## 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): August 9, 2023

#### HF FOODS GROUP INC.

(Exact name of registrant as specified in its charter)

**Delaware**State or other Jurisdiction of incorporation )

**001-38180** (Commission File No.)

**81-2717873** (IRS Employer Identification No)

6325 South Rainbow Boulevard, Suite 420 Las Vegas, Nevada (Address of principal executive offices)

**89118** (Zip Code)

Registrant's telephone number, including area code: (888)-905-0998

#### 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 R	ule 14d-2(b) under the Exchange Act	(17 CFR 240.14d-2(b))							
	Pre-commencement communications pursuant to R	ule 13e-4(c) under the Exchange Act	(17 CFR 240.13e-4(c))							
	Securitie	es registered pursuant to Section 12(l	o) of the Act:							
	Title of each class	Trading Symbol	Name of each exchange on which registered							
-										
	Common Stock, \$0.0001 par value	HFFG	Nasdaq Capital Market							
	Common Stock, \$0.0001 par value Preferred Share Purchase Rights	HFFG N/A	Nasdaq Capital Market Nasdaq Capital Market							
	Preferred Share Purchase Rights	N/A g growth company as defined in Ru	* *							

#### Item 2.02 Results of Operations and Financial Condition.

On August 9, 2023, HF Foods Group Inc. (the "Company") announced its financial results for the fiscal quarter ended June 30, 2023 in a press release. The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this "Current Report").

In accordance with General Instruction B.2 of Form 8-K, the information furnished under Item 2.02 of this Current Report (including Exhibit 99.1) is deemed to be "furnished" and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall such information be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

#### **Item 9.01 Financial Statements and Exhibits**

#### (d) Exhibits

<b>Exhibit Number</b>	Description of Exhibits
99.1	Company press release dated August 9, 2023
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.

#### HF FOODS GROUP INC.

Date: August 9, 2023 /s/ Carlos Rodriguez

Carlos Rodriguez Chief Financial Officer

#### **HF Foods Reports Second Quarter 2023 Financial Results**

#### First Half Record Net Revenue

#### Focus is to Reduce Cost Structure and Transform Operations

Las Vegas, NV – August 9, 2023 – HF Foods Group Inc. (NASDAQ: HFFG), a leading food distributor to Asian restaurants across the United States ("HF Foods", "HF Group" or the "Company"), reported financial results for the second quarter and six months ended June 30, 2023.

#### **Second Quarter 2023 Financial Results**

- Net revenue decreased 2.4% to \$292.3 million compared to \$299.6 million in the prior year.
- Gross profit decreased 3.6% to \$50.7 million, or 17.3% gross profit margin compared to \$52.6 million, or 17.5% gross profit margin in the prior year.
- Net (loss) income decreased to a net loss of \$1.6 million compared to net income of \$4.5 million in the prior year.
- Adjusted EBITDA decreased 50.1% to \$6.9 million compared to \$13.9 million in the prior year.

#### Six Months 2023 Financial Results

- Net revenue increased 1.4% to \$586.2 million compared to \$577.9 million in the prior year.
- Gross profit decreased 2.4% to \$100.8 million, or 17.2% gross profit margin compared to \$103.3 million, or 17.9% gross profit margin in the prior year.
- · Net (loss) income decreased to a net loss of \$7.4 million compared to net income of \$7.6 million in the prior year.
- Adjusted EBITDA decreased 61.7% to \$12.2 million compared to \$31.8 million in the prior year.

#### **Management Commentary**

"As the only scaled, nationwide operator serving the Asian Foodservice market, we believe we have a strong value proposition for independent restaurant owners. Understanding their language and cultural background is important for creating a partnership with our customers, and we are uniquely differentiated because of the personalized experience we provide and the long-term relationships we develop with our customers," said Peter Zhang, Chief Executive Officer of HF Foods. "Our team is focusing on reducing our cost structure and transforming our operations, and we believe the sizable legal and compliance fees that we have incurred for the past two years are largely behind us. These measures will have a significant impact as we work to drive profitability and growth as we continue on our mission of helping Asian restaurant owners in the U.S. achieve their business goals by offering the varied assortment of Asian specialty ingredients that our customers need."

