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

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2021

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 001-38615

TATTOOED CHEF, INC.
(Exact name of registrant as specified in its charter)

Delaware	**82-5457906**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6305 Alondra Blvd., Paramount, CA 90723
(Address of Principal Executive Offices, including zip code)

(562) 602-0822
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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, par value $0.0001 per share	TTCF	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

☐ Large accelerated filer	☐ Accelerated filer
☒ Non-accelerated filer	☒ Smaller reporting company
	☒ 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

As of May 12, 2021, there were 81,110,199 shares of common stock, par value $0.0001 issued and outstanding.

Explanatory Note

This Amendment No. 1 to Quarterly Report on Form 10-Q/A (this “Form 10-Q/A”) amends and restates certain items noted below in the Quarterly Report on Form 10-Q of Tattooed Chef, Inc. (the “Company”) for the quarter ended March 31, 2021, as originally filed with the Securities and Exchange Commission (the “SEC”) on May 18, 2021 (the “Original Filing”). This Form 10-Q/A amends the Original Filing to reflect (1) the correction of errors related to (i) deferred tax assets resulting from the reverse recapitalization transaction that occurred in 2020; (ii) classification among accounts receivable, inventory, accounts payable and deferred revenue; and (iii) other immaterial previously uncorrected adjustments and (2) the retrospective adoption of ASC 842, Leases, to the quarter ended March 31, 2021 because the Company adopted ASC 842 in the fourth quarter of 2021 with an effective date of January 1, 2021.

See Note 1, under the caption “Restatement of Previously Issued Financial Statements”, to the Condensed Consolidated Financial Statements included in Item 1 of this Form 10-Q/A for additional information and a reconciliation of the previously reported amounts to the restated amounts.

Items Amended in this Filing

For the convenience of the reader, this Form 10-Q/A sets forth the Original Filing, as amended, in its entirety; however, this Form 10- Q/A amends and restates the following Items of the Original Filing to the extent necessary to reflect the adjustments discussed above and to make corresponding revisions to the Company’s financial data cited elsewhere in this Form 10-Q/A:

-Part I, Item 1 – Financial Statements
-Part I, Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations

In addition, the Company’s Chief Executive Officer and Chief Financial Officer have provided new certifications dated as of the date of this filing (Exhibits 31.1, 31.2, 32.1 and 32.2), and the Company has provided its restated consolidated financial statements formatted in Extensible Business Reporting Language (XBRL) in Exhibit 101.

Except as described above, no other changes have been made to the Original Filing. This Form 10-Q/A speaks as of the date of the Original Filing and does not reflect events that may have occurred after the date of the Original Filing or modify or update any disclosures that may have been affected by subsequent events.

TATTOOED CHEF, INC.
Quarterly Report on Form 10-Q/A
For the Quarter Ended March 31, 2021

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

TATTOOED CHEF, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
(in thousands, except for par value and share information)

	March 31, 2021	December 31, 2020
ASSETS	(As Restated)	
CURRENT ASSETS		
Cash	$ 185,161	$ 131,579
Accounts receivable	29,171	16,281
Inventory	38,981	38,002
Prepaid expenses and other current assets	11,712	18,416
TOTAL CURRENT ASSETS	265,025	204,278
Property, plant and equipment, net	19,312	16,083
Operating lease right-of-use asset, net	3,968	-
Deferred taxes	49,297	47,549
Other assets	923	605
TOTAL ASSETS	$ 338,525	$ 268,515
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	30,710	24,075
Accrued expenses	6,558	3,610
Line of credit	26	22
Notes payable to related parties, current portion	42	66
Notes payable, current portion	111	111
Forward contract derivative liability	1,958	-
Operating lease liabilities, current	651	-
Other current liabilities	1,187	1,403
TOTAL CURRENT LIABILITIES	41,243	29,287
Warrant liability	1,875	5,184
Operating lease, net of current portion	3,344	-
Notes payable, net of current portion	1,903	1,990
TOTAL LIABILITIES	$ 48,365	$ 36,461
COMMITMENTS AND CONTINGENCIES (See Note 18)		
STOCKHOLDERS' EQUITY		
Preferred stock -$0.0001 par value; 10,000,000 shares authorized, none issued and outstanding at March 31, 2021 and December 31, 2020	-	-
Common shares-$0.0001 par value; 1,000,000,000 shares authorized; 81,400,199 shares issued and outstanding at March 31, 2021, 71,551,067 shares issued and 71,469,980 shares outstanding at December 31, 2020	8	7
Treasury stock- 0 shares at March 31, 2021, 81,087 shares at December 31, 2020	-	-
Additional paid in capital	234,994	168,448
Accumulated other comprehensive income	110	1
Retained earnings	55,048	63,598
TOTAL STOCKHOLDERS' EQUITY	290,160	232,054
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 338,525	$ 268,515

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

TATTOOED CHEF, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME (LOSS) (Unaudited)
(in thousands, except for share and per share information)

	Three Months Ended	
	March 31, 2021	March 31, 2020
	(As Restated)	
NET REVENUE	$ 52,469	$ 33,172
COST OF GOODS SOLD	45,289	24,036
GROSS PROFIT	7,180	9,136
OPERATING EXPENSES	14,196	2,360
INCOME (LOSS) FROM OPERATIONS	(7,016)	6,776
Interest expense	(20)	(224)
Other income (expense)	(2,681)	-
INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	(9,717)	6,552
INCOME TAX BENEFIT (EXPENSE)	1,475	(730)
NET (LOSS) INCOME	(8,242)	5,822
LESS: INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	-	1,012
NET (LOSS) INCOME ATTRIBUTABLE TO TATTOOED CHEF, INC.	$ (8,242)	$ 4,810
NET (LOSS) INCOME PER SHARE		
Basic	$ (0.10)	$ 0.17
Diluted	$ (0.11)	$ 0.17
WEIGHTED AVERAGE COMMON SHARES		
Basic	80,240,105	28,324,038
Diluted	80,544,129	28,324,038
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX		
Foreign currency translation adjustments	109	(352)
Total other comprehensive income (loss), net of tax	109	(352)
Comprehensive (loss) income	(8,133)	5,470
Less: comprehensive (loss) income attributable to the noncontrolling interest	-	1,001
Comprehensive (loss) income attributable to Tattooed Chef, Inc. stockholders	$ (8,133)	$ 4,469

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

TATTOOED CHEF, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited)
(in thousands, except for share and per share information)

For the three months ended March 31, 2021

	Common Stock Shares	Treasury Shares	Common Shares Amount	Additional Paid-In Capital	Accumulated Comprehensive Income (Loss)	Retained Earnings (Deficit)	Noncontrolling Interests	Total
				(As Restated)		(As Restated)		(As restated)
BALANCE AS OF JANUARY 1, 2021	71,551,067	(81,087)	$ 7	$ 168,448	$ 1	$ 63,598	$ -	$ 232,054
FOREIGN CURRENCY TRANSLATION ADJUSTMENT	-	-	-	-	109	-	-	109
DISTRIBUTIONS	-	-	-	-	-	(308)	-	(308)
STOCK-BASED COMPENSATION	-	-	-	3,185	-	-	-	3,185
FORFEITURE OF STOCK- BASED AWARDS	(95,084)	-	-	-	-	-	-	-
CANCELLATION OF TREASURY SHARES	(81,087)	81,087	-	-	-	-	-	-
EXERCISE OF WARRANTS	10,025,303	-	1	63,361	-	-	-	63,362
NET LOSS	-	-	$ -	$ -	$ -	$ (8,242)	$ -	$ (8,242)
BALANCE AS OF MARCH 31, 2021	81,400,199	-	$ 8	$ 234,994	$ 110	$ 55,048	$ -	$ 290,160

TATTOOED CHEF, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited) (continue)
(in thousands, except for share and per share information)

