

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): March 11, 2022

**EzFill Holdings, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-40809**

(Commission  
File Number)

**83-4260623**

(IRS Employer  
Identification No.)

**2999 NE 191<sup>st</sup> Street, Suite 500, Aventura, Florida 33180**

(Address of Principal Executive Offices)

**305-791-1169**

(Registrant's Telephone Number, Including Area Code)

(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 (see General Instruction A.2. below):

- 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, \$0.0001	EZFL	NASDAQ Capital Market

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 2.01. Completion of Acquisition or Disposition of Assets.**

On March 11, 2022 (the "Closing Date"), EzFill Holdings, Inc. (the "Company") and Full Service Fueling, Inc. ("Seller"), completed its previously announced acquisition through the Asset Purchase and Fuel Supply Agreement (the "Purchase Agreement") wherein the Company purchased assets of Seller for (a) \$325,000 cash, and (b) shares of common stock par value \$0.0001, of the Company, valued at \$50,000 based upon the Company's closing stock price on the NASDAQ on March 10, 2022.

Further, on the Closing Date, the Company executed Loading Rack Licensing Agreement (the "Loading Agreement") wherein the Company shall purchase from Palmdale Oil Company, Inc. ("Palmdale"), an affiliate of Seller, petroleum and lubricant products (collectively referred to as the "Petroleum Products") and the Company shall load those Petroleum Products onto its own transport vehicles by making use of certain of Palmdale's loading racks.

Also on the Closing Date, the Company and Seller executed a Mutual Non-Solicitation and Non-Interference Agreement ("Non-Solicitation Agreement") that contained provisions that restricted the ability of either party to solicit or interfere with the business relations with customers, employees, clients, independent contractors or personnel of each other during the term of the Agreement and for 2 years thereafter.

The Purchase Agreement also included customary representations, warranties and covenants of the Company and Palmdale. The representations and warranties made by each party were made solely for the benefit of the other party and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk

between the parties to the Purchase Agreement if those statements prove to be inaccurate; (ii) may have been qualified in the Purchase Agreement by disclosures that were made to the other party in disclosure schedules to the Purchase Agreement; (iii) may apply contract standards of "materiality" that are different from "materiality" under the applicable securities laws; and (iv) were made only as of the date of the Purchase Agreement or such other date or dates as may be specified in the Purchase Agreement.

The Purchase Agreement also contains post-closing indemnification provisions pursuant to which Palmdale has agreed to indemnify the Company against losses resulting from certain events, including breaches of representations and warranties, covenants and certain other matters.

A description of the Purchase Agreement was previously included in the Company's Current Report on Form 8-K filed on March 3, 2022, which description is incorporated herein by reference. The summaries of the Purchase Agreement, Non-Solicitation Agreement and Loading Agreement do not purport to be complete and are qualified in their entirety by reference to these agreements, copies which are filed as Exhibits 2.1, 10.1 and 10.2, respectively, to this Current Report on Form 8-K and incorporated herein by reference. A copy of the press release announcing the completion of the acquisition is also attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
2.1	<a href="#">Asset Purchase and Fuel Supply Agreement dated March 2, 2022 (incorporated by reference to Exhibit 2.1 to the Company's Current report on Form 8-K filed with the SEC on March 3, 2022)</a>
10.1	<a href="#">Loading Rack Licensing Agreement dated March 11, 2022 (incorporated by reference to Exhibit 10.1 to the Company's Current report on Form 8-K filed with the SEC on March 3, 2022)</a>
10.2	<a href="#">Mutual Non-Solicitation and Non-Interference Agreement dated March 11, 2022 (incorporated by reference to Exhibit 10.2 to the Company's Current report on Form 8-K filed with the SEC on March 3, 2022)</a>
99.1	<a href="#">Press Release dated March 14, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

---

2

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 15, 2022

**EZFILL HOLDINGS, INC.**

*/s/ Michael McConnell*

\_\_\_\_\_  
Michael McConnell  
Chief Executive Officer

---

3

**EzFill Closes Acquisition of Mobile Fuel Delivery Business****EzFill Holdings Inc.**

Mon, March 14, 2022, 4:15 PM·3 min read

EzFill Holdings Inc.

*Positions Company to Expand across Florida, Beginning with Tampa and West Palm Beach*

**MIAMI, FL, March 14, 2022 (GLOBE NEWSWIRE)** – EzFill Holdings, Inc. (“EzFill” or the “Company”) (NASDAQ: EZFL), a pioneer and emerging leader in the mobile fuel industry, announced today that it closed on the previously announced acquisition of the assets of mobile fuel delivery service, Full Service Fueling Inc. (“FULL”), an affiliate of Palmdale Oil Company (“Palmdale”), located in West Palm Beach, Florida. Acquired assets include FULL’s fueling trucks and customers, which are mostly consumers.

Additionally, in connection with the transaction, EzFill has executed an operating and supply agreement with Palmdale, one of the largest wholesale fuel suppliers in the State of Florida. As part of the agreement, Palmdale will serve as one of the main fuel suppliers for EzFill throughout Florida, with preferred pricing. Palmdale will also provide EzFill with access to vehicle parking at their locations throughout the state.

Commenting on the transaction, Mike McConnell, Chief Executive Officer of EzFill, stated, “The assets that we have acquired, along with the operating and supply agreement with Palmdale, are key to advancing our near-term growth opportunities and further strengthen our leadership position in Florida’s mobile fuel industry. These assets, combined with our growing roster of fleet accounts, will enable us to efficiently scale more rapidly.”

Additional details about the transaction can be found in the Company’s Form 8-K, which the Company will file on or about the date of this press release.

**About EzFill**

EzFill is a leader in the fast-growing mobile fuel industry, with the largest market share in its home state of Florida. Its mission is to disrupt the gas station fueling model by providing consumers and businesses with the convenience, safety, and touch-free benefits of on-demand fueling services brought directly to their locations. For commercial and specialty customers, at-site delivery during downtimes enables operators to begin their daily operations with fully fueled vehicles. For more information, visit [www.ezfl.com](http://www.ezfl.com).

---

**Forward Looking Statements**

This press release contains “forward-looking statements” Forward-looking statements reflect our current view about future events. When used in this press release, the words “anticipate,” “believe,” “estimate,” “expect,” “future,” “intend,” “plan,” or the negative of these terms and similar expressions, as they relate to us or our management, identify forward-looking statements. Such statements, include, but are not limited to, statements contained in this press release relating to our business strategy, our future operating results and liquidity and capital resources outlook. Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees of assurance of future performance. We caution you therefore against relying on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, without limitation, our ability to raise capital to fund continuing operations; our ability to protect our intellectual property rights; the impact of any infringement actions or other litigation brought against us; competition from other providers and products; our ability to develop and commercialize products and services; changes in government regulation; our ability to complete capital raising transactions; and other factors relating to our industry, our operations and results of operations. Actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We cannot guarantee future results, levels of activity, performance or achievements. The Company assumes no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this release.

**For further information, please contact:****Investor and Media Contact**

KCSA Strategic Communications  
[EzFill@kcsa.com](mailto:EzFill@kcsa.com)

---