

FORM 4

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

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

| | | | | | |
|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person Manzone Albert | | 2. Issuer Name and Ticker or Trading Symbol Whole Earth Brands, Inc. [FREE] | | 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) Chief Executive Officer | |
| (Last) (First) (Middle) C/O MERISANT, AVENUE JEAN-JACQUES ROUSSEAU 7 | | 3. Date of Earliest Transaction (Month/Day/Year) 03/24/2022 | | | |
| (Street) NEUCHATEL, V8 CH-2000 | | 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 | |
| (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 | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

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 Underlying Securities (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 | | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (1) | 03/24/2022 | | A | | 105,296 | (2) | (2) | Common Stock | 105,296 | \$ 0 | 185,493 | D | |
| Performance-Based Restricted Stock Units | (1) | 03/24/2022 | | A | | 105,295 | (3) | (3) | Common Stock | 105,295 | \$ 0 | 160,945 | D | |
| Restricted Stock Units | (1) | 03/24/2022 | | A | | 42,118 | (4) | (4) | Common Stock | 42,118 | \$ 0 | 227,611 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Manzone Albert C/O MERISANT AVENUE JEAN-JACQUES ROUSSEAU 7 NEUCHATEL, V8 CH-2000 | X | | Chief Executive Officer | |

Signatures

| | |
|---|------------|
| /s/ Albert Manzone, by Ira W. Schlusel, as Attorney-in-Fact | 03/28/2022 |
| Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

(1) Restricted stock units convert into shares of Whole Earth Brands, Inc.'s common stock on a one-for-one basis.

Subject to the reporting person's continuous employment through the vesting date, the restricted stock units shall vest one-third (1/3) annually over the next three (3) years, commencing on the grant date of March 24, 2022, except in the case of the reporting person's earlier involuntary termination. In the event of a voluntary termination by the reporting person prior to the vesting date, all restricted stock units will be forfeited.

The vesting of these performance-based restricted stock units ("PSUs") is dependent upon the achievement by Whole Earth Brands, Inc. of certain financial performance criteria. Subject to continued employment through the applicable vesting date and to accelerated vesting in certain circumstances, the number of PSUs scheduled to vest on the third anniversary of the grant date following the 2024 annual performance period will vary between 0% and 200% of the number reported, depending on whether and the extent to which Whole Earth Brands, Inc. meets certain financial performance goals.

Subject to the reporting person's continuous employment through the vesting date, the restricted stock units shall vest in full on the third anniversary of the grant date, on March 24, 2025, except in the case of the reporting person's earlier involuntary termination. In the event of a voluntary termination by the reporting person prior to the vesting date, all restricted stock units will be forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.