

**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): **April 20, 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 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 240.13e-4(c))

Securities registered pursuant to Section 12(b) 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
Preferred Share Purchase Rights	N/A	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 3.03 Material Modification to Rights of Security Holders.

The information included in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 25, 2023, the Board of Directors (the “Board”) of HF Foods Group Inc., a Delaware corporation (the “Company”), approved certain amendments (the “Amendment”) to the Company’s Amended and Restated Bylaws (the “Bylaws”), effective immediately. The Amendment modifies the Bylaws provisions addressing procedures applicable to committees of the Board by providing, among other things, that (i) a committee of the Board or the chair of the Board can call meetings of such committee and (ii) the notice, forum and voting provisions applicable to the Board under the Bylaws apply to committees generally. The Amendment also adds procedural requirements with respect to stockholder action by written consent in lieu of a meeting, including, among other modifications, (a) the process for establishing a record date for stockholder action by written consent, and (b) the requirement for an independent inspector of election to review and certify written consents.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01 Other Events.

As previously disclosed, on August 19, 2022, a stockholder of the Company, James Bishop, filed a verified stockholder derivative complaint in the Court of Chancery of the State of Delaware (the “Court of Chancery”), captioned James C. Bishop v. Zhou Min Ni, et. al., C.A. No. 2022-0736-JTL (the “Delaware Action”). The Delaware Action asserts similar allegations to those set forth in the letter sent by James Bishop to the Company on May 20, 2022, alleging that certain current and former officers and directors of the Company engaged in misconduct and breached their fiduciary duties, and demanding that the Company investigate the allegations and, if warranted, assert claims against those current or former officers and directors.

Effective as of April 20, 2023, the Company and certain parties to the Delaware Action reached an agreement to settle the Delaware Action on the terms and conditions set forth in a binding term sheet (the “Binding Term Sheet”), which will be incorporated into a long-form settlement agreement within fifteen days of the effective date of the Binding Term Sheet. The Binding Term Sheet provides for, among other things, the dismissal of the Delaware Action with prejudice, thereby resolving all existing and potential liability against all named defendants in the Delaware Action, in exchange for Zhou Min Ni, a former Chairman and Chief Executive Officer of the Company, and Chan Sin Wong, a former President and Chief Operating Officer of the Company, making a payment to the Company in the sum of \$9.25 million. The full terms of the settlement of the Delaware Action are to be incorporated into the long-form settlement agreement subject to approval of the Court of Chancery.

Pursuant to the Binding Term Sheet, the Company has agreed to adopt and implement certain corporate governance changes that include, among other things, making certain amendments to the Company’s Certificate of Incorporation, Bylaws and/or other internal policies and procedures to specify that the positions of chief executive officer and Chairman shall be held by separate individuals and that the Chairman be an independent director, ensuring that at least 75% of the members of the Board are independent directors (as defined by the Nasdaq Stock Market listing requirements), requiring each member of the Board to participate in corporate governance training annually, and making certain updates to the Company’s committee charters, internal policies and practices.

The foregoing description of the Binding Term Sheet is not complete and is qualified in its entirety by reference to the full text of the long-form settlement agreement, which, if finalized and approved by the Court of Chancery before May 10, 2023, the Company expects to file as an exhibit to the Company’s Quarterly Report on Form 10-Q for the period ending March 31, 2023.

On April 26, 2023, the Company issued a press release announcing the settlement of the Delaware Action. A copy of the press release is filed as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description of Exhibits
3.1	First Amendment to Amended and Restated Bylaws, dated April 25, 2023.

- 99.1 [Press release issued by HF Foods Group Inc. on April 26, 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: April 26, 2023

/s/ Carlos Rodriguez

Carlos Rodriguez
Chief Financial Officer

FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS**OF****HF FOODS GROUP INC.****Approved by the Board of Directors and Effective as of April 25, 2023**

This First Amendment to Amended and Restated Bylaws has been duly adopted and approved by the Board of Directors of HF Foods Group Inc., a Delaware corporation (the "Corporation"), as authorized by the Certificate of Incorporation of the Corporation, amending the existing Amended and Restated Bylaws of the Corporation as set forth herein.

1. Section 2.3(b) of the Amended and Restated Bylaws is hereby deleted and replaced in its entirety with the following:

“(b) In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting pursuant to Section 2.10 below, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board. Any stockholder seeking to have the stockholders authorize or take corporate action by written consent without a meeting shall, by written notice to the Secretary, request the Board to fix a record date. Such notice shall include the items required to be included in a stockholder notice delivered pursuant to Section 2.7(a)(ii) and Section 2.8, as applicable (including, in the case of a proposed action by written consent to elect directors, the written questionnaire and representation and agreement required pursuant to Section 2.8(a)). The Board shall promptly, but in all events within ten (10) days after the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board within ten (10) days of the date on which such a request is received, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by applicable law, shall be the first date on which a signed written consent setting forth the action so taken or proposed to be taken is delivered to the Corporation. If no record date is fixed by the Board and prior action by the Board is required by applicable law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be the close of business on the day on which the Board adopts the resolution taking such prior action.”

