

**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): July 31, 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 191st 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 a Material Definitive Agreement.

Amendment to Promissory Note and Securities Purchase Agreement

As previously reported on EzFill Holdings, Inc.'s (the "Company") Current Report on Form 8-K filed with the Securities and Exchange Commission (the "Commission") on April 21, 2023, on April 19, 2023 the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with AJB Capital Investments, LLC ("AJB" or the "Investor") with respect to the sale and issuance to the Investor of: (i) an initial commitment fee in the amount of \$700,000 in the form of 2,000,000 shares (the "Commitment Fee Shares") of the Company's common stock (the "Common Stock") and (ii) a promissory note in the aggregate principal amount of \$1,500,000 (the "Note"). As previously reported on the Company's Current Report on Form 8-K filed with the Commission on May 18, 2023, on May 17, 2023, the Company and AJB entered into an Amendment to the Purchase Agreement (the "Amended Purchase Agreement").

On August 3, 2023, the Company and AJB executed an additional amendment to the Amended Purchase Agreement (the "August Amendment"). The August Amendment provides the Company until September 15, 2023 to obtain the Shareholder Approval required by the Purchase Agreement.

The information set forth above is qualified in its entirety by reference to the August Amendment, which is incorporated herein by reference and attached hereto as Exhibit 10.1.

Item 3.02. Unregistered Sales of Equity Securities.

On July 31, 2023, the Company entered into an agreement wherein the Company agreed to issue to a consultant an aggregate of 75,000 shares of the Company's common stock in exchange for the consultant's services. The shares will be issued in three, 25,000 share issuances.

The securities above were offered and sold pursuant to an exemption from the registration requirements under Section 4(a)(2) of the Securities Act for transactions not involving a public offering.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit No.	Description
10.1	<u>Amendment to the Securities Purchase Agreement dated August 3, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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.

Date: August 4, 2023

EZFILL HOLDINGS, INC.

By: /s/ Yehuda Levy
Name: Yehuda Levy
Title: Interim Chief Executive Officer

**AMENDMENT TO THE PROMISSORY NOTE
AND SECURITIES PURCHASE
AGREEMENT DATED APRIL 19, 2023**

THIS AMENDMENT to the Note (as defined below) and Agreement (as defined below) (this "Amendment") is entered into as of August __, 2023 (the "Effective Date"), by and between EZFILL HOLDINGS, INC., a Delaware corporation, with headquarters located at 2999 NE 191st Street, Suite 500, Aventura, FL 33180 (the "Company"), and AJB CAPITAL INVESTMENTS, LLC, a Delaware limited liability company, with its address at 4700 Sheridan Street, Suite J, Hollywood, FL 33021 (the "Buyer") (collectively the "Parties").

BACKGROUND

- A. The Company issued to the Buyer a 10% promissory note, dated April 19, 2023, in the aggregate principal amount of US\$1,500,000.00 (together with any note(s) issued in replacement thereof or as a dividend thereon or otherwise with respect thereto in accordance with the terms thereof, the "Note"), convertible following an Event of Default (as defined in the Agreement) into shares of common stock, \$0.0001 par value per share, of the Company pursuant to a securities purchase agreement dated April 19, 2023 (the "Agreement");
- B. The Note was amended pursuant to the Amendment to the Promissory Note and Securities purchase Agreement dated May 17, 2023.
- C. The Company and the Buyer desire to further amend the Agreement and Agreement as set forth expressly below.

NOW THEREFORE, in consideration of the execution and delivery of the Amendment and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Section 4(q) of the Agreement shall be replaced in the entirety with the following:
 - q. Shareholder Approval. The Company shall on or before September 15, 2023, obtain the Shareholder Approval. For purposes of this Agreement "Shareholder Approval" shall mean the approval of the holders of a majority of the Company's outstanding voting Common Stock: (a) if and to the extent legally required, to amend the Company's Articles of Incorporation to increase the number of authorized shares of Common Stock by at least the number of shares equal to the number of shares of Common Stock issuable under the Transaction Documents, or (b) to ratify and approve all of the transactions contemplated by the Transaction Documents, including the issuance of all of the Commitment Fee Shares issued and potentially issuable to the Buyer thereunder, all as may be required by the applicable rules and regulations of the Nasdaq (or any successor entity). Shareholder Approval shall be obtained either by (i) the Company soliciting proxies from its shareholders in connection therewith in the same manner as all other management proposals in such proxy statement and all management-appointed proxyholders shall vote their proxies in favor of such proposal or (ii) the Company filings a Schedule 14C Information statement following the approval by a majority in interest of its shareholders. Pursuant to clause (i) in the preceding above, if the Company does not obtain Shareholder Approval at the first meeting, the Company shall call a meeting every four months thereafter to seek Shareholder Approval until the date the Shareholder Approval is obtained.
2. Section 10(a) of the Agreement shall apply with respect to this Amendment.
3. This Amendment shall be deemed part of, but shall take precedence over and supersede any provisions to the contrary contained in the Note and Agreement, as applicable. Except as specifically modified hereby, all of the provisions of the Note and Agreement, which are not in conflict with the terms of this Amendment, shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment as of the date first above written.

EZFILL HOLDINGS, INC.

AJB CAPITAL INVESTMENTS, LLC

DocuSigned by:
/s/ *Yehuda Levy*
Name: Yehuda Levy

Title: Interim Chief Executive Officer

DocuSigned by:
/s/ *Simeon Wohlberg*
Name: Simeon Wohlberg

Title: Partner

[Signature page to Amendment to the Promissory Note]
