

**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): March 24, 2023**

**EZFILL HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware  
(State or other jurisdiction  
of incorporation)**

**001-40809  
(Commission  
File Number)**

**84-4260623  
(IRS Employer  
Identification No.)**

**2999 NE 191<sup>st</sup> Street, Aventura, Florida 33180  
(Address of principal executive offices, including Zip Code)**

**305-791-1169  
(Registrant's telephone number, including area code)**

**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 240.13a-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 par value per share	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 1.01 Entry into Material Definitive Agreement**

As previously reported on a Current Report on Form 8-K which was filed with the Securities and Exchange Commission February 17, 2023, EzFill Holdings, Inc. (the "Company"), entered into a Sales Agreement (the "Sales Agreement") with ThinkEquity LLC (the "Sales Agent"), pursuant to which the Company may offer and sell, from time to time through the Sales Agent, shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), having an aggregate offering price of up to \$2,096,000, subject to the terms and conditions of the Sales Agreement.

On March 24, 2023 the Company and ThinkEquity executed a letter agreement pursuant to which the Sales Agreement was terminated. As of the date of termination of the Sales Agreement, the Company sold an aggregate of \$26,601 of its common stock pursuant to the Sales Agreement and issued 67,141 shares of common stock.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

No.	Description
10.1	<a href="#">Notice of Termination of Sales of Sales Agreement</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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

**EZFILL HOLDINGS, INC.**

Date: March 29, 2023

By: /s/ Michael McConnell  
Name: Michael McConnell  
Title: Chief Executive Officer

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March 24, 2023

ThinkEquity LLC  
17 State Street, 41<sup>st</sup> Floor  
New York, New York 10004  
Attention: Head of Investment Banking  
[notices@think-equity.com](mailto:notices@think-equity.com)

Ladies and Gentlemen:

Reference is made to the ATM Sales Agreement between EzFill Holdings, Inc. a Delaware corporation (the "Company") and ThinkEquity LLC ("Agent") dated February 17, 2023 (the "Agreement"). The Company and the Agent hereby agree that the Agreement is hereby terminated except that Section 8, Section 10, Section 11, Section 17 and Section 18 of the Agreement shall remain in full force and effect solely to the extent provided in the Agreement. The Agent confirms that no commissions, fees or expenses are due under the Agreement.

The Company and the Agent hereby waive any notice required by Section 12 of the Agreement.

If this letter correctly sets forth your understanding of our agreement with respect to the foregoing matters, please so indicate by signing below on the line provided for your signature.

EZFILL HOLDINGS, INC.

/s/ Michael McConnell

Michael McConnell  
Chief Executive Officer

Reviewed, approved, agreed and accepted as of the date first-above written:

ThinkEquity LLC

By: /s/ Kevin Mangan

Kevin Mangan  
Managing Director, Head of Equity Syndicate

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