The restricted stock units shall vest in five annual installments of 100,000 restricted stock units each, beginning March 29, 2024, subject to the Reporting Person remaining continuously employed by the issuer at the time of vesting and earlier vesting due to a change of control or certain termination events. On April 10, 2024, the effective date of the issuer's Registration Statement on Form S-8 registering the shares of common stock underlying the restricted stock units (the "Form S-8 Effective Date"), 100,000 of the restricted stock units vested.
- On July 10, 2023, the Reporting Person was granted 500,000 restricted stock units outside of the issuer's 2020 Omnibus Equity Incentive Plan as a material inducement to the Reporting Person's acceptance of employment with the issuer in accordance with Nasdaq Listing Rule 5635(c)(4). The restricted stock units shall vest in five annual installments of 100,000 restricted stock units each, beginning March 29, 2024, subject to achievement of certain key performance criteria, the Reporting Person remaining continuously employed by the issuer at the time of vesting and earlier vesting due to a change of control or certain termination events.
- (Continued Footnote 2) Based on the extent of achievement of the Reporting Person's key performance criteria, the Compensation Committee of the Board of Directors of the issuer approved of the vesting of (a) 42% of the 50% portion eligible to vest on March 29, 2024 based on achievement of adjusted EBITDA (the "2024 Adjusted EBITDA Portion"), with the remainder of the 2024 Adjusted EBITDA Portion being forfeited and (b) 93% of the 50% portion eligible to vest on March 29, 2024 based on achievement of revenue (the "2024 Revenue Portion"), with the remainder of the 2024 Revenue Portion being forfeited. Such vesting occurred on the Form S-8 Effective Date.
- Each restricted stock unit represents a contingent right to receive one share of BurgerFi International, Inc. common stock.

/s/ Carl Bachmann 04/11/2024  
 \*\* 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.