

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>Sternberg Ophir</u> _____ (Last) (First) (Middle) <u>4218 NE 2ND AVENUE</u> _____ (Street) <u>MIAMI FL 33137</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Executive Chairman</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/09/2024</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 <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	04/09/2024 ⁽¹⁾⁽²⁾⁽³⁾		M		140,000	A	⁽⁴⁾	1,695,956	D		
Common Stock								1,878,725	I	Lionheart Equities, LLC ⁽⁵⁾	
Common Stock underlying Units ⁽⁶⁾								150,000	I	Lionheart Equities, LLC ⁽⁵⁾	

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	⁽⁴⁾	04/09/2024 ⁽¹⁾⁽²⁾⁽³⁾		M		140,000		⁽²⁾⁽³⁾⁽⁴⁾	⁽²⁾⁽³⁾⁽⁴⁾	Common Stock	140,000	\$0	330,000	D	

Explanation of Responses:

- 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, 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, was 10% or greater than was \$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 was 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 was 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 9, 2024, 140,000 of the restricted stock units vested based on achievement of Company Revenue for fiscal year 2023 that was 30% or greater than the Base Year Revenue.
- 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

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.