For the three months ended March 31, 2020

	Redeemable Noncontrolling Interest Amount	Common Stock Shares	Treasury Shares	Common Shares Amount	Common Additional Paid-In Capital	Accumulated Comprehensive Income (Loss)	Retained Earnings (Deficit)	Noncontrolling Interests	Total
BALANCE AS OF JANUARY 1, 2020	$ 6,900	28,324,038	-	$ 3	$ 2,314	$ (692)	$ 1,056	$ 256	$ 2,937
CAPITAL CONTRIBUTIONS	-	-	-	-	-	-	-	355	355
FOREIGN CURRENCY TRANSLATION ADJUSTMENT	-	-	-	-	-	(341)	-	(11)	(352)
DISTRIBUTIONS	-	-	-	-	-	-	(1,438)	-	(1,438)
ACCRETION OF REDEEMABLE NONCONTROLLING INTEREST TO REDEMPTION VALUE	4,431	-	-	-	-	-	(4,431)	-	(4,431)
NET INCOME	$ 414	-	-	$ -	$ -	$ -	$ 4,810	$ 598	$ 5,408
BALANCE AS OF MARCH 31, 2020	$ 11,745	28,324,038	-	$ 3	$ 2,314	$ (1,033)	$ (3)	$ 1,198	$ 2,479

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

TATTOOED CHEF, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(in thousands, except for share and per share information)

	Three Months Ended March 31,	
	2021 (As Restated)	**2020**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) income	$ (8,242)	$ 5,822
Adjustments to reconcile net (loss) income to net cash from operating activities:		
Depreciation	552	193
Bad debt expense	122	-
Accretion of debt financing costs	-	9
Revaluation of warrant liability	(320)	-
Unrealized forward contract loss	2,181	-
Stock compensation expense	3,185	-
Deferred taxes, net	(1,749)	-
Non-cash lease cost	27	-
Changes in operating assets and liabilities:		
Accounts receivable	(13,012)	(5,621)
Inventory	(979)	(4,626)
Prepaid expenses and other assets	(7,332)	536
Accounts payable	5,308	2,120
Accrued expenses	2,947	1,560
Other current liabilities	(262)	6
Net cash used in operating activities	(17,574)	(1)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(2,852)	(1,686)
Proceeds from sale of property, plant and equipment	-	36
Net cash used in investing activities	(2,852)	(1,650)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net borrowings in line of credit	4	4,302
Borrowings of notes payable to related parties	-	1
Repayments of notes payable to related parties	(24)	(19)
Borrowings of notes payable	-	40
Repayments of notes payable	(87)	(169)
Capital contributions	-	355
Proceeds from the exercise of warrants	73,917	-
Distributions	(308)	-
Net cash provided by financing activities	73,502	4,510
NET INCREASE IN CASH	53,076	2,859
EFFECT OF EXCHANGE RATE ON CASH	506	(20)
CASH AT BEGINNING OF PERIOD	131,579	4,537
CASH AT END OF PERIOD	$ 185,161	$ 7,376
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for		
Interest	$ 1	$ 636
Income taxes	$ -	$ 16
Noncash investing and financing activities		
Distributions	$ -	$ 1,438
Capital expenditures included in accounts payable	$ 1,328	$ -

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

General

Tattooed Chef, Inc. was originally incorporated in Delaware on May 4, 2018 under the name of Forum Merger II Corporation ("Forum"), as a special purpose acquisition company ("SPAC") for the purpose of effecting a merger, capital stock exchange, asset acquisitions, stock purchase, reorganization or similar business combination with one or more business.

On October 15, 2020 (the "Closing Date"), Forum consummated the transactions contemplated within the Agreement and Plan of Merger dated June 11, 2020 as amended on August 10, 2020, (the "Merger Agreement"), by and among Forum, Myjojo, Inc., a Delaware corporation ("Myjojo (Delaware)"), Sprout Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Forum ("Merger Sub"), and Salvatore Galletti, in his capacity as the holder representative (the "Holder Representative"). The transactions contemplated by the Merger Agreement are referred to herein as the "Transaction".

Upon the consummation of the Transaction, Merger Sub merged with and into Myjojo (Delaware) (the "Merger"), with Myjojo (Delaware) surviving the merger in accordance with the Delaware General Corporation Law. Immediately upon the completion of the Transaction, Myjojo (Delaware) became a direct wholly owned subsidiary of Forum. In connection with the closing of the Transaction (the "Closing"), Forum changed its name to Tattooed Chef, Inc. ("Tattooed Chef"). Tattooed Chef's common stock began trading on the Nasdaq under the symbol "TTCF" on October 16, 2020.

Tattooed Chef, Inc. and its subsidiaries, (collectively, the "Company") are principally engaged in the manufacturing of plant-based foods including, but not limited to, acai and smoothie bowls, zucchini spirals, riced cauliflower, vegetable bowls and cauliflower crust pizza primarily in the United States and Italy.

About Myjojo and Subsidiaries

Myjojo, Inc. was an S corporation formed under the laws of California ("Myjojo (California)") on February 26, 2019 to facilitate a corporate reorganization of Ittella International Inc. On March 27, 2019, the sole stockholder of Ittella International, Inc. contributed all of his share ownership of Ittella International, Inc. to Myjojo (California) in exchange for 100% interest in the latter, becoming Myjojo (California)'s sole stockholder.

Ittella International, Inc. was formed in California as a tax pass-through entity and subsequently converted on April 10, 2019 to a limited liability company, Ittella International, LLC ("Ittella International"). On April 15, 2019, UMB Capital Corporation ("UMB"), a financial institution, acquired a 12.50% non-controlling interest in Ittella International (Notes 3).

Ittella's Chef, Inc. was incorporated under the laws of the State of California on July 20, 2017 as a qualified Subchapter S subsidiary and a wholly owned subsidiary of Ittella International. Ittella's Chef, Inc. was formed as a tax passthrough entity for purposes of holding Ittella International's 70% ownership interest in Ittella Italy, S.R.L. ("Ittella Italy"). On March 15, 2019, Ittella's Chef, Inc. was converted to a limited liability company, Ittella's Chef, LLC ("Ittella's Chef").

On May 21, 2020, Myjojo (Delaware) was formed with Salvatore Galletti owning all of the shares of common stock. On May 27, 2020, Myjojo, Inc. (California) merged into Myjojo, Inc., (Delaware) with Myjojo, Inc. (Delaware) issuing shares of common stock to the sole stockholder of Myjojo (California).

In connection with the Transaction and as a condition to the Closing, Myjojo (Delaware) entered into a Contribution Agreement with the minority members of Ittella International and the minority shareholders of Ittella Italy. Under the Contribution Agreement, the minority holders contributed all of their equity interests in Ittella International to Myjojo (Delaware) and Ittella Italy to Ittella's Chef in exchange for Myjojo (Delaware) stock (the "Restructuring"). The Restructuring was consummated prior to the Transaction. The shares of Myjojo (Delaware) were exchanged for shares of Forum's common stock upon consummation of the Transaction.

Basis of Consolidation. The condensed consolidated financial statements include the accounts of Tattooed Chef and its subsidiaries in which Tattooed Chef has a controlling interest directly or indirectly, and variable interest entities for which the Company is the primary beneficiary. All intercompany accounts and transactions have been eliminated in consolidation.

Basis of Presentation. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and in accordance with the instructions to Form 10-Q and Article 8 of Regulation S-X of the SEC. Certain information or footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed consolidated or omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a complete presentation of financial position, results of operations, or cash flows. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments, consisting of a normal recurring nature, which are necessary for a fair presentation of the financial position, operating results and cash flows for the periods presented.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2020 as filed with the SEC on March 19, 2021, which contains the audited financial statements and notes thereto. The financial information as of December 31, 2020 is derived from the audited financial statements presented in the Company's Annual Report on Form 10-K for the year ended December 31, 2020. The interim results for the three months ended March 31, 2021 are not necessarily indicative of the results to be expected for the year ending December 31, 2021 or for any future interim periods.

The Transaction was accounted for as a reverse recapitalization in accordance with GAAP (the "Reverse Recapitalization"). Under this method, Forum was treated as the "acquired" company ("Accounting Acquiree") and Myjojo (Delaware), the accounting acquirer, was assumed to have issued stock for the net assets of Forum, accompanied by a recapitalization.

The net assets of Forum are stated at historical cost, with no goodwill or other intangible assets recorded. The consolidated assets, liabilities and results of operations prior to the reverse recapitalization are those of Myjojo (Delaware). The shares and corresponding capital amounts and earnings per share available for common stockholders, prior to the reverse recapitalization, have been retroactively restated.

Revision of Previously Issued Financial Statements for Correction of Immaterial Errors.

