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

**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

1. Name and Address of Reporting Person * <u>Franklin Michael E.</u>  (Last) (First) (Middle) <u>C/O WHOLE EARTH BRANDS, INC.</u> <u>125 S. WACKER DRIVE, SUITE 1250</u>  (Street) <u>CHICAGO IL 60606</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Whole Earth Brands, Inc. [ FREE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Interim CEO</b></p>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/06/2023</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	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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	(1)	04/06/2023		A		742,471		(2)	(2)	Common Stock	742,471	\$0.00	742,471	D	
Performance-Based Restricted Stock Units	(1)	04/06/2023		A		742,471		(3)	(3)	Common Stock	742,471	\$0.00	742,471	D	

**Explanation of Responses:**

- 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 March 31, 2024, the restricted stock units shall vest on April 6, 2024 (the one-year anniversary of the grant date), except (a) in the case of the reporting person's earlier termination by the Company without cause or by the reporting person for good reason, or (b) upon a change in control of the company, in which case the restricted stock units will vest in full upon the occurrence of such earlier event.
- Subject to the reporting person's continuous employment through March 31, 2024, and upon achievement by the Company of certain pre-established financial performance goals, the performance-based restricted stock units shall vest on April 6, 2024 (the one-year anniversary of the grant date), except (a) in the case of the reporting person's earlier termination by the Company without cause or by the reporting person for good reason, or (b) upon a change in control of the company, in which case the performance-based restricted stock units will vest in full upon the occurrence of such earlier event.

/s/ Michael E Franklin, by Ira W. Schlüssel, as Attorney-in-Fact 04/10/2023

\*\* 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.