

**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): June 10, 2024

**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.)

**67 NW 183rd Street, Miami, Florida 33169**  
(Address of principal executive offices, including Zip Code)

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

**2999 NE 191st Street, Ste 500, Aventura Florida 33180**  
(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.***Entry into the second amended and restated exchange 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 August 16, 2023 and November 8, 2023, the Company, the members of Next Charging LLC (the "Members") and Michael Farkas, an individual, as the representative of the Members entered into an Exchange Agreement dated August 10, 2023 as amended by the Amended and Restated Exchange Agreement, dated November 2, 2023 (as so amended the "Original Exchange Agreement"), pursuant to which the Company agreed to acquire from the Members 100% of the membership interests of Next Charging LLC in exchange for the issuance by the Company to the Members of shares of common stock, par value \$0.0001 per share, of the Company (the "Common Stock").

Subsequently, Next Charging LLC converted to a corporation organized in the State of Nevada named NextNRG Holding Corp. effective as of March 1, 2024 (the "Conversion"), which Conversion continued the existence of the prior entity in the new corporate form and the prior members of Next Charging LLC remained as shareholders of NextNRG Holding Corp.

On June 11, 2024, in order to reflect the Conversion, the Company, all of the shareholders of NextNRG Holding Corp. (the "Shareholders") and Michael Farkas as the representative of the Shareholders (the "Shareholders' Representative") executed a second amended and restated agreement to replace the Original Exchange Agreement in its entirety (the "Second Amended and Restated Exchange Agreement"). Pursuant to the Second Amended and Restated Exchange Agreement, the Company agreed to acquire from the Shareholders 100% of the shareholding of NextNRG Holding Corp. in exchange for the issuance by the Company to the Shareholders of Common Stock. Upon consummation of the transactions contemplated by the Second Amended and Restated Exchange Agreement (the "Closing" and, the date of the Closing, the "Closing Date"), Next Charging will become a wholly-owned subsidiary of the Company.

The Members' Representative is the chief executive officer and the controlling shareholder of NextNRG Holding Corp. and is also the beneficial owner of approximately 27% of the Company's issued and outstanding common stock.

The information set forth above is qualified in its entirety by reference to the Second Amended and Restated Exchange Agreement, which is incorporated herein by reference and attached hereto as Exhibit 10.1.

*Promissory Note dated June 10, 2024:*

On June 10, 2024, EzFill Holdings, Inc. (the "Company") and NextNRG Holding Corp. (formerly Next Charging, LLC) ("Next") entered into a promissory note (the "June 10 Note") for the sum of \$165,000 (the "Loan") to be used for the Company's working capital needs. The June 10 Note has an original issue discount ("OID") equal to \$15,000, which is 10% of the aggregate original principal amount of the Loan. The unpaid principal balance of the June 10 Note has a fixed rate of interest of 8% per annum for the first nine months, afterward, the June 10 Note will begin to accrue interest on the entire balance at 18% per annum.

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Unless the June 10 Note is otherwise accelerated, or extended in accordance with the terms and conditions therein, the balance of the June 10 Note, along with accrued interest, will be due on August 10, 2024 (the “Maturity Date”). The Maturity Date will automatically be extended for 2 month periods, unless Next sends 10 days written notice, prior to the end of any 2 month period, that it does not wish to extend the June 10 Note, at which point the end of the then current 2 month period shall be the Maturity Date.

If the Company defaults on the June 10 Note, (i) the unpaid principal and interest sums, along with all other amounts payable, multiplied by 150% will be immediately due, and (ii) Next will have the right to convert all or any part of the outstanding and unpaid principal, interest, penalties, and all other amounts under the June 10 Note into fully paid and non-assessable shares of the Company’s common stock. The conversion price shall equal the greater of the average VWAP over the ten (10) Trading Day period prior to the conversion date; or \$0.70 (the “Floor Price”). Notwithstanding the foregoing, the conversion price shall not exceed the closing price of the Company’s Common Stock on the Nasdaq Capital Market on the date of the June 10 Note.

The Company has agreed to issue 52,000 shares of its common stock to Next (the “Commitment Fee Shares”). The Commitment Fee Shares, when issued, shall be deemed to be validly issued, fully paid, and non-assessable shares of the Company’s Common Stock. The Commitment Fee Shares were deemed fully earned as of June 10, 2024.

The Company and Next have agreed that the total cumulative number of common stock issued to Next under this Note, together with all other transaction documents may not exceed the requirements of Nasdaq Listing Rule 5635(d) (“Nasdaq 19.99% Cap”), except that such limitation will not apply following shareholder approval. If the Company is unable to obtain shareholder approval to issue common stock to Next in excess of the Nasdaq 19.99% Cap, then any remaining outstanding balance of this June 10 Note must be repaid in cash at the request of Next.

The June 10 Note contains a protection for Next in the event the Company effectuates a split of its common stock. In the event of a stock split, if the June 10 Note is issued and outstanding and has not been converted, then the number of shares and the price for any conversion under the June 10 Note will be adjusted by the same ratios or multipliers of, any such subdivision, split, reverse split.

Michael Farkas is the chief executive officer and the controlling shareholder of Next (the “CEO”). The CEO is also the beneficial owner of approximately 27% of the Company’s issued and outstanding common stock. Additionally and as previously reported on a Current Report on Form 8-K that was filed with the Securities and Exchange Commission on August 16, 2023 and on November 8, 2023, the Company, the members of Next (a limited liability company at the time of such filings) and the CEO (the managing member of Next at the time), as an individual and also as the representative of the members of Next, entered into an Exchange Agreement (the “Exchange Agreement”), pursuant to which the Company agreed to acquire from such members of Next 100% of the membership interests of Next in exchange for the issuance by the Company to the members of Next of shares of common stock, par value \$0.0001 per share, of the Company. As mentioned in the aforementioned item in this filing, on June 11, 2024, a second amended and restated exchange agreement to the Exchange Agreement was entered into between the Company, the shareholders of Next and the CEO to reflect the conversion of Next Charging, LLC to a corporation organized in the State of Nevada (NextNRG Holding Corp.). Upon consummation of the transactions contemplated by the second amended and restated exchange agreement (the “Closing”), Next will become a wholly-owned subsidiary of the Company. As of the date of this Current Report on Form 8-K, the Closing has not occurred.

The information set forth above is qualified in its entirety by reference to the June 10 Note, which is incorporated herein by reference and attached hereto as Exhibit 10.2.

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**Item 3.02. Unregistered Sales of Equity Securities.**

To the extent required by this Item 3.02, the information contained in Item 1.01 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
10.1	<a href="#">Amended and Restated Exchange Agreement dated June 11, 2024 by and among EzFill Holdings, Inc., shareholders of NextNRG Holding Corp. and Michael Farkas, an individual, as the representative of the shareholders of NextNRG Holding Corp.</a>
10.2	<a href="#">Promissory Note dated June 10, 2024 between EzFill Holdings, Inc. and NextNRG Holding Corp.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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: June 14, 2024

**EZFILL HOLDINGS, INC.**

By: /s/ Yehuda Levy

Name: Yehuda Levy

Title: Interim Chief Executive Officer

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