The Company identified errors in its previously issued annual financial statements that were determined to be individually, and in the aggregate, quantitatively and qualitatively immaterial based on its analysis of Staff Accounting Bulletin ("SAB") No. 99, "*Materiality*," and SAB No. 108, "*Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*". These immaterial errors have been corrected in the accompanying consolidated balance sheet as of December 31, 2020, and the consolidated statements of operations and comprehensive income, stockholders' equity and cash flows for the three months ended March 31, 2020. The nature of these error corrections is as follows:

- In further consideration of the guidance in Accounting Standards Codification ("ASC") 815-40, *Derivatives and Hedging — Contracts in Entity's Own Equity*, the Company concluded that a provision in the warrant agreement related to certain settlement methods specific to the Private Placement Warrants precludes the Private Placement Warrants from being accounted for as components of equity. As the Private Placement Warrants meet the definition of a derivative as contemplated in ASC 815, the Private Placement Warrants should have been recorded as derivative liabilities on the consolidated balance sheet and measured at fair value upon recognition on the Closing Date and at each reporting date in accordance with ASC 820, *Fair Value Measurement*, with changes in fair value recognized in the consolidated statement of operations and comprehensive income in the period of change. Therefore, the Company concluded that it is appropriate to revise the classification of the Private Placement Warrants as of and for the year ended December 31, 2020.

- The Company revised the accompanying consolidated balance sheet and statement of stockholders' equity as of December 31, 2020 to reflect the correction of an immaterial error related to the presentation of 81,087 treasury shares. The treasury shares are now presented separately from common stock shares. This revision has an immaterial impact on the Company's previously reported net income, earnings per share, or stockholders' equity.

- The Company revised the accompanying consolidated statements of equity and operations and comprehensive income for the year ended December 31, 2020 to reflect the correction of an immaterial error related to the grant of 825,000 stock awards to Harrison Co. ("Harrison") on October 15, 2020 as consideration for advisory services provided by Harrison to facilitate the successful completion of the Transaction (see Note 18). The stock awards were fully vested on grant date, and therefore a weighted average 174,041 shares should have been included in basic and diluted outstanding shares when calculating earnings per share for the year ended December 31, 2020. In addition, the fair value of the stock awards issued in the amount of $20.54 million should have been included as a reduction to the "Reverse Recapitalization" line item and an increase by the same amount to the "Transaction costs, net of tax" line item. Both items are included within the Company's additional paid-in capital for the year ended December 31, 2020. The Company also identified a $4.0 million deferred tax asset (with the corresponding offset to additional paid-in capital) that should have been recorded in connection with this grant. The revision has no impact on the Company's previously reported net income but reduced the earnings per share for the year ended December 31, 2020. The impact of the tax consequences associated with the grant have been reflected in the balance sheet and statement of stockholders' equity.

- The Company revised the accompanying condensed consolidated statements of operations and comprehensive income for the period ended March 31, 2020 to reflect the correction of an immaterial error for amounts previously not reflected in the comprehensive income attributable to noncontrolling interest. This revision has no impact on the Company's net income, retained earnings, or earnings per share.

- The Company identified errors related to inventoriable costs and the classification of certain expense accounts that primarily impacted revenue, cost of goods sold and operating expenses.

- A presentation error to the prior quarter stockholders' equity balance within the condensed consolidated statement of stockholders' equity for the three months ended March 31, 2020 was found. The common stock shares balance as of January 1, 2020 was improperly included in the cross-footing for the total of stockholders' equity for the three months ended March 31, 2020.

- The Company identified a classification error between accounts receivable and deferred revenue, which affected the balance sheet as of December 31, 2020.

The following table summarizes the effect of the revision on each financial statement line item as of the dates, and for the periods ended, indicated:

(In thousands)				
		Consolidated Balance Sheet		
As of December 31, 2020	**As Originally Reported**	**Revisions**	**Re-classification**	**As Revised**
Accounts receivable	$ 17,991	$ (1,710)	$ -	$ 16,281
Inventory	38,660	(658)	-	38,002
Prepaid expenses and other current assets	18,240	176	-	18,416
TOTAL CURRENT ASSETS	206,470	(2,192)	-	204,278
Deferred income taxes, net	43,525	4,024	-	47,549
TOTAL ASSETS	266,683	1,832	-	268,515
Accounts payable	25,391	-	(1,316)	24,075
Accrued expenses	2,961	649	-	3,610
Deferred revenue	1,711	(1,711)	-	-
Other current liabilities	87	-	1,316	1,403
TOTAL CURRENT LIABILITIES	30,349	(1,062)	-	29,287
Warrant liabilities	-	5,184	-	5,184
TOTAL LIABILITIES	32,339	4,122	-	36,461
Additional paid-in capital	170,799	(2,351)	-	168,448
Retained earnings	63,537	61	-	63,598
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	234,344	(2,290)	-	232,054
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	266,683	1,832	-	268,515

(In thousands, except EPS)	**Condensed Consolidated Statements of Operations and Comprehensive Income**		
For the three months ended March 31, 2020	**As Originally Reported**	**Revisions**	**As Revised**
Revenue	$ 33,170	$ 2	$ 33,172
Cost of goods sold	23,927	109	24,036
Gross profit	9,243	(107)	9,136
Operating expense	2,390	(30)	2,360
Income from operations	6,853	(77)	6,776
INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	6,629	(77)	6,552
Net income (loss)	5,899	(77)	5,822
LESS: INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	1,022	(10)	1,012
NET INCOME (LOSS) ATTRIBUTABLE TO TATTOOED CHEF, INC.	4,877	(67)	4,810
Basic net income (loss) per share	0.17	-	0.17
Diluted net income (loss) per share	0.17	-	0.17
Comprehensive income	$ 5,547	(77)	$ 5,470
Less: income (loss) attributable to the noncontrolling interest	(11)	1,012	1,001
Comprehensive income attributable to Tattooed Chef, Inc. stockholders	$ 5,558	(1,089)	$ 4,469

(In thousands) For the three months ended March 31, 2020	Condensed Consolidated Statements of Stockholders' Equity As originally reported	Revisions	As revised
Redeemable noncontrolling interest beginning balance	$ 6,930	(30)	$ 6,900
Net income in redeemable noncontrolling interest	424	(10)	414
Redeemable noncontrolling interest ending balance	11,785	(40)	11,745
Retained earnings beginning balance	1,265	(209)	1,056
Net income in retained earnings	4,877	(67)	4,810
Retained earnings ending balance	273	(276)	(3)
Total Stockholders' equity beginning balance	28,327,184	(28,324,247)	2,937
Total Stockholders' equity ending balance	28,326,793	(28,324,314)	2,479

(In thousands) For the three months ended March 31, 2020	Condensed Consolidated Statements of Cash Flows As originally reported	Revisions	As revised
Cash Flows from Operating Activities:			
Net income	$ 5,899	(77)	$ 5,822
Adjustments to reconcile net income (loss) to net cash from operating activities:			
Inventory	(4,703)	77	(4,626)
Net cash (used in) provided by operating activities	(1)	-	(1)

Restatement of Previously Issued Financial Statements

In connection with the preparation of the consolidated financial statements as of and for the year ended December 31, 2021 included in the Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 16, 2022, the Company identified errors related to (i) deferred tax assets resulting from the reverse recapitalization transaction that occurred in 2020; (ii) classification among accounts of inventory, accounts receivable, accounts payable and deferred revenue; and (iii) other errors previously identified but not corrected as they were previously determined to be immaterial. Amounts depicted as "As Restated" throughout the accompanying condensed consolidated financial statements and footnotes include the impact of the restatement, as well as the impact of the adoption of ASC 842, *Leases* as of January 1, 2021 to the quarter ended March 31, 2021. See Note 24 to the consolidated financial statements and Item 8 of the Form 10-K, as aforementioned.