#### **Revenue by Product Category**

	Three Months Ended June 30,							Six Months Ended June 30,							
(\$ in thousands)		2023			2022			2023			2022				
Seafood	\$	91,382	31 %	\$	93,397	32 %	\$	184,272	32 %	\$ 168,2	203 29 %				
Asian Specialty		76,337	26 %		75,337	25 %		154,161	26 %	150,0	13 26 %				
Meat and Poultry		56,012	19 %		63,109	21 %		108,061	18 %	124,0	)25 22 %				
Fresh Produce		31,636	11 %		31,076	10 %		63,847	11 %	60,9	955 11 %				
Packaging and Other		18,037	6 %		21,296	7 %		37,433	6 %	43,3	309 7 %				
Commodity		18,908	7 %		15,427	5 %		38,393	7 %	31,3	352 5 %				
Total	\$	292,312	100 %	\$	299,642	100 %	\$	586,167	100 %	\$ 577,8	357 100 %				

#### **Second Quarter 2023 Results**

Net revenue was \$292.3 million for the second quarter of 2023 compared to \$299.6 million in the prior year period, a decrease of \$7.3 million, or 2.4%. This decrease was primarily attributable to a \$7.0 million decrease in Meat and Poultry revenue compared to the same period in 2022 driven by deflationary pricing in poultry.

Gross profit was \$50.7 million for the second quarter of 2023 compared to \$52.6 million in the prior year period, a decrease of \$1.9 million, or 3.6%. The decrease was primarily attributable to a decrease in Meat and Poultry revenue. Gross profit margin for the second quarter of 2023 decreased to 17.3% from 17.5% in the prior year period. The decrease was primarily attributable to the deflationary pressure in Meat and Poultry partially offset by improved Seafood margins.

Distribution, selling and administrative expenses increased by \$6.4 million, or 14.0%, primarily due to an increase of \$1.8 million in payroll and related labor costs and higher professional fees, which increased by \$1.3 million to \$8.1 million in the second quarter of 2023, compared to \$6.8 million in the prior year period. In addition, the Company recognized an asset impairment of \$1.2 million related to our exit of HF Foods Industrial, LLC ("HFFI"). Distribution, selling and administrative expenses as a percentage of net revenue increased to 17.9% in 2023 from 15.3% in 2022 primarily due to higher professional fees and increased headcount.

Net (loss) income decreased to a net loss of \$1.6 million for the second quarter of 2023 compared to net income of \$4.5 million for the second quarter of 2022. The decrease was primarily attributable to the increased distribution, selling and administrative costs and lower gross profit, as well as a \$1.3 million increase in interest expense, partially offset by the \$2.6 million change in the fair value of interest rate swaps.

#### Six Months 2023 Results

Net revenue was \$586.2 million for the first half of 2023 compared to \$577.9 million in the prior year period, an increase of \$8.3 million, or 1.4%. This increase was attributable to the additional Seafood revenue generated due to the Sealand Food, Inc. acquisition (the "Sealand Acquisition") and product cost inflation, partially offset by a \$16.0 million decrease in Meat and Poultry revenue compared to the same period in 2022 driven by deflationary pricing in poultry.

Gross profit was \$100.8 million for the first half of 2023 compared to \$103.3 million in the prior year period, a decrease of \$2.5 million, or 2.4%. The decrease was primarily attributable to a decrease in Meat and Poultry revenue, partially offset by the additional Seafood revenue generated due to the Sealand Acquisition. Gross profit margin for the first half of 2023 decreased to 17.2% from 17.9% in the prior year period. The decrease was primarily attributable to the shift in product mix to higher Seafood sales and the deflationary pressure in Meat and Poultry.

