

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **October 12, 2021**

**Whole Earth Brands, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-38880**

(Commission  
File Number)

**38-4101973**

(IRS Employer  
Identification No.)

**125 S. Wacker Drive  
Suite 3150  
Chicago, IL 60606**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(312) 840-6000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                                        | Trading<br>Symbol(s) | Name of each exchange on which<br>registered |
|------------------------------------------------------------|----------------------|----------------------------------------------|
| Common stock, par value \$0.0001 per share                 | FREE                 | The NASDAQ Stock Market LLC                  |
| Warrants to purchase one-half of one share of common stock | FREEW                | The NASDAQ Stock Market LLC                  |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 12, 2021, Whole Earth Brands, Inc. (the "Company") filed a Certificate of Amendment to the Company's Certificate of Incorporation (the "Charter Amendment") with the Delaware Secretary of State in the form previously attached to, and as described in, the Company's proxy statement, dated August 30, 2021 in connection with the Annual Meeting (as defined below). The Charter Amendment is effective immediately and is filed herewith as Exhibit 3.1 and incorporated by reference.

As previously described, on June 30, 2021, the Board of Directors of the Company adopted and approved an analogous amendment to the Company's bylaws, which was effective immediately.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

*Annual Meeting of Whole Earth Brands, Inc. Stockholders*

On October 12, 2021, the Company held its annual meeting of stockholders (the "Annual Meeting") at which the stockholders voted on the proposals set forth below, each of which is described in greater detail in the definitive proxy statement filed with the Securities and Exchange Commission on August 30, 2021. As of August 13, 2021, the record date for the Annual Meeting, there were 38,564,849 shares of our common stock issued and outstanding. At the Annual Meeting, there were 29,442,237 shares of our common stock present in person or represented by proxy.

Set forth below are the final voting results from the Annual Meeting:

**Proposal One: Election of Directors**

To elect seven Directors:



**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF WHOLE EARTH BRANDS, INC.**

Whole Earth Brands, Inc. (the "**Corporation**"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Certificate of Incorporation filed with the Secretary of State on June 24, 2020 (the "**Certificate of Incorporation**").

2. Article Six, Paragraph 4 of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

Subject to applicable law, any director or the entire Board of Directors may be removed with or without cause, by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation then entitled to vote at an election of directors, voting together as a single class.

3. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Ira W. Schlusel, its Vice-President, Chief Legal Officer, this 12<sup>th</sup> day of October 2021.

By /s/ Ira W. Schlusel  
Ira W. Schlusel  
Vice-President, Chief Legal Officer

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