The table below sets forth the condensed consolidated financial statements, including as originally reported, the impacts resulting from ASC 842 adoption, the adjustments resulting from the restatement, the reclassification, , and the as restated balances for the quarterly period ended March 31, 2021 (in thousands):

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, Unaudited)	As Reported	Adoption of ASC 842	Adjustments	Re-classification	As Restated
Accounts receivable	$ 31,796	-	(2,625)	-	$ 29,171
Inventory	38,701	-	280	-	38,981
Prepaid expenses and other current assets	11,739	(27)	-	-	11,712
TOTAL CURRENT ASSETS	267,397	(27)	(2,345)	-	265,025
Operating lease right-of-use asset, net	-	3,968	-	-	3,968
Deferred taxes	45,273	-	4,024	-	49,297
TOTAL ASSETS	$ 332,905	3,941	1,679	-	$ 338,525
Accounts payable	31,252	-	(496)	(46)	30,710
Accrued expenses	6,135	-	423	-	6,558
Deferred revenue	974	-	(974)	-	-
Forward contract derivative liability	2,042	-	(84)	-	1,958
Operating lease liabilities, current	-	651	-	-	651
Other current liabilities	1,188	(47)	-	46	1,187
TOTAL CURRENT LIABILITIES	41,770	604	(1,131)	-	41,243
Operating lease, net of current portion	-	3,344	-	-	3,344
TOTAL LIABILITIES	45,548	3,948	(1,131)	-	48,365
Additional paid in capital	230,970	-	4,024	-	234,994
Retained earnings	56,269	(7)	(1,214)	-	55,048
Total equity	287,357	(7)	2,810	-	290,160
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 332,905	3,941	1,679	-	$ 338,525

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(in thousands except shares and per share amounts, Unaudited)	As Reported	Adoption of ASC 842	Adjustments	As Restated
REVENUE	$ 52,682	-	(213)	$ 52,469
COST OF GOODS SOLD	45,905	-	(616)	45,289
GROSS PROFIT	6,777	-	403	7,180
OPERATING EXPENSES	13,795	7	394	14,196
INCOME (LOSS) FROM OPERATIONS	(7,018)	(7)	9	(7,016)
Other income (expense)	(2,589)	-	(92)	(2,681)
INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	(9,627)	(7)	(83)	(9,717)
NET (LOSS) INCOME	(8,152)	(7)	(83)	(8,242)
NET (LOSS) INCOME ATTRIBUTABLE TO TATTOOED CHEF, INC.	$ (8,152)	(7)	(83)	$ (8,242)
NET (LOSS) INCOME PER SHARE				
Basic	(0.10)	-	(0.00)	(0.10)
Diluted	(0.11)	-	(0.00)	(0.11)
WEIGHTED AVERAGE COMMON SHARES				
Basic	79,415,105	-	825,000	80,240,105
Diluted	79,719,129	-	825,000	80,544,129
Comprehensive income	(8,043)	(7)	(83)	(8,133)
Comprehensive income attributable to Tattooed Chef, Inc. stockholders	$ (8,043)	(7)	(83)	$ (8,133)

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands except per share amounts, Unaudited)	As Reported	Adjustments	As Restated
Additional Paid-In Capital beginning balance	$ 164,423	4,025	$ 168,448
Additional Paid-In Capital ending balance	230,969	4,025	234,994
Retained earnings (Deficit) beginning balance	64,729	(1,131)	63,598
Net loss in retained earnings (Deficit)	(8,152)	(90)	(8,242)
Retained earnings (Deficit) ending balance	56,269	(1,221)	55,048
Total Stockholders' equity beginning balance	229,160	2,894	232,054
Total Stockholders' equity ending balance	287,356	2,804	290,160

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands, Unaudited)	As Reported	Adoption of ASC 842	Adjustments	Re-classification	As Restated
CASH FLOWS FROM OPERATING ACTIVITIES					
Net (loss) income	$ (8,152)	(7)	(83)	-	$ (8,242)
Adjustments to reconcile net (loss) income to net cash from operating activities:					
Non-cash lease cost	-	27	-	-	27
Changes in operating assets and liabilities:		-	-	-	
Accounts receivable	(13,926)	-	914	-	(13,012)
Inventory	(41)	-	(938)	-	(979)
Prepaid expenses and other assets	(7,359)	27	-	-	(7,332)
Accounts payable	4,534	-	(496)	1,270	5,308
Accrued expenses	3,173	-	(226)	-	2,947
Deferred revenue	(737)	-	737	-	-
Other current liabilities	963	(47)	92	(1,270)	(262)
Net cash used in operating activities	(17,574)	-	-	-	(17,574)
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION					
Noncash investing and financing activities					
Cashless warrant exercises	2,990	-	(2,990)	-	-

Reclassifications. Reclassifications of certain prior period amounts to conform to the current period presentation. Reclassifications have no impact on net income (loss) and do not relate to errors and are included here in order to conform the presentation across the periods presented.

Cash. The Company's cash may be in excess of amounts insured by the Federal Deposit Insurance Corporation. The Company has not experienced any losses in these accounts.

Foreign Currency. The Company's functional currency is the United States dollar for its U.S. entities. Ittella Italy's functional currency is the Euro. Transactions in currency other than the functional currency are recognized at the rates of exchange prevailing at the dates of the transaction. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency of each entity are included in the results of operations in income from operations as incurred.

The accompanying condensed consolidated financial statements are expressed in United States dollars. Assets and liabilities of foreign operations are translated at period-end rates of exchange. Revenues, costs and expenses are translated at average rates of exchange prevailing during the period. Equity adjustments resulting from translating foreign currency financial statements are accumulated as a separate component of stockholders' equity.

The Company conducts business globally and is therefore exposed to adverse movements in foreign currency exchange rates, specifically the Euro to US dollar. To limit the exposure related to foreign currency changes, the Company entered into foreign currency exchange forward contracts starting in 2020. The Company does not enter into contracts for speculative purposes.

In February 2020, the Company entered into a trading facility for derivative forward contracts. Under this facility, the Company has access to open foreign exchange forward contract instruments to purchase a specific amount of funds in Euros and to settle, on an agreed-upon future date, in a corresponding amount of funds in United States dollars. During the three months ended March 31, 2021 and 2020, the Company entered into foreign currency exchange forward contracts to purchase 22.00 million Euros and 13.35 million Euros, respectively. The notional amounts of these derivatives are $26.90 million and $14.68 million for the three-month period ended March 31, 2021 and 2020, respectively.

These derivatives are not designated as hedging instruments. Gains and losses on the contracts are included in other income net, and substantially offset foreign exchange gains and losses from the short-term effects of foreign currency fluctuations on assets and liabilities, such as purchases, receivables and payables, of which are denominated in currencies other than the functional currency of the reporting entity. These derivative instruments generally have maturities of up to nine months.

Accounts Receivable. Trade receivables are customer obligations due under normal trade terms requiring payment generally within 7 to 45 days from the invoice date. The Company's allowance for doubtful receivables is based on an analysis that estimates the amount of its total customer receivable balance that is not collectible. This analysis includes assessing a default probability to customers' receivable balances, which is influenced by several factors, including (i) current market conditions, (ii) periodic review of customer credit worthiness, and (iii) review of customer receivable aging and payment trends.

Inventory. Inventory consists of raw materials and packaging materials, work in process and finished goods. Inventories are carried at the lower of cost or net realizable value on a weighted average basis. Inventory is initially measured at cost and consists of the sum of the applicable expenditures and charges directly and indirectly incurred to bring products to their existing condition and location. These costs include purchase costs and any other charges necessary to prepare the items for production. For work in process and finished goods, these costs normally include those incurred directly or indirectly in the production of inventory (i.e., direct labor and production overheads or conversion costs), and other expenses (i.e., inbound freight, transportation and handling charges, taxes and duties).

Overhead costs are allocated to the units produced within the reporting period, while abnormal costs are charged to current operations as incurred. The Company monitors the remaining utility of its inventory and writes down inventory for excess or obsolescence as appropriate.

Property, Plant and Equipment. Property, plant and equipment is stated at cost less accumulated depreciation and amortization. Depreciation and amortization of property, plant and equipment is calculated using the straight-line method over a period considered adequate to amortize the total cost over the useful lives of the assets, which range from 5 to 7 years for machinery and equipment, 5 to 7 years for furniture and fixtures, 20 to 25 years for buildings, and 3 to 5 years for computer equipment. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the improvements. Repairs and maintenance are expensed as incurred. Renewals and enhancements are capitalized and depreciated over the remaining life of the specific property unit. When the Company retires or disposes of property, plant or equipment, the cost and accumulated depreciation are removed from the Company's accounts and any resulting gain or loss is reflected in the condensed consolidated statements of operations and comprehensive income (loss).