Distribution, selling and administrative expenses for the first half of 2023 increased by \$18.9 million, or 21.9%, primarily due to an increase of \$4.6 million in payroll and related labor costs, inclusive of the additional costs due to the Sealand Acquisition. Professional fees increased \$5.5 million to \$15.2 million for the first half of 2023, from \$9.7 million in the prior year period. In addition, the Company recognized asset impairment of \$1.2 million related to the exit of HFFI. Distribution, selling and administrative expenses as a percentage of net revenue increased to 17.9% in the first half of 2023 from 14.9% in the prior year period, primarily due to higher professional fees and increased headcount.

Net (loss) income decreased to a net loss of \$7.4 million for the first half of 2023 compared to net income of \$7.6 million for the first half of 2022. The decrease was primarily attributable to the increased distribution, selling and administrative costs and lower gross profit, as well as a \$2.9 million increase in interest expense.

#### **Cash Flow**

Cash flow from operating activities decreased to \$8.7 million for the first half of 2023, compared to \$13.7 million in the prior year period. The decrease in cash flow from operating activities was largely driven by the net loss for the first half of 2023 and the timing of working capital outlays. As of June 30, 2023, the Company had a cash balance of \$14.9 million.

#### **About HF Foods Group Inc.**

HF Foods Group Inc. is a leading marketer and distributor of fresh produce, frozen and dry food, and non-food products to primarily Asian/Chinese restaurants and other foodservice customers throughout the United States. HF Foods aims to supply the increasing demand for Asian American restaurant cuisine, leveraging its nationwide network of distribution centers and its strong relations with growers and suppliers of fresh, high-quality specialty restaurant food products and supplies in the US, South America, and China. Headquartered in Las Vegas, Nevada, HF Foods trades on Nasdaq under the symbol "HFFG". For more information, please visit www.hffoodsgroup.com.

#### **Investor Relations Contact:**

**HFFG Investor Relations** 

hffoodsgroup@icrinc.com

#### **Forward-Looking Statements**

All statements in this news release other than statements of historical facts are forward-looking statements which contain our current expectations about our future results. We have attempted to identify any forward-looking statements by using words such as "believes," "intends," and other similar expressions. Although we believe that the expectations reflected in all of our forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Such statements are not guarantees of future performance or events and are subject to known and unknown risks and uncertainties that could cause the Company's actual results, events or financial positions to differ materially from those included within or implied by such forward-looking statements. Such factors include, but are not limited to, statements of assumption underlying any of the foregoing, and other factors disclosed under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2022 and other filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. Except as required by law, we undertake no obligation to disclose any revision to these forward-looking statements.

#### **Non-GAAP Financial Measures**

Discussion of our results includes certain non-GAAP financial measures, including EBITDA, adjusted EBITDA and non-GAAP net income (loss), that we believe provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing our financial performance with other companies in the same industry, many of which present similar non-GAAP financial measures to investors. The definitions of EBITDA, adjusted EBITDA and non-GAAP net income (loss) may not be the same as similarly titled measures used by other companies in the industry. EBITDA, adjusted EBITDA and non-GAAP net income (loss) are not defined under GAAP and are subject to important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our financial results as reported under GAAP.

We use non-GAAP financial measures to supplement our GAAP financial results. Management uses EBITDA, defined as net income (loss) before interest expense, interest income, income taxes, and depreciation and amortization to measure operating performance. In addition, management uses Adjusted EBITDA, defined as net income (loss) before interest expense, interest income, income taxes, and depreciation and amortization, further adjusted to exclude certain unusual, non-cash, or non-recurring expenses. We believe that Adjusted EBITDA is less susceptible to variances in actual performance resulting from non-recurring expenses, and other non-cash charges, provides useful information for our investors and is more reflective of other factors that affect our operating performance.

