

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

FORM 8-K/A  
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 1, 2023**

**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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On July 17, 2023, Whole Earth Brands, Inc., a Delaware corporation (the "Company"), filed a Current Report on Form 8-K (the "Original Filing") to report that Rajnish Ohri was appointed as an Interim Co-Chief Executive Officer of the Company, effective as of July 16, 2023.

This Amendment No. 1 to the Current Report on Form 8-K amends and supplements the Original Filing to disclose certain compensation arrangements pursuant to Item 5.02 of Form 8-K, as Mr. Ohri's compensation had not yet been determined at the time of the Original Filing.

On August 1, 2023, the Board of Directors of the Company approved the following compensation arrangements for Rajnish Ohri in connection with his appointment as an Interim Co-Chief Executive Officer of the Company:

- Mr. Ohri will receive an annual base salary of \$500,000;
- At the end of each calendar year while employed, Mr. Ohri will be eligible for a discretionary annual incentive bonus with a target level equal to 100% of his base salary;
- Mr. Ohri has been granted a stock award under the Company's Amended and Restated 2020 Long-Term Incentive Plan consisting of 187,032 restricted stock units ("RSUs"), which RSUs will vest in three equal annual installments beginning on the first anniversary of the date of grant (August 1, 2023);
- If Mr. Ohri is terminated by the Company without cause (excluding death or disability), the Company will pay to Mr. Ohri an amount equal to twelve months base salary, payable during the Company's normal payroll;





August 1, 2023  
Rajnish Ohri, via email

Dear Rajnish:

The details of your salary adjustments are as follow:

	Current	New
Effective Date:	N/A	August 1, 2023
Base Salary (USD)	\$320,929.52	\$500,000*
Incentive Target %	60%	100%
Incentive Payout at Target	\$192,557.71	\$500,000
Total Cash Compensation at Target	\$513,487.23	\$1,000,000
<b>Total Increase %</b>		<b>95%</b>

\*In addition to your base salary, you will continue to receive monthly car allowance.

In the event of a termination by the Company without cause, excluding death or disability, you shall be entitled to severance of 12 months Base salary (the "Severance Period"), payable during the Company's normal payroll cycle. All other terms and conditions of the severance payments (as outlined in executed offer letter) will remain unchanged.

The other aspects of your compensation, benefits and employment terms will remain unchanged.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

\_\_\_\_\_

\_\_\_\_\_ **Date**

\_\_\_\_\_  
Rajnish Ohri  
Interim Co-CEO

\_\_\_\_\_ **Date**



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