Long-Lived Assets. Long-lived assets are reviewed for impairment at the asset group level whenever events or changes in circumstances indicate that the carrying amount of such asset group may not be recoverable. Recoverability of assets within an asset group to be held and used is measured by a comparison of the carrying amount of an asset group to the future undiscounted net cash flows expected to be generated by the asset group. If such asset groups are considered to be impaired, the impairment to be recognized is based upon their fair value. No impairment was recorded during the three months ended March 31, 2021 and 2020.

Fair Value of Financial Instruments. Certain assets and liabilities are required to be recorded at fair value on a recurring basis. Fair value is determined based on the exchange price that would be received for an asset or transferred for a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. The carrying amounts of cash, accounts receivables, accounts payable and certain notes payable approximate fair value because of the short maturity and/or variable rates associated with these instruments. Long-term debt as of March 31, 2021 and December 31, 2020 approximates its fair value as the interest rates are indexed to market rates. The Company categorizes the inputs to the fair value measurements into three levels based on the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

Level 1 - Inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company is able to access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and can reference interest rates, yield curves, implied volatilities and credit spreads.

Level 3 - Inputs are unobservable data points for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

Warrants. The Public Warrants are considered freestanding equity-classified instruments due to their detachable and separately exercisable features and meet the indexation criteria in ASC 815-40-15-7C. Accordingly, the Public Warrants are presented as a component of Stockholders' Equity in accordance with ASC 815-40-25. The Agreements with respect to the Company's Private Placement Warrants include provisions related to determining settlement amounts that preclude the Warrants from being accounted for as components of equity. As these Warrants meet the definition of a derivative as contemplated in ASC 815-40, the Private Placement Warrants are recorded as derivative liabilities on the condensed consolidated balance sheets and measured at fair value at inception (on the Closing date) and at each reporting date in accordance with ASC 820, with changes in fair value recognized in the condensed consolidated statements of operations and other comprehensive income (loss) in the period of change.

Revenue Recognition. The Company recognizes revenue in accordance with ASC Topic 606. The Company's principal business is the manufacturing of plant-based foods including, but not limited to, acai and smoothie bowls, zucchini spirals, riced cauliflower, vegetable bowls and cauliflower crust pizza primarily in the United States and Italy. Revenue recognition is determined by (a) identifying the contract, or contracts, with a customer; (b) identifying the performance obligation in each contract; (c) determining the transaction price; and (d) allocating the transaction price to the performance obligation in each contract; and (e) recognizing revenue when, or as, the Company satisfies performance obligations by transferring the promised goods or services. Each unit of product delivered is determined as a separate performance obligation and in the event there are more than one unit of a product ordered, there will be multiple performance obligations satisfied under the same contract. When control of the promised products and services are transferred to the Company's customers, the Company recognizes revenue in the amount that reflects the consideration the Company expects to receive in exchange for these products and services.

Control generally transfers to the customer when the product is shipped or delivered to the customer based upon applicable shipping terms. Customer contracts generally do include more than one performance obligation and the performance obligations in the Company's contracts are satisfied within one year. No payment terms beyond one year are granted at contract inception.

The Company disaggregates revenue based on the type of products sold to its customers – private label, Tattooed Chef and other. The other revenue stream constitutes sale of similar food products directly to customers through a third-party vendor and the Company acts as a principal in these transactions.

Some contracts also include some form of variable consideration, the most common form are discounts and demonstration costs. Variable consideration is treated as a reduction in revenue when product revenue is recognized. Depending on the specific type of variable consideration, the Company uses either the expected value or most likely amount method to determine the variable consideration. The Company reviews and updates its estimates and related accruals of variable consideration each period based on the terms of the agreements, historical experience, and any recent changes in the market.

The Company does not have significant unbilled receivable balances arising from transactions with customers. The Company does not capitalize contract inception costs as contracts are one year or less and the Company does not incur significant fulfillment costs requiring capitalization.

The Company recognizes shipping and handling costs related to products transferred to the end customer as fulfillment cost and includes these costs in cost of goods sold upon delivery of the product to the customer.

Sales and Marketing Expenses (As Restated). The Company expenses costs associated with sales and marketing as incurred. Sales and marketing expenses were $6.65 million and $1.21 million for the periods ended March 31, 2021 and 2020, respectively, and are included in operating expenses in the condensed consolidated statements of operations and comprehensive income (loss).

Interest Expense. Interest expense includes interest primarily related to the amortization of deferred financing costs, the Company's notes payable and line of credit.

Deferred Financing Costs. Deferred financing costs include fees associated with the Company's line of credit agreement. Such fees are amortized on a straight-line basis over the term of the related line of credit agreement as a component of interest expense, which approximates the effective interest rate method, in accordance with the terms of the agreement. Deferred financing costs, net were $0.09 million and $0.09 million at March 31, 2021 and December 31, 2020, respectively, and are recorded as a component of other assets in the accompanying condensed consolidated balance sheets. Amortization expense of deferred financing costs were $0.00 million and $0.02 million during the periods ended March 31, 2021 and 2020, respectively.

Stock-based Compensation. The Company measures compensation expense for stock options and other stock awards in accordance with ASC 718, *Compensation — Stock Compensation*. Stock-based compensation is measured at fair value on grant date and recognized as compensation expense over the requisite service period. The Company accounts for forfeitures when they occur. Generally, the Company issues stock options and other stock awards to employees with service-based and/or performance-based vesting conditions. For awards with only service-based vesting conditions, the Company records compensation cost for these awards using the straight-line method. For awards with performance-based vesting conditions, the Company recognizes compensation cost on a tranche-by-tranche basis (the accelerated attribution method) over the expected service period.

Under the provisions of ASC 718, *Compensation—Stock Compensation*, the Company measures stock-based awards granted to non-employees based on the fair value of the award on the date on which the related service is completed. Compensation expense is recognized over the period during which services are rendered by non-employees until service is completed.

Income Taxes

As part of the process of preparing its condensed consolidated financial statements, the Company is required to estimate its provision for income taxes in each of the tax jurisdictions in which it conducts business, in accordance with the Income Tax Topic 740 of the ASC ("ASC 740"). The Company computes its annual tax rate based on the statutory tax rates and tax planning opportunities available to it in the various jurisdictions in which it earns income. Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. A valuation allowance is provided when it is more likely than not that some portion or all of the net deferred tax assets will not be realized. The factors used to assess the likelihood of realization include the Company's forecast of the reversal of temporary differences, future taxable income, and available tax planning strategies that could be implemented to realize the net deferred tax assets. Failure to achieve forecasted taxable income in applicable tax jurisdictions could affect the ultimate realization of deferred tax assets and could result in an increase in the Company's effective tax rate on future earnings. Based on our assessment, it appears more likely than not that the net deferred tax assets will be realized through future taxable income.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must first be determined to be more likely to be sustained based solely on its technical merits, and if so, then measured to be the largest benefit that has a greater than 50% likelihood of being sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of March 31, 2021 and December 31, 2020, respectively. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and penalties as of March 31, 2021. The Company is currently not aware of any issues under review that could result in significant payment, accruals, or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception. See Note 13 for more information on the Company's accounting for income taxes.

Accumulated Other Comprehensive Loss. Accumulated other comprehensive loss is defined as the change in equity resulting from transactions from non-owner sources. Other comprehensive income consisted of gains and losses associated with changes in foreign currency as a result of the translation of the financial results of the Company's Italian subsidiary.

Use of Estimates. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

Concentrations of Credit Risk (As Restated). The Company grants credit, generally without collateral, to customers primarily in the United States. Consequently, the Company is subject to potential credit risk related to changes in business and economic factors in this geographical area. No external suppliers accounted for more than 10% of the Company's cost of goods sold during the period ended March 31, 2021 and 2020.

Three customers accounted for 89% and 87% of the Company's revenue during the three months ended March 31, 2021 and 2020, respectively.

Customer	2021	2020
Customer C	41%	41%
Customer A	38%	29%
Customer B	10%	17%

Customers accounting for more than 10% of the Company's accounts receivable as of March 31, 2021 (As Restated) and December 31, 2020 were:

Customer	March 31, 2021	December 31, 2020
Customer A (As Restated)	47%	24%
Customer B	*	10%
Customer C (As Restated)	40%	53%

* Customer B accounted for less than 10% of accounts receivable as of March 31, 2021. However, Customer B accounted for 10% as of December 31, 2020 and as such was included in the disclosure above for comparison purposes.