We believe non-GAAP net income (loss) is a useful measure of operating performance because it excludes certain items not reflective of our core operating performance. Non-GAAP net income (loss) is defined as net income (loss) adjusted for amortization of intangibles, change in fair value of interest rate swaps, stock based compensation, transaction related costs, transformational project costs and certain unusual, non-cash, or non-recurring expenses. We believe that non-GAAP net income (loss) facilitates period-over-period comparisons and provides additional clarity for investors to better evaluate our operating results. We present EBITDA, adjusted EBITDA, non-GAAP net income (loss) in order to provide supplemental information that we consider relevant for the readers of our consolidated financial statements included elsewhere in its reports filed with the SEC, including its current Quarterly Report on Form 10Q, and such information is not meant to replace or supersede U.S. GAAP measures. Reconciliations of the non-GAAP financial measures to their most comparable GAAP financial measures are included in the schedules attached to this press release.

## HF FOODS GROUP INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands) (Unaudited)

	Jun	e 30, 2023	Decer	nber 31, 2022
ASSETS				
CURRENT ASSETS:				
Cash	\$	14,946	\$	24,289
Accounts receivable, net		46,193		44,399
Inventories		111,066		120,291
Other current assets		12,482		8,937
TOTAL CURRENT ASSETS		184,687		197,916
Property and equipment, net		136,724		140,330
Operating lease right-of-use assets		12,336		14,164
Long-term investments		2,414		2,679
Customer relationships, net		152,465		157,748
Trademarks and other intangibles, net		33,484		36,343
Goodwill		85,118		85,118
Other long-term assets		4,860		3,231
TOTAL ASSETS	\$	612,088	\$	637,529
LIABILITIES AND SHAREHOLDERS' EQUITY	====	· ·		
CURRENT LIABILITIES:				
Checks issued not presented for payment	\$	20,874	\$	21,946
Line of credit	<u> </u>	42,173	_	53,056
Accounts payable		55,718		57,044
Current portion of long-term debt, net		5,936		6,266
Current portion of obligations under finance leases		1,980		2,254
Current portion of obligations under operating leases		3,538		3,676
Accrued expenses and other liabilities		19,763		19,648
TOTAL CURRENT LIABILITIES	·	149,982		163,890
Long-term debt, net of current portion		112,623		115,443
Obligations under finance leases, non-current		11,375		11,441
Obligations under operating leases, non-current		9,052		10,591
Deferred tax liabilities		33,119		34,443
Other long-term liabilities		5,337		5,472
TOTAL LIABILITIES	·	321,488		341,280
Commitments and contingencies		321, 100		3.1,200
SHAREHOLDERS' EQUITY:				
Preferred Stock		_		_
Common Stock		5		5
Additional paid-in capital		600,030		598,322
Accumulated deficit		(313,297)		(306,514)
TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO HF FOODS GROUP INC.		286,738		291,813
Noncontrolling interests		3,862		4,436
TOTAL SHAREHOLDERS' EQUITY	_	290,600		296,249
•	\$	612,088	\$	637,529
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	Ψ	012,000	Ψ	037,323

