

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2022-04-15** | Period of Report: **2022-04-13**
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REPORTING OWNER

RABINOVITCH MICHAEL

CIK: **1334770**

Type: **4** | Act: **34** | File No.: **001-38417** | Film No.: **22830185**

Mailing Address

*C/O MAYOR'S JEWELERS,
INC.*

*14051 NORTHWEST 14TH
STREET, SUITE 200
SUNRISE FL 33323*

ISSUER

BurgerFi International, Inc.

CIK: **1723580** | IRS No.: **822418815** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **5812** Eating places

Mailing Address

*INTERNATIONAL, INC. U.S.
HIGHWAY 1
NORTH PALM BEACH FL
33408*

Business Address

*INTERNATIONAL, INC. U.S.
HIGHWAY 1
NORTH PALM BEACH FL
33408
(305) 573-3900*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person RABINOVITCH MICHAEL			2. Issuer Name and Ticker or Trading Symbol BurgerFi International, Inc. [BFI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2022				
C/O BURGERFI INTERNATIONAL, INC., 105 U.S. HIGHWAY 1			4. If Amendment, Date 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		
(Street) NORTH PALM BEACH, FL 33408							
(City)	(State)	(Zip)					

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	04/13/2022 ^{(1) (2)}		<u>M</u>		15,000	A	⁽³⁾	126,237	D	
Common Stock	04/13/2022		<u>F</u>		5,502 ⁽⁴⁾	D	\$3.71	120,735	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 of Derivative Security: 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	⁽³⁾	04/13/2022 ^{(1) (2)}		<u>M</u>		15,000		^{(1) (2)}	^{(1) (2)}	Common Stock	15,000	\$ 0	205,000	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 four annual installments of 25,000 restricted stock units (the "2022 Portion"), 30,000 restricted stock units, 35,000 restricted stock units and 40,000 restricted stock units beginning February 26, 2022, 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,

2022, 40% of the 2022 Portion vested based on achievement of one of the Reporting Person's key performance criteria, at which point a determination regarding satisfaction of the remaining key performance criteria with respect to the 2022 Portion had not yet been made.

2. (Continued from Footnote 1) On April 13, 2022, the remaining 60% of the 2022 Portion vested based on achievement of the Reporting Person's remaining key performance criteria with respect to the 2022 Portion.
3. Each restricted stock unit represents a contingent right to receive one share of BurgerFi International, Inc. common stock.
4. Shares disposed of represent shares withheld by the issuer to pay taxes due upon vesting of restricted stock units.

Remarks:

EXHIBIT LIST: Exhibit 24 - Power of Attorney

Signatures

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

** Signature of Reporting Person

04/15/2022

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.