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As filed with the Securities and Exchange Commission on February 1, 2024

Registration No. 333-275761

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

**FORM S-1/A  
(Amendment No. 3)**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**EzFill Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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

**5500**  
(Primary Standard Industrial  
Classification Code Number)

**83-4260623**  
(I.R.S. Employer  
Identification Number)

67 NW 183<sup>rd</sup> St.,  
Miami, Florida 33169  
305-791-1169

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Yehuda Levy**  
**Chief Executive Officer**  
**EzFill Holdings, Inc.**

67 NW 183<sup>rd</sup> St.,  
Miami, Florida 33169  
305-791-1169

(Name, address, including zip code, and telephone number, including area code, of agent for service)

***Copies to:***

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(Approximate date of commencement of proposed sale to the public)

**As soon as practicable after the effective date of this Registration Statement**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the

same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☒

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 to Section 7(a)(2)(B) of the Securities Act. ☒

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.**

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### EXPLANATORY NOTE

EZFill Holdings, Inc. is filing this Amendment No. 3 (this “Amendment”) to its Registration Statement on Form S-1 (File No. 333-275761) (the “Registration Statement”) as an exhibits-only filing. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16(a) of Part II of the Registration Statement, the signature page and the filed exhibits. The remainder of the Registration Statement is unchanged and has been omitted.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 16. Exhibits and Financial Statement Schedules.**

<b>Exhibit Number</b>	<b>Description</b>
1.1	<a href="#"><u>Form of Underwriting Agreement by and between EZFill Holdings Inc. and ThinkEqity LLC</u></a>
3.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant, incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
3.2	<a href="#"><u>Bylaws of the Registrant, incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
3.3	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation. Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K originally filed with the Securities and Exchange Commission on September 16, 2021.</u></a>
4.1	<a href="#"><u>Form of Representatives Warrant, incorporated by reference to Exhibit 4.2 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
5.1	<a href="#"><u>Opinion of Sichenzia Ross Ference Carmel LLP</u></a>
10.1	<a href="#"><u>Asset Purchase Agreement between Neighborhood Fuel, Inc. and Neighborhood Fuel Holdings, LLC, dated as of February 19, 2020, incorporated by reference to Exhibit 10.1 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.2	<a href="#"><u>Asset Sale and Purchase Agreement between EzFill FI, LLC and EzFill Holdings, Inc., dated as of April 9, 2019, incorporated by reference to Exhibit 10.2 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.3	<a href="#"><u>Promissory Note, dated November 24, 2020, incorporated by reference to Exhibit 10.8 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.4	<a href="#"><u>Promissory Note, dated June 25, 2021 issued to LH MA 2 LLC, incorporated by reference to Exhibit 10.11 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.5	<a href="#"><u>Promissory Note dated June 25, 2021 issued to the Farkas Group, Inc., incorporated by reference to Exhibit 10.12 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.6	<a href="#"><u>Promissory Note dated July 26, 2021 issued to LH MA 2 LLC, incorporated by reference to Exhibit 10.13 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.7	<a href="#"><u>Promissory Note dated July 26, 2021 issued to the Farkas Group, Inc., incorporated by reference to Exhibit 10.14 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.8	<a href="#"><u>Promissory Note dated August 18, 2021 issued to the Farkas Group, Inc., incorporated by reference to Exhibit 10.15 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.9	<a href="#"><u>Promissory Note dated August 19, 2021 issued to Hutton Capital Management, incorporated by reference to Exhibit 10.16 of the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.10	<a href="#"><u>Securities-Based Line of Credit, Promissory Note, Security, Pledge and Guaranty Agreement, incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 15, 2021.</u></a>
10.11	<a href="#"><u>Employment Agreement between EzFill Holdings, Inc. and Richard Dery. Incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>
10.12	<a href="#"><u>Stock Incentive Plan incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (333-256691), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.</u></a>