## HF FOODS GROUP INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share and per share data) (Unaudited)

		Three Months Ended June 30,				Six Months Ended June 30,			
		2023		2022		2023		2022	
Net revenue	\$	292,312	\$	299,642	\$	586,167	\$	577,857	
Cost of revenue		241,646		247,072		485,329		474,560	
Gross profit		50,666		52,570		100,838		103,297	
Distribution, selling and administrative expenses		52,243		45,843		105,172		86,251	
(Loss) income from operations		(1,577)		6,727		(4,334)		17,046	
Other (income) expenses:									
Interest expense		2,847		1,549		5,715		2,827	
Other income		(127)		(163)		(355)		(939)	
Change in fair value of interest rate swap contracts		(2,856)		(208)		(110)		(566)	
Lease guarantee expense		(90)		(42)		(210)		5,889	
Total Other expenses, net		(226)		1,136		5,040		7,211	
(Loss) income before income taxes		(1,351)		5,591		(9,374)		9,835	
Income tax expense (benefit)		209		1,097		(2,017)		2,201	
Net (loss) income		(1,560)		4,494	_	(7,357)		7,634	
Less: net loss attributable to noncontrolling interests		(710)		(70)		(574)		(44)	
Net (loss) income attributable to HF Foods Group Inc.	\$	(850)	\$	4,564	\$	(6,783)	\$	7,678	
(Loss) earnings per common share - basic	\$	(0.02)	¢	0.08	\$	(0.13)	¢	0.14	
(Loss) earnings per common share - diluted	\$	(0.02)		0.08	\$	(0.13)		0.14	
(Loss) earnings per common share - unuteu	Φ	(0.02)	Ф	0.00	Ф	(0.13)	Ф	0.14	
Weighted average shares - basic		54,046,328		53,706,392		53,935,178		53,706,392	
Weighted average shares - diluted		54,046,328		53,900,883		53,935,178		53,927,957	

# HF FOODS GROUP INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands), (Unaudited)

	Six Months E	nded June 30,		
	 2023		2022	
Cash flows from operating activities:				
Net (loss) income	\$ (7,357)	\$	7,634	
Adjustments to reconcile net (loss) income to net cash provided by operating activities:				
Depreciation and amortization expense	13,129		11,859	
Asset impairment charges	1,200		422	
Gain from disposal of property and equipment	_		(1,351	
Provision for credit losses	56		111	
Deferred tax benefit	(1,324)		(2,674	
Change in fair value of interest rate swap contracts	(110)		(565	
Stock-based compensation	1,848		511	
Non-cash lease expense	1,916		1,579	
Lease guarantee expense	(210)		5,889	
Other expense (income)	389		(47	
Changes in operating assets and liabilities (excluding effects of acquisitions):				
Accounts receivable	(1,456)		(6,529	
Accounts receivable - related parties	(394)		(629	
Inventories	9,225		(13,662	
Prepaid expenses and other current assets	(3,545)		(4,199	
Other long-term assets	(1,519)		(494	
Accounts payable	(667)		16,799	
Accounts payable - related parties	(659)		159	
Operating lease liabilities	(1,765)		(1,551	
Accrued expenses and other liabilities	(25)		396	
Net cash provided by operating activities	 8,732	-	13,658	
Cash flows from investing activities:	 			
Purchase of property and equipment	(1,522)		(4,028	
Proceeds from sale of property and equipment	(-,=-)		7,667	
Payment made for acquisition of Sealand	_		(34,849	
Payment made for acquisition of Great Wall Group	_		(17,445	
Net cash used in investing activities	 (1,522)		(48,655	
Cash flows from financing activities:	 (1,022)		(10,000	
Checks issued not presented for payment	(1,072)		2,348	
Proceeds from line of credit	594,916		625,656	
Repayment of line of credit	(605,826)		(620,783	
Proceeds from long-term debt	(003,020)		45,952	
Repayment of long-term debt	(3,172)		(7,882	
Payment of debt financing costs	(3,172)			
Repayment of obligations under finance leases	(1,399)		(579 (1,243	
	(1,333)			
Repayment of promissory note payable - related party Proceeds from noncontrolling interests shareholders			(4,500 240	
			(186	
Cash distribution to shareholders	 (46.552)			
Net cash (used in) provided by financing activities	 (16,553)		39,023	
Net (decrease) increase in cash	(9,343)		4,026	
Cash at beginning of the period	 24,289		14,792	
Cash at end of the period	\$ 14,946	\$	18,818	

# HF FOODS GROUP INC. AND SUBSIDIARIES RECONCILIATION OF NET (LOSS) INCOME TO EBITDA AND ADJUSTED EBITDA (In thousands) (Unaudited)