Segment Information. The Company manages its operations on a company-wide basis as one operating segment, thereby making determinations as to the allocation of resources to the business as a whole rather than on a segment-level basis. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the Chief Operating Decision Maker ("CODM") in making decisions regarding resource allocation and assessing performance. The Company has determined that its Chief Executive Officer is the CODM. To date, the Company's CODM has made such decisions and assessed performance at the Company-level.

A majority of the Company's products are sold from the United States to customers.

Long-lived assets consist of property, plant and equipment - net. The geographic location of long-lived assets is as follows:

Long Lived Assets (in thousands)	March 31, 2021	December 31, 2020
Italy	$ 10,733	$ 9,113
United States	8,579	6,970
Total	$ 19,312	$ 16,083

COVID-19 Pandemic – The novel coronavirus ("COVID-19"), which was categorized by the World Health Organization as a pandemic in March 2020, continues to significantly impact the United States and the rest of the world and has altered the Company's business environment and the overall working conditions.

Despite partial remote working conditions, the Company's business activities have continued to operate with minimal interruptions.

Management acknowledges the pandemic may adversely affect the Company's suppliers and could impair its ability to obtain raw material inventory in the quantities or of a quality the Company desires. The Company currently sources most of its raw materials from Italy. Though the Company is not dependent on any single Italian grower for its supply of a certain crop, events (including the pandemic) generally affecting these growers could adversely affect the Company's business. If the Company is unable to manage its supply chain effectively and ensure that its products are available to meet consumer demand, operating costs could increase, and sales and profit margins could decrease.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted. The CARES Act, among other things, includes provisions relating to refundable payroll tax credits, deferment of employer side social security payments, net operating loss carryback periods, alternative minimum tax credit refunds, modifications to the net interest deduction limitations, increased limitations on qualified charitable contributions and technical corrections to tax depreciation methods for qualified improvement property. It also appropriated funds for the SBA Paycheck Protection Programs that are forgivable in certain situations to promote continued employment, as well as Economic Injury Disaster Loans to provide liquidity to small businesses harmed by COVID-19. The Company has elected not to apply for a Paycheck Protection Program loan. As of March 31, 2021 and December 31, 2020, the Company has analyzed the provisions of the CARES Act and determined it did not have a material impact on the Company's financial condition, results of operations or cash flows.

The extent to which this pandemic will adversely impact the Company's future business, financial condition and results of operations is dependent upon various factors, many of which are highly uncertain and outside the control of the Company.

Earnings per share. Basic earnings per share is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding during the period. The weighted-average number of common shares outstanding during the period includes common stock but is exclusive of certain unvested stock awards that have no economic or participating rights. Diluted earnings per share is computed by dividing the net income by the weighted average number of common shares and common share equivalents outstanding for the period. Common stock equivalents are only included when their effect is dilutive. The Company's potentially dilutive securities which include outstanding stock options and restricted stock awards under the Company's equity incentive plan and warrants have been considered in the computation of diluted earnings per share.

2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS (As restated for the adoption of ASC 842)

In December 2019, the FASB issued Accounting Standards Update ("ASU") No. 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes ("ASU 2019-12"), as part of its overall simplification initiative to reduce costs and complexity of applying accounting standards while maintaining or improving the usefulness of the information provided to users of financial statements. Amendments include removal of certain exceptions to the general principles of Topic 740, *Income Taxes*, and simplification in several other areas. ASU 2019-12 is effective for annual reporting periods beginning after December 15, 2020, and interim periods therein. The Company adopted the new standard on January 1, 2021, the first day of the reporting year. One of the amendments eliminates a limitation on the amount of income tax benefit that can be recognized in an interim period when a year-to-date loss exceeds the anticipated loss for the year. The adoption of this standard did not have material impact Company's condensed consolidated financial statements for the period ended March 31, 2021.

In June 2016, the FASB issued ASU No. 2016-13 ("ASU 2016-13") regarding ASC Topic 326, *Financial Instruments - Credit Losses*, which modifies the measurement of expected credit losses of certain financial instruments. The Company will be required to use a forward-looking expected credit loss model for accounts receivables, loans, and other financial instruments. The amendments will become effective for the Company for periods beginning after December 15, 2022. Adoption of the standard will be applied using a modified retrospective approach. The Company is currently evaluating the impact the adoption of ASU 2016-13 will have on its condensed consolidated financial statements.

In March 2020, the FASB issued ASU 2020-04, *Facilitation of the Effects of Reference Rate Reform on Financial Reporting* ("ASU 2020-04"), which provides guidance for contract modifications and certain hedging relationships associated with the transition from reference rates that are expected to be discontinued. Interest on borrowings under the Company's revolving credit facility is calculated based upon LIBOR. ASU 2020-04. was issued on March 12, 2020 and may be applied prospectively through December 31, 2022. This guidance has had no material effect on the Company for the period ended March 31, 2021. The Company will continue to evaluate the impact this guidance may have on its condensed consolidated financial statements.

In August 2020, the FASB issued ASU No. 2020-06, *Debt—Debt with Conversion and Other Options* (Subtopic 470-20*) and Derivatives and Hedging—Contracts in Entity's Own Equity* (Subtopic 815-40): *Accounting for Convertible Instruments and Contracts in an Entity's Own Equity* ("ASU 2020-06"), which simplifies the accounting for convertible instruments. ASU 2020-06 removes certain accounting models that separate the embedded conversion features from the host contract for convertible instruments, requiring bifurcation only if the convertible debt feature qualifies as a derivative under ASC 815 or for convertible debt issued at a substantial premium. ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years and early adoption is permitted in annual reporting periods ending after December 15, 2020. The Company is currently evaluating the impact this guidance may have on its condensed consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02" or "Topic 842"). The purpose of ASU 2016-02 is to provide financial statement users a better understanding of the amount, timing, and uncertainty of cash flows arising from leases. The adoption of ASU 2016-02 resulted in the recognition of a right-of-use asset and a lease liability for all leases. New disclosure requirements included qualitative and quantitative information about the amounts recorded in the financial statements. The original guidance required application on a modified retrospective basis with adjustments to the earliest comparative period presented. In August 2018, the FASB issued ASU No. 2018-11, "Targeted Improvements to ASC 842," which included an option to not restate comparative periods in transition and elect to use the effective date of ASU No. 2016-02 as the date of initial application, which the Company elected. As the Company will lose EGC status as of December 31, 2021, the Company was required to apply the provisions of ASU 2016-02 beginning with the annual reporting period ended December 31, 2021 with an effective date as of January 1, 2021. Accordingly, these financial statements have been adjusted to reflect the adoption of Topic 842. See Note 11.

3. REDEEMABLE NONCONTROLLING INTEREST

On April 15, 2019, UMB contributed $6.00 million to acquire 6,000 units for a 12.5% ownership interest in Ittella International. The Company incurred issuance costs of $0.13 million resulting in net consideration received of $5.87 million.

Per the terms of Ittella International's operating agreement, UMB was provided with a put right which may cause Ittella International to purchase all, but not less than all of UMB units upon notice ("Put Notice"). UMB could have provided the Put Notice to Ittella International at any time for any reason after April 15, 2024. If Ittella International did not accept the price proposed in the Put Notice, the consideration to be paid by Ittella International to UMB for the units that were the subject of the Put Notice will be the fair market value of the units as established by a third party appraisal, subject to a floor for the fair value at 85%. If the fair value was less than 85% of the consideration proposed by UMB in their Put Notice, UMB may have chosen to abandon the transfer. The put right constituted a redemption feature and therefore UMB's noncontrolling interest (the "Redeemable Noncontrolling Interest") was classified as temporary equity (mezzanine) in the accompanying condensed consolidated financial statements.

The Redeemable Noncontrolling Interest was initially measured at fair value, which has been determined by the Company to equal the consideration received from UMB, net of transaction costs.

