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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Fiaux Bernardo</u>  (Last) (First) (Middle) C/O WHOLE EARTH BRANDS, INC. 125 S. WACKER DRIVE, SUITE 1250  (Street) CHICAGO IL 60606  (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) Director 10% Owner Officer (give title below) Other (specify below) X Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	(I)	05/01/2023		A		62,500		(2)	(2)	Common Stock	62,500	\$0.00	62,500	D	
Performance-Based Restricted Stock Units	(I)	05/01/2023		A		26,786		(3)	(3)	Common Stock	26,786	\$0.00	26,786	D	
Performance-Based Restricted Stock Units	(I)	05/01/2023		A		200,000		(4)	(4)	Common Stock	200,000	\$0.00	226,786	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 the vesting date, the restricted stock units shall vest on May 1, 2024 (the one-year anniversary of the grant date), 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 PSUs shall vest on May 1, 2024 (the one-year anniversary of the grant date) if the designated financial performance criteria is achieved.
- The vesting of these 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, these PSUs may vest between the first anniversary of the grant date and the third anniversary of the grant date if the designated financial performance criteria is achieved.

/s/ Bernardo Fiaux, by Ira W. Schlüssel, as Attorney-in-Fact      05/03/2023

\*\* 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.