	Three Months Ended June 30,				Change			
		2023		2022		Amount	%	
Net (loss) income	\$	(1,560)	\$	4,494	\$	(6,054)	(134.7)%	
Interest expense		2,847		1,549		1,298	83.8%	
Income tax expense		209		1,097		(888)	(80.9)%	
Depreciation and amortization		6,440		6,080		360	5.9%	
EBITDA		7,936		13,220		(5,284)	(40.0)%	
Lease guarantee expense		(90)		(42)		(48)	114.3%	
Change in fair value of interest rate swaps		(2,856)		(208)		(2,648)	NM	
Stock-based compensation expense		752		221		531	240.3%	
Acquisition and integration costs		_		310		(310)	NM	
Asset impairment charges		1,200		422		778	184.4%	
Adjusted EBITDA	\$	6,942	\$	13,923	\$	(6,981)	(50.1)%	

	Six Months Ended June 30,				Change			
		2023		2022		Amount	%	
Net (loss) income	\$	(7,357)	\$	7,634	\$	(14,991)	(196.4)%	
Interest expense		5,715		2,827		2,888	102.2%	
Income tax (benefit) expense		(2,017)		2,201		(4,218)	(191.6)%	
Depreciation and amortization		13,129		11,859		1,270	10.7%	
EBITDA		9,470		24,521		(15,051)	(61.4)%	
Lease guarantee expense		(210)		5,889		(6,099)	(103.6)%	
Change in fair value of interest rate swaps		(110)		(566)		456	NM	
Stock-based compensation expense		1,848		511		1,337	261.6%	
Acquisition and integration costs		_		1,059		(1,059)	NM	
Asset impairment charges		1,200		422		778	184.4%	
Adjusted EBITDA	\$	12,198	\$	31,836	\$	(19,638)	(61.7)%	

NM - Not meaningful

# HF FOODS GROUP INC. AND SUBSIDIARIES RECONCILIATION OF NET (LOSS) INCOME ATTRIBUTABLE TO HF FOODS GROUP INC. TO NON-GAAP NET INCOME ATTRIBUTABLE TO HF FOODS GROUP INC.

(In thousands) (Unaudited)

	Three Months Ended June 30,					Change			
		2023		2022		Amount	%		
Net (loss) income attributable to HF Foods Group Inc.	\$	(850)	\$	4,564	\$	(5,414)	(118.6)%		
Amortization of intangibles		4,071		3,959		112	2.8%		
Lease guarantee (income) expense		(90)		(42)		(48)	NM		
Change in fair value of interest rate swaps		(2,856)		(208)		(2,648)	NM		
Stock-based compensation expense		752		221		531	240.3%		
Acquisition and integration costs		_		310		(310)	NM		
Asset impairment charges		1,200		422		778	184.4%		
Aggregate adjustment for income taxes		(659)		(1,044)		385	(36.9)%		
Non-GAAP net income attributable to HF Foods Group Inc.	\$	1,568	\$	8,182	\$	(6,614)	(80.8)%		

	Six Months E	nded .	June 30,	Change			
	2023	2022		Amount		%	
Net (loss) income attributable to HF Foods Group Inc.	\$ (6,783)	\$	7,678	\$	(14,461)	(188.3)%	
Amortization of intangibles	8,142		7,601		541	7.1%	
Lease guarantee (income) expense	(210)		5,889		(6,099)	(103.6)%	
Change in fair value of interest rate swaps	(110)		(566)		456	NM	
Stock-based compensation expense	1,848		511		1,337	261.6%	
Acquisition and integration costs	_		1,059		(1,059)	NM	
Asset impairment charges	1,200		422		778	184.4%	
Aggregate adjustment for income taxes	(2,834)		(3,710)		876	(23.6)%	
Non-GAAP net income attributable to HF Foods Group Inc.	\$ 1,253	\$	18,884	\$	(17,631)	(93.4)%	

NM - Not meaningful