The Redeemable Noncontrolling Interest was not redeemable until April 2024; however, it was probable of becoming redeemable with the passage of time. Therefore, the subsequent measurement of the Redeemable Noncontrolling Interest at each reporting date was determined as the higher of (1) the initial carrying amount, increased or decreased for the redeemable noncontrolling interest's share of net income and other comprehensive income, or (2) the redemption value, which was determined to be fair value per the terms of Ittella International's operating agreement above. In determining the measurement method of redemption value, the Company elected to accrete changes in the redemption value over the period from the date of issuance to the earliest redemption date (i.e. April 2024) of the instrument using the effective interest method. Changes in the redemption value are considered to be changes in accounting estimates. Redemption value was determined using a combination of the market approach and income approach. Under the market approach, the Company estimated fair value based on market multiples of EBITDA of comparable companies. Under the income approach, the Company measured fair value based on a projected cash flow method using a discount rate determined by its Management which is commensurate with the risk inherent in its current business model.

There were no Redeemable Noncontrolling Interest for the three months ended March 31, 2021. Changes in the carrying value of the Redeemable Noncontrolling Interest were as follows for the three months ended March 31, 2020:

	Amount
Redeemable Noncontrolling Interest as of January 1, 2020	$ 6,900
Net income attributable to redeemable noncontrolling interest	414
Accretion to redeemable noncontrolling interest	4,431
Redeemable Noncontrolling Interest as of March 31, 2020	$ 11,745

All redeemable noncontrolling interest classified as mezzanine equity were reclassified to permanent equity in connection with the contribution of UMB's 12.5% equity interests in Ittella International to Myjojo (Delaware) in exchange for Myjojo's (Delaware)'s common stock and were subsequently exchanged for Forum Class A common stock upon consummation of the Transaction.

4. REVENUE RECOGNITION

Nature of Revenues

Substantially all of the Company's revenue from contracts with customers consist of the sale of plant-based foods including, but not limited to, acai and smoothie bowls, zucchini spirals, riced cauliflower, vegetable bowls and cauliflower crust pizza in the United States and is recognized at a point in time in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Each unit of food product sold to the customer is the performance obligation. Revenue from the sale of frozen food products is recognized upon the transfer of control to the customer, which is upon shipment to the customer.

The Company disaggregates revenue based on the type of products sold to its customers – private label, Tattooed Chef and other. The other revenue stream constitutes sale of similar food products directly to customers through third-party vendors and the Company acts as a principal in these transactions. All sales are recorded within revenue on the accompanying condensed consolidated statements of operations and comprehensive income (loss). The Company does not have any contract assets or contract liabilities as of March 31, 2021 and 2020.

Revenue streams for the three months ended March 31, 2021 (As Restated) and 2020 were as follows:

	2021		2020	
Revenue Streams (in thousands)	**Revenue**	**% Total**	**Revenue**	**% Total**
	(As Restated)			
Tattooed Chef	$ 35,847	68%	$ 17,651	53%
Private Label	16,305	31%	15,102	46%
Other revenues	317	1%	419	1%
Total	$ 52,469		$ 33,172	

Significant Judgments

Generally, the Company's contracts with customers comprise a written quote and customer purchase order or statement of work and are governed by the Company's trade terms and conditions. In certain instances, it may be further supplemented by separate pricing agreements. All products are sold on a standalone basis; therefore, when more than one product is included in a purchase order, the Company has observable evidence of stand-alone selling price. Contracts do not contain a significant financing component as payment terms on invoiced amounts are typically between 7 to 45 days, based on the Company's credit assessment of individual customers, as well as industry expectations. Product returns are not significant. The contracts with customers do not include any additional performance obligations related to warranties and material rights.

From time to time, the Company may offer incentives to its customers considered to be variable consideration including discounts and demonstration costs. Customer incentives considered to be variable consideration are recorded as a reduction to revenue as part of the transaction price based on the agreement at the time of the transaction. Customer incentives are allocated entirely to the single performance obligation of transferring product to the customer.

5. ACCOUNTS RECEIVABLE, NET

Accounts receivables are reduced by an allowance for an estimate of amounts that are uncollectible. All of the Company's receivables are due from customers in the United States. The Company extends credit to its customers based upon its evaluation of the following factors: (i) the customer's financial condition, (ii) the amount of credit the customer requests, and (iii) the customer's actual payment history (which includes disputed invoice resolution). The Company does not require its customers to post a deposit or supply collateral. The Company's allowance for doubtful receivables is based on an analysis that estimates the amount of its total customer receivable balance that is not collectible. This analysis includes assessing a default probability to customers' receivable balances, which is influenced by several factors, including (i) current market conditions, (ii) periodic review of customer credit worthiness, and (iii) review of customer receivable aging and payment trends.

The Company evaluates the creditworthiness of its customers regularly and based on its analysis, the Company has determined an allowance for doubtful receivables is not necessary as of the three months ended March 31, 2021 and December 31, 2020. The Company writes off accounts receivable whenever they become uncollectible, and any payments subsequently received on such receivables are recorded as bad debt recoveries in the period the payment is received. Credit losses from continuing operations have consistently been within management's expectations.

6. INVENTORY

Inventory consists of the following (in thousands):

	March 31, 2021	December 31, 2020
	(As Restated)	
Raw materials	$ 14,845	$ 16,534
Work-in-process	5,134	5,040
Finished goods	16,194	13,424
Packaging	2,808	3,004
Total	$ 38,981	$ 38,002

7. PREPAID EXPENSES AND OTHER CURRENT ASSETS

The following table provides additional information related to the Company's prepaid expenses and other current assets (in thousands):

	March 31, 2021	December 31, 2020
	(As Restated)	
Prepaid advertising expenses	$ 7,458	$ -
Prepaid other expenses	2,300	1,897
Tax credits	1,903	1,884
Warrants receivable (see Note 15)	0	13,542
Other current assets	51	1,093
Total	$ 11,712	$ 18,416

8. PROPERTY, PLANT, AND EQUIPMENT - NET

Property, plant and equipment consists of the following (in thousands):

	March 31, 2021	December 31, 2020
Buildings	$ 2,827	$ 2,574
Leasehold improvements	2,114	2,106
Machinery and equipment	14,387	12,526
Computer equipment	187	187
Furniture and fixtures	111	109
Construction in progress	3,032	1,533
	22,658	19,035
Less: accumulated depreciation	(3,346)	(2,952)
Net	$ 19,312	$ 16,083

The Company recorded depreciation expense for the periods ended March 31, 2021 and 2020 of $0.55 million and $0.19 million, respectively.

9. DERIVATIVE INSTRUMENTS

The Company enters into foreign currency exchange forward contracts to reduce the short-term effects of foreign currency fluctuations on assets and liabilities such as foreign currency inventory purchases, receivables and payables. The Company's primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. The Company's derivatives expose the Company to credit risk to the extent that the counterparties may be unable to meet the terms of the arrangement. The Company does, however, seek to mitigate such risks by limiting its counterparties to major financial institutions. Management does not expect material losses as a result of defaults by counterparties.

The fair values of the Company's derivative instruments classified as Level 2 financial instruments and the line items within the accompanying condensed consolidated balance sheets to which they were recorded are summarized as follows (in thousands):

	Balance Sheet Line Item	As of March 31, 2021
Derivatives not designated as hedging instruments:		(As Restated)
Foreign currency derivatives	Forward contract derivative liability	$ 1,958
Total		$ 1,958

The effect on the accompanying condensed consolidated statements of operations and comprehensive income (loss) of derivative instruments not designated as hedges is summarized as follows (in thousands)

	Line Item in Statements of Operations	Three months ended March 31, 2021
Derivatives not designated as hedging instruments:		(As Restated)
Foreign currency derivatives	Other income (expense)	$ (3,001)
Total		$ (3,001)

Unrealized and realized losses on forward currency derivatives for the three months ended March 31, 2021 were $2.18 million and $0.73 million, respectively. The Company has notional amounts of $55.00 million and $45.60 million on outstanding derivatives as of March 31, 2021 and December 31, 2020, respectively.

10. FAIR VALUE MEASUREMENTS

Contingent Consideration Liabilities – Holdback Shares

The Company recognized and measured a contingent consideration liability associated with Holdback Shares at a fair value of $120.35 million, determined using a probability-weighted discounted cash flow model. Significant inputs used in the model includes certain financial metric growth rates, volatility rates, projections associated with the applicable contingency, the interest rate, and the related probabilities and payment structure in the Merger Agreement, which are not observable in the market and are therefore considered to be Level 3 inputs.