- 10.13 [Technology License Agreement between Fuel Butler, LLC and EzFill Holdings, Inc. incorporated by reference to Exhibit 10.10 of the Registrant's Registration Statement on Form S-1 \(333-256691\), as amended, originally filed with the Securities and Exchange Commission on June 28, 2021.](#)
- 10.14 [Securities-Based Line of Credit, Promissory Note, Security Pledge and Guaranty Agreement incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 15, 2021.](#)
- 10.15 [Separation Agreement and Release incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 3, 2022.](#)
- 10.16 [Non Independent Board Member Letter Agreement incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 3, 2022.](#)
- 10.17 [Asset Purchase and Fuel Supply Agreement dated March 2, 2022 incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 3, 2022.](#)
- 10.18 [EZFill Holdings, Inc. 2022 Equity Incentive Plan \(incorporated by reference to 8-K filed June 7, 2022\).](#)
- 10.19 [Material Services Agreement between South Florida Motorsports, LLC and EzFill Holdings, Inc. \(incorporated by reference to 8-K filed January 25, 2023\).](#)
- 10.20 [Consulting Agreement by and between EzFill Holdings, Inc. and Lunar Project LLC dated January 27, 2023 \(incorporated by reference to 8-K filed January 27, 2023\).](#)
- 10.21 [Form of Non-Qualified Stock Option Agreement \(incorporated by reference to 8-K filed January 27, 2023\).](#)
- 10.22 [Consulting Agreement between Mountain Views Strategy Ltd. And EzFill Holdings, Inc. \(incorporated by reference to 8-K filed February 16, 2023\).](#)
- 10.23 [Promissory Note between Farkas Group, Inc. and EzFill Holdings, Inc. \(incorporated by reference to 8-K filed April 10, 2023\).](#)
- 10.24 [Promissory Note in the principal amount of \\$1,500,000 dated April 19, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed April 21, 2023\).](#)
- 10.25 [Securities Purchase Agreement, between EzFill Holdings, Inc. and AJB Capital Investments, LLC, dated April 19, 2023 \(incorporated by reference to 8-K filed April 21, 2023\).](#)
- 10.26 [Security Agreement between EzFill Holdings Inc., and AJB Capital Investments, LLC dated April 19, 2023 \(incorporated by reference to 8-K filed April 21, 2023\).](#)
- 10.27 [Employment Agreement between Avishai Vaknin and EzFill Holdings, Inc. \(incorporated by reference to 8-K filed April 25, 2023\).](#)
- 10.28 [Services Agreement between Telx Computers Inc. and EzFill Holdings, Inc. \(incorporated by reference to 8-K filed April 25, 2023\).](#)
- 10.29 [Employment Agreement between Yehuda Levy and EzFill Holdings, Inc. \(incorporated by reference to 8-K filed April 25, 2023\).](#)
- 10.30 [Amended and Restated Promissory Note dated May 17, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed May 18, 2023\).](#)
- 10.31 [Amendment to the Securities Purchase Agreement dated May 17, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed May 18, 2023\).](#)
- 10.32 [Amendment to Consulting Services Agreement dated May 15, 2023 between EzFill Holdings, Inc. and Mountain Views Strategy Ltd. \(incorporated by reference to 8-K filed May 18, 2023\).](#)
- 10.33 [Loan Agreement between Stripe, Inc. and EzFill Holdings, Inc. dated June 14, 2023 \(incorporated by reference to 8-K filed June 20, 2023\).](#)
- 10.34 [Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC \(incorporated by reference to 8-K filed July 11, 2023\).](#)
- 10.35 [Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC \(incorporated by reference to 8-K filed August 3, 2023\).](#)
- 10.36 [Amendment to the Securities Purchase Agreement dated August 3, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed August 4, 2023\).](#)
- 10.37 [Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC dated August 23, 2023 \(incorporated by reference to 8-K filed August 24, 2023\).](#)

