

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): **August 25, 2022**

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 1250
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 Symbol(s)	Name of each exchange on which 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 x

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Election of Director

On August 25, 2022, the Board appointed Michael Franklin to serve as a member of the Board. Mr. Franklin has not been appointed to any committees of the Board.

Mr. Franklin is currently a Partner at Mariposa Capital LLC (“Mariposa”), a Miami-based family investment firm focused on long-term value creation across various industries, including CPG. In his role at Mariposa, Mr. Franklin actively supports operational improvements and M&A execution. Michael serves as a board member of Royal Oak Enterprises LLC and Curio Brands Holdings LLC. Prior to joining Mariposa, Mr. Franklin served as a private investor at Viking Global Investors LP. He started his career in investment banking at Centerview Partners LLC. Mr. Franklin holds a Bachelor of Science degree in Economics from the University of Pennsylvania’s Wharton School of Business.

Mr. Franklin is the son of Sir Martin E. Franklin. Sir Martin E. Franklin is the trustee, settlor and sole beneficiary of the Martin E. Franklin Revocable Trust (the “Franklin Trust”) and the manager of Sababa Holdings FREE LLC (“Sababa”). The Franklin Trust is the sole member of Sababa. As disclosed in that Schedule 13G/A filed with the Securities and Exchange Commission (“SEC”) on May 18, 2022 and that Form 3 filed by Sababa with the SEC on May 27, 2022, Sababa is the owner of 5,766,300 shares of the common stock, par value \$0.0001 per share, of the Company (the “Franklin Shares”) (which shares represent 13.76% of the outstanding common stock of the Company). Sir Martin E. Franklin has the sole voting and disposition power with respect to the Franklin Shares. Sir Martin E. Franklin does not control or influence Mr. Franklin and Sir Martin E. Franklin is not controlled or influenced by Mr. Franklin. Mr. Franklin holds a profits interest in Sababa. Mr. Franklin disclaims beneficial ownership of the Franklin Shares.

There are no arrangements or understandings between Mr. Franklin and any other person, in each case, pursuant to which Mr. Franklin was appointed to serve on the Board. There are no family relationships between Mr. Franklin and any other director or executive officer of the Company and there have been no transactions between Mr. Franklin and the Company in the last fiscal year, and none are currently proposed, that would require disclosure under Item 404(a) of Regulation S-K.

Mr. Franklin will receive the standard compensation available to the Company’s current non-employee directors, which is discussed in the Company’s Proxy Statement filed with the SEC on April 26, 2022. In accordance with the Company’s customary practice, the Company will enter into its standard form of indemnification agreement with Mr. Franklin, which agreement was previously filed as Exhibit 10.11 to the Form S-4/A filed by Act II Global Acquisition Corp. (the Company’s predecessor) filed with the SEC on April 10, 2020.

A copy of the press release announcing Mr. Franklin’s appointment is furnished herewith as Exhibit 99.1

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1 104	Press Release, dated August 25, 2022 Cover Page Interactive Data File (embedded within the Inline XBRL document)



Whole Earth Brands, Inc. Appoints Michael Franklin to its Board of Directors

Chicago, Illinois – August 25, 2022 – Whole Earth Brands, Inc. (the “Company”) (Nasdaq: FREE) a global food company enabling healthier lifestyles through premium plant-based sweeteners, flavor enhancers and other foods, today announced the appointment of Michael Franklin to the Company’s Board of Directors (the “Board”), effective August 25, 2022. Following Mr. Franklin’s appointment, the Board will consist of eight members.

Irwin D. Simon, Executive Chairman, commented, “We are excited to announce the appointment of Michael to our Board. We look forward to his future contributions as we continue to execute on our growth strategy plans.”

Mr. Franklin is currently a Partner at Mariposa Capital LLC (“Mariposa”), a Miami-based family investment firm focused on long-term value creation across various industries, including CPG. In his role at Mariposa, Mr. Franklin actively supports operational improvements and M&A execution. Michael serves as a board member of Royal Oak Enterprises LLC and Curio Brands Holdings LLC. Prior to joining Mariposa, Mr. Franklin served as a private investor at Viking Global Investors LP. He started his career in investment banking at Centerview Partners LLC. Mr. Franklin holds a Bachelor of Science degree in Economics from the University of Pennsylvania’s Wharton School of Business.

About Whole Earth Brands

Whole Earth Brands is a global food company enabling healthier lifestyles and providing access to premium plant-based sweeteners, flavor enhancers and other foods through our diverse portfolio of trusted brands and delicious products, including Whole Earth Sweetener®, Wholesome®, Swerve®, Pure Via®, Equal® and Candere!®. With food playing a central role in people’s health and wellness, Whole Earth Brands’ innovative product pipeline addresses the growing consumer demand for more dietary options, baking ingredients and taste profiles. Our world-class global distribution network is the largest provider of plant-based sweeteners in more than 100 countries with a vision to expand our portfolio to responsibly meet local preferences. We are committed to helping people enjoy life’s everyday moments and the celebrations that bring us together. For more information on how we “Open a World of Goodness®,” please visit www.WholeEarthBrands.com.

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