

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form N-SAR  Form N-CSR

For Period Ended: June 30, 2022

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Period Ended:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

**PART I  
REGISTRANT INFORMATION**

Full Name of Registrant:

**HF Foods Group Inc.**

Former Name if Applicable:

Address of Principal Executive Office (*Street and Number*)

**6325 South Rainbow Boulevard, Suite 420**

City, State and Zip Code:

**Las Vegas, Nevada 89118**

## PART II -- RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

## PART III NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

HF Foods Group Inc. (the "Company") is unable to file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (its "Q2 2022 10-Q") within the prescribed time period without unreasonable effort and expense as explained below. While there can be no assurances, the Company currently expects to file its Q2 2022 10-Q as soon as practicable upon resolution of the accounting treatment relating to the Company's business combination with B&R Global Holdings, Inc.

The Company requires additional time to finalize its financial statements and related disclosures due primarily to its ongoing review of the accounting treatment relating to the Company's business combination with B&R Global Holdings, Inc. on November 4, 2019 in response to a Securities and Exchange Commission ("SEC") comment letter, as previously disclosed. The Company, together with its consultants, under the oversight of the Audit Committee of the Company's Board of Directors, is in the process of conducting a review of the accounting treatment of the business combination with B&R Global Holdings, Inc. and certain other items in the SEC comment letter. The Company and its consultants are in the process of assessing the potential issues and their related impact on the Company's financial statements. However, based on the current status of this review, the Company anticipates that it is possible that the Company will need to restate its financial statements for prior reporting periods. The Company intends to file its Form 10-K for the year ended December 31, 2021, its Form 10-Q for the quarter ended March 31, 2022, and the Q2 2022 10-Q as soon as practicable upon completion of the additional review and resolution of the SEC comment letter.

As a result of the ongoing review, the Company will require additional time to complete its analysis and to determine whether a restatement is needed. The Company has not yet determined that a restatement is required, and cannot currently quantify the potential impact of any restatement.

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This notice filing on Form 12b-25 contains statements that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends these forward-looking statements to be covered by the safe harbor provisions for such statements. All statements that do not concern historical facts are forward-looking statements. The words "believe," "could," "possibly," "probably," "anticipate," "estimate," "project," "expect," "may," "will," "should," "seek," "intend," "plan," "expect," or "consider" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. These forward-looking statements should be considered in light of these risks and uncertainties. The Company bases its forward-looking statements on information currently available to it at the time of this report and undertakes no obligation to update or revise any forward-looking statements, whether as a result of changes in underlying circumstances, new information, future events or otherwise.

**PART IV  
OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**Carlos Rodriguez**

**888**

**905-0998**

(Name)

(Area Code)

(Telephone Number)

(2)

Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) been filed? If answer is no, identify report(s). **Annual Report on Form 10-K for the year ended December 31, 2021; Quarterly Report on Form 10-Q for the quarter ended March 31, 2022.**

Yes  No

(3)

Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**See Schedule A.**

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**HF FOODS GROUP INC.**

(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 10, 2022

By: /s/ Carlos Rodriguez  
Carlos Rodriguez  
Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

**GENERAL INSTRUCTIONS**

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.
5. Interactive data submissions. This form shall not be used by electronic filers with respect to the submission or posting of an Interactive Data File (§232.11 of this chapter). Electronic filers unable to submit or post an Interactive Data File within the time period prescribed should comply with either Rule 201 or 202 of Regulation S-T (§232.201 and §232.202 of this chapter).

## Schedule A

Anticipated significant changes in the results of operations of HF Foods Group Inc. based on its preliminary, unaudited results of operations include the following:

- Net revenue was \$299.6 million for the second quarter of 2022 compared to \$193.5 million in the second quarter of 2021, an increase of \$106.1 million, or 55%. This increase was primarily attributable to the strong recovery of restaurant demand from the COVID-19 pandemic as well as the additional revenue generated due to recent acquisitions and overall product cost inflation. Recent acquisitions, which shifted our product mix to higher Seafood sales compared to the same period in 2021, contributed \$65.8 million and organic growth contributed the remaining \$40.3 million.
- Gross profit was \$52.0 million for the second quarter of 2022 compared to \$35.1 million in the second quarter of 2021, an increase of \$16.9 million, or 48%. The increase was mainly due to net revenue growth and recent acquisitions, which contributed \$9.0 million of gross profit for the second quarter of 2022. Overall gross profit margin decreased from 18.2% for the second quarter of 2021 to 17.4% for the second quarter of 2022, mainly due to lower gross profit margin from recent acquisitions due to the expected lower margin on our increased Seafood sales, partially offset by increased gross margin due to organic growth.
- Net revenue was \$577.9 million for the first half of 2022 compared to \$352.9 million in the first half of 2021, an increase of \$225.0 million, or 63.7%. This increase was primarily due to the easing of COVID-19-related restrictions in 2022 that resulted in more dine-in business for our customers and an increase in overall foot traffic to restaurants as well as the additional revenue generated due to recent acquisitions and overall product cost inflation. Organic growth contributed \$111.3 million and recent acquisitions, which shifted our product mix to higher Seafood sales compared to the same period in 2021, contributed the remaining \$113.7 million.
- Gross profit was \$102.8 million for the first half of 2022 compared to \$64.6 million in the first half of 2021, an increase of \$38.2 million, or 59.2%. The increase was mainly due to strong revenue growth and recent acquisitions, which contributed \$14.7 million of gross profit for the six months ended June 30, 2022. Overall gross margin slightly decreased from 18.3% to 17.8%, mainly due to lower gross profit margin from recent acquisitions due to the expected lower margin on our increased Seafood sales, partially offset by increased gross margin due to organic growth.