2. Section 2.10 of the Amended and Restated Bylaws is hereby deleted and replaced in its entirety with the following:

“SECTION 2.10 Action by Written Consent of Stockholders.

(a) Unless otherwise provided in the Certificate of Incorporation, any action which is required to be or may be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, shall have been signed by the holders of outstanding shares of the Corporation's capital stock having not less than the minimum number of votes that would be necessary to authorize or to take such action at a meeting at which all shares of the Corporation's capital stock entitled to vote thereon were present and voted and shall be delivered to the Secretary of the Corporation; provided, that prompt notice of the taking of the corporate action without a meeting and by less than unanimous written consent shall be given to those stockholders who have not consented in writing. A telegram, cablegram, or other electronic transmission consenting to the action to be taken and transmitted by the stockholder, or a Person authorized to act for the stockholder, shall be deemed to be written, signed and dated for purposes of this Section 2.10(a); provided that any such telegram, cablegram, or other electronic transmission sets forth or is delivered with information from which the Corporation can determine (1) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder, or the person

authorized to act for the stockholder, and (2) the date on which such stockholder, or person authorized to act for the stockholder, transmitted such telegram, cablegram or other electronic transmission. The date on which such telegram, cablegram or other electronic transmission is transmitted shall be deemed the date on which such consent was signed. Any copy, facsimile telecommunication or other reliable reproduction of such writing or transmission may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that any such reproduction is a complete reproduction of the entire original writing or transmission.

(b) In the event of the delivery to the Corporation of written consents purporting to represent the requisite voting power to authorize or take corporate action and/or related revocations, the Secretary shall provide for the safekeeping of such consents and revocations and shall, as promptly as practicable, engage a nationally recognized independent inspector of election for the purpose of promptly performing a ministerial review of the validity of the consents and revocations. No action by written consent and without a meeting shall be effective until such inspector has completed its review, determined that the requisite number of valid and unrevoked consents has been obtained to authorize or take the action specified in the consents, and certified such determination for entry in the records of the Corporation kept for the purpose of recording the proceedings of meetings of stockholders.”

3. Section 4.2 of the Amended and Restated Bylaws is hereby deleted and replaced in its entirety with the following:

“SECTION 4.2 Procedure; Meetings; Quorum. Unless the Board otherwise provides, the time, date, place, if any, and notice of meetings of a committee shall be determined by such committee by action of a majority of the members thereof; provided that the Chairman may call a meeting of any committee. So far as applicable, and subject to the immediately preceding sentence, the provisions of Article III of these by-laws relating to notice, quorum and voting requirements applicable to meetings of the board of directors shall govern meetings of any committee of the board of directors, *mutatis mutandis*. Each committee of the board of directors shall keep written minutes of its proceedings and circulate summaries of such written minutes to the board of directors before or at the next meeting of the board of directors.”

4. Except as amended hereby, the existing Amended and Restated Bylaws of the Corporation shall remain unchanged and shall continue in full force and effect.

The foregoing First Amendment to the Amended and Restated Bylaws of the Corporation was duly adopted by the Board of Directors of the Corporation as of the date first written above.

Certified by the Secretary of the Corporation:

/s/ Christine Chang

Christine Chang, Secretary

April 25, 2023

HF Foods Announces Proposed Settlement of Stockholder Derivative Complaint

Las Vegas, NV – April 26, 2023 – HF Foods Group Inc. (NASDAQ: HFFG), a leading food distributor to Asian restaurants across the United States (“HF Foods” or the “Company”), today announced that the Company has entered into a proposed settlement of a previously disclosed pending stockholder derivative complaint in the Court of Chancery of the State of Delaware (the “Court”) with respect to certain current and former officers and directors of the Company (the “Delaware Action”). The full terms of the settlement of the Delaware Action are to be incorporated into a long-form settlement agreement, which is subject to approval of the Court. Upon the execution of the long-form settlement agreement, the Delaware Action will be dismissed with prejudice, thereby resolving all existing and potential liability against all named defendants in the Delaware Action.

HF Foods is pleased to have reached a proposed resolution to this legacy matter, which has required significant board and management attention over the past few years, and looks forward to finally resolving this legacy matter in an important and exciting year for the Company. HF Foods remains committed to maintaining high standards of investor transparency, engagement and corporate governance.

Additional information regarding the proposed settlement will be contained in a Current Report on Form 8-K to be filed by the Company with the U.S. Securities and Exchange Commission.

About HF Foods Group Inc.

HF Foods Group Inc., headquartered in Las Vegas, Nevada, 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. With 18 distribution centers strategically located throughout the nation, HF Foods aims to supply the increasing demand for Asian American restaurant cuisine. With more than 15,000 established customers in 46 states, and strong relations with growers and suppliers of food products in the US, South America and China, HF Foods Group is able to offer fresh, high-quality specialty restaurant foods and supplies at economical prices to its large and growing base of customers. For more information, please visit www.hffoodsgroup.com.

Forward-Looking Statements

All statements in this press 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, risks that the Company may not regain compliance with Nasdaq continued listing requirements relating to the Company’s annual meeting of stockholders within any applicable grace period, 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.

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