SEC Form 4

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287								
Estimated average burden								
hours per response	: 0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person			2. Issuer Name and Ticker or Trading Symbol <u>HF Foods Group Inc.</u> [HFFG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Zhang Xiao Mou				X	Director	10% Owner				
(Last)	Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Dav/Year)	- x	Officer (give title below)	Other (specify below)				
19319 ARENTH AVENUE		(made)	11/25/2020		Co-Chief Executive Officer					
(Street) CITY OF CA	СА	91748	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Fili Form filed by One Re					
INDUSTRY (City)	(State)	(Zip)	_		Form filed by More th Person					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock, par value \$0.0001	11/25/2020		J ⁽¹⁾		126,065	Α	\$ <mark>0</mark>	2,635,390	D		
Common Stock, par value \$0.0001	11/25/2020		J ⁽²⁾		633,815	D	\$0	0	I	See Footnote (2)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Expira		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Reporting person acquired shares as part of distribution of LLC assets to members of Spot Light Investments, LLC.

2. These shares represent shares held by Spot Light Investments, LLC, over which reporting person has voting or dispositive power. Spot Light Investments, LLC, distributed issuer shares as a partial distribution of LLC assets to members of Spot Light Investments, LLC pro rata according to respective ownership of member interests.

Remarks:

Xiao Mou Zhang

12/04/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.