- 10.38 [Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC dated August 30, 2023 \(incorporated by reference to 8-K filed September 6, 2023\)](#)
- 10.39 [Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC dated September 6, 2023 \(incorporated by reference to 8-K filed September 7, 2023\)](#)
- 10.40 [Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC dated September 13, 2023 \(incorporated by reference to 8-K filed September 15, 2023\)](#)
- 10.41 [Amendment to the Securities Purchase Agreement dated September 18, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed September 21, 2023\)](#)
- 10.42 [Securities Purchase Agreement effective October 25, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed November 3, 2023\)](#)
- 10.43 [Promissory Note dated November 3, 2023 between EzFill Holdings, Inc. and Next Charging LLC \(incorporated by reference to 8-K filed November 3, 2023\)](#)
- 10.44+ [Securities Purchase Agreement dated October 13, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed October 18, 2023\)](#)
- 10.45+ [Promissory Note dated October 13, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed October 18, 2023\)](#)
- 10.46 [Second Amendment to the Security Agreement dated October 13, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed October 18, 2023\)](#)
- 10.47 [Amended and Restated Exchange Agreement dated November 2, 2023 by and among EzFill Holdings, Inc., all members of Next Charging LLC and Michael Farkas, an individual, as the representative of the members of Next Charging LLC \(incorporated by reference to 8-K filed November 8, 2023\)](#)
- 10.48 [2023 Equity Incentive Plan \(incorporated by reference to 8-K filed June 6, 2023\)](#)
- 10.49 [Promissory Note, dated December 4, 2023 \(incorporated by reference to 8-K filed December 6, 2023\)](#)
- 10.50 [Promissory Note, dated December 13, 2023 \(incorporated by reference to 8-K filed December 14, 2023\)](#)
- 10.51 [Promissory Note, dated December 18, 2023 \(incorporated by reference to 8-K filed December 18, 2023\)](#)
- 10.52 [Promissory Note, dated December 20, 2023 \(incorporated by reference to 8-K filed December 22, 2023\)](#)
- 10.53 [Promissory Note, dated December 27, 2023 \(incorporated by reference to 8-K filed December 27, 2023\)](#)
- 10.54 [Promissory Note, dated January 5, 2024 \(incorporated by reference to 8-K filed January 8, 2024\)](#)
- 10.55 [Global Amendment 1 dated January 11, 2024 between EzFill Holdings, Inc. and Next Charging LLC \(incorporated by reference to 8-K filed January 17, 2024\)](#)
- 10.56 [Global Amendment 2 dated January 11, 2024 between EzFill Holdings, Inc. and Next Charging LLC \(incorporated by reference to 8-K filed January 17, 2024\)](#)
- 10.57 [Promissory Note dated January 16, 2024 between EzFill Holdings, Inc. and Next Charging LLC. \(incorporated by reference to 8-K filed January 17, 2024\)](#)
- 10.58 [Global Amendment dated January 17, 2024 between EzFill Holdings, Inc. and AJB Capital Investments, LLC \(incorporated by reference to 8-K filed January 17, 2024\)](#)
- 10.59 [Promissory Note dated January 25, 2024 between EzFill Holdings, Inc. and Next Charging LLC \(incorporated by reference to 8-K filed January 31, 2024\)](#)
- 21 [List of Subsidiaries incorporated by reference to Exhibit 21 to Amendment No. 4 to the Registrant's Registration Statement on Form S-1 \(333-256691\), as amended, originally filed with the Securities and Exchange Commission on August 20, 2021.](#)
- 23.1 [Consent of Sichenzia Ross Ference Carmel LLP \(included as part of Exhibit 5.1\)](#)
- 23.2 [Consent of M&K CPAS PLLC \(previously filed\)](#)
- 23.3 [Consent of M&K CPAS PLLC \(previously filed\)](#)
- 24.1 [Power of Attorney \(previously included on signature page\)](#)
- 107 [Filing Fee Table \(previously filed\)](#)

+ Pursuant to Item 601(b)(10)(iv) of Regulation S-K promulgated by the Securities and Exchange Commission, certain portions of this exhibit have been omitted because it is both not material and the type of information that the Company treats as private or confidential.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Miami, State of Florida, on February 1, 2024.

EzFILL HOLDINGS, INC.

By: /s/ Yehuda Levy

Yehuda Levy  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yehuda Levy</u> Yehuda Levy	Chief Executive Officer and Director (Principal Executive Officer)	February 1, 2024
<u>/s/ *</u> Michael Handelman	Chief Financial Officer (Principal Financial and Accounting Officer)	February 1, 2024
<u>/s/ *</u> Bennett Kurtz	Director	February 1, 2024
<u>/s/ *</u> Jack Leibler	Director	February 1, 2024
<u>/s/ *</u> Sean Oppen	Director	February 1, 2024
<u>/s/ *</u> Daniel Arbour	Director	February 1, 2024

\*

By: /s/ Yehuda Levy

Yehuda Levy  
Attorney-In-Fact