On November 16, 2020, the contingencies were met and accordingly the Holdback Shares were released. The remeasured fair value of the liability was $83.15 million based on the public share price on release date and was charged against additional paid-in capital. The change in fair value during the period resulted in a gain on settlement of the contingent consideration derivative of $37.20 million and was recorded within "other income" in the condensed consolidated statements of operations and comprehensive income (loss) for the year ended December 31, 2020.

There were no changes in the estimated fair value of the Company's liabilities measured on a recurring basis using significant unobservable inputs (Level 3) during the three months ended March 31, 2021 and 2020, respectively.

Sponsor Earnout Shares Subject to Transfer Restrictions

The Company recognized and measured an asset associated with the Sponsor Earnout Shares at its fair value of $0 at the Closing date, determined using a probability-weighted discounted cash flow model. Significant inputs used in the models includes certain financial metric growth rates, volatility rates, projections associated with the applicable contingency, the interest rate, and the related probabilities and payment structure in the contingent consideration arrangement, which are not observable in the market and are therefore considered to be Level 3 inputs.

The Sponsor Earnout Shares were released on November 16, 2020 based on the remeasured fair value on the release date of $0, as none of the Sponsor Earnout Shares were forfeited on that date. No gain or loss was recorded by the Company in connection with the Sponsor Earnout Shares.

Warrant Liabilities

The Private Placement Warrants are accounted for as liabilities in accordance with ASC 815-40 and are presented within warrant liabilities on the condensed consolidated balance sheets. The warrant liabilities are measured at fair value at inception ("initial measurement"), which is at the Closing date, and on a recurring basis ("subsequent remeasurement"), with changes in fair value presented within change in fair value of warrant liabilities in the condensed consolidated statements of operations and comprehensive income (loss).

Initial Measurement

The fair value of the Private Placement Warrants were initially measured at fair value on October 15, 2020, the Closing date.

Subsequent Measurement

At each reporting period or upon exercise of the Warrants, the Company remeasures the Private Placement Warrants at their fair values with the change in fair value reported to current operations within the statements of operations and other comprehensive income (loss). During the three months ended March 31, 2021, 223,041 Private Placement Warrants were settled, resulting in an aggregate loss on settlements of $0.15 million.

For the three months ended March 31, 2021, change in the fair value of the warrant liabilities charged to current operations amounted to $0.47 million.

Fair Value Measurement

The fair value of the Private Placement Warrants was determined to be $10.16 per Warrant as of March 31, 2021 using Monte Carlo simulations and using Level 3 inputs. Inherent in a Monte Carlo simulation are assumptions related to expected stock-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the volatility of its common stock warrants based on implied volatility from its traded warrants and historical volatility of select peers' common stock with similar expected term of the Warrants. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield on the grant date with a maturity similar to the expected remaining term of the warrants. The expected term of the Warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company estimated to remain at zero.

The following table provides quantitative information regarding the inputs to the fair value measurement of the Private Placement Warrants as of each measurement date:

Input	October 15, 2020 (Initial Measurement)	December 31, 2020	March 31, 2021
Risk-free interest rate	0.32%	0.34%	0.79%
Expected term (years)	5	4.79	4.55
Expected volatility	35.00%	35.00%	40.00%
Exercise price	$ 11.50	11.50	11.50
Fair value of Units	$ 13.85	12.72	10.16

On October 15, 2020, the fair value of the Private Placement Warrants was determined to be $13.85 per warrant, or an aggregate value of $9.07 million for 655,000 outstanding warrants. On December 31, 2020, the fair value of the Private Placement Warrants was determined to be $12.72 per warrant, or an aggregate value of $5.18 million for 407,577 outstanding warrants.

As of March 31, 2021, the aggregate fair value of the Private Placement Warrants was determined to be $1.87 million, based on the estimated fair value per Private Placement Warrant on that date of $10.16 for 184,536 outstanding warrants.

The following table presents the changes in the fair value of warrant liabilities:

	Private Placement
Fair value at initial measurement on October 15, 2020	$ 9,071,750
Exercise of Private Placement Warrants	(2,695,806)
Change in fair value[1]	(1,191,565)
Fair value as of December 31, 2020	$ 5,184,379
Exercise of Private Placement Warrants	(2,989,639)
Change in fair value[1]	(319,854)
Fair value as of March 31, 2021	$ 1,874,886

(1) Changes in fair value are recognized in change in fair value of warrant liabilities in the consolidated statements of operations and comprehensive income (loss).

11. LEASES

As of March 31, 2021, the Company's primary leasing activities were related to office space, production and storage facilities and certain Company vehicles and equipment.

Significant assumptions and judgments were made in the application of GAAP for leases, including those related to the lease discount rate. The interest rate used to determine the present value of the future lease payments is the Company's incremental borrowing rate, when the interest rate implicit in the Company's leases is not readily determinable. The incremental borrowing rate is estimated to approximate the interest rate on a collateralized basis with similar terms of the lease payments at commencement date, and in similar economic environments.

Upon adoption, ASC 842, Leases had an impact in the Company's consolidated balance sheet and in its consolidated statement of operations. As part of the transition, the Company elected the following practical expedients:

- Package of practical expedients which eliminates the need to reassess (1) whether any expired or existing contracts are or contain leases; (2) the lease classification for any expired or existing leases; and (3) the initial direct costs for any existing leases.

- The practical expedient whereby the lease and non-lease components will not be separated for all classes of assets.

- Not to recognize ROU assets and corresponding lease liabilities with a lease term of 12 months or less from the lease commencement date for all class of assets.

For existing leases, the Company did not elect the use of hindsight and did not reassess lease term upon adoption. The Company leases office and manufacturing facilities, equipment and vehicles under various operating arrangements. Certain of the leases are subject to escalation clauses and renewal periods. The Company recognizes lease expense, including predetermined fixed escalations, on a straight-line basis over the initial term of the lease from the time that the Company controls the leased property.

The Company adjusted the adoption date opening ROU asset balance by $0.04 million and $0.03 million previously recorded as deferred rent liabilities and prepaid expenses, respectively. On January 1, 2021, the Company recorded $4.16 million in operating lease ROU assets and $4.17 million in operating lease liabilities. The adoption of ASC 842 had no significant impact on the Company's statement of operations.

The components of lease costs are as follows:

(in thousands)	Statement of Operations Location	Three months ended March 31, 2021
Operating leases:		
Lease cost	Cost of goods sold	$ 154
Lease cost	Operating expenses	67
Operating lease cost		221
Other:		
Variable lease cost	Cost of goods sold	461
Variable lease cost	Operating expenses	-
Variable lease cost*		461
Total lease cost		$ 682

* Variable lease cost primarily consists of month to month rent, charges based on usage and maintenance.

The Company's rent expense for the three months ended March 31, 2020 totaled $0.50 million.

Supplemental balance sheet information as of March 31, 2021 related to leases are as follows:

(in thousands)	**Balance Sheet Location**		**March 31 2021**
Assets			
ROU assets-Operating lease	Operating lease right-of-use assets		4,141
Less: accumulated amortization	Operating lease right-of-use assets		(173)
Operating lease right-of-use assets, net	*Operating lease right-of-use assets*		3,968
Total Lease ROU assets		$	3,968
Liabilities			
Current:			
Operating lease liabilities, current	Operating lease liabilities, current	$	(651)
Long term:			
Operating lease liabilities, noncurrent	Operating lease liabilities, noncurrent		(3,344)
Total Lease liabilities		$	(3,995)

Supplemental cash flow information related to leases was as follows:

(in thousands)		**March 31, 2021**
Operating cash flows paid for operating leases	$	(177)

The following table represents the weighted-average remaining lease term and discount rates for operating lease as of March 31, 2021:

	Operating Leases
Weighted-average remaining lease term (years)	9.59
Weighted-average discount rate	4.0%-5.3%

The following table reconciles the undiscounted future lease payments for operating leases to the operating leases recorded in the condensed consolidated balance sheet at March 31, 2021:

(in thousands)		**Operating Leases**
Nine months ended December 31, 2021	$	624
2022		790
2023		634
2024		374
2025		347
2026 and thereafter		2,413
Total lease payments	$	5,182
Less imputed interest		1,187
Present value of future lease payments	$	3,995
Current Lease liabilities		651
Noncurrent Lease liabilities		3,344

12. ACCRUED EXPENSES

The following table provides additional information related to the Company's accrued expenses (in thousands):

	March 31, 2021	December 31, 2020
	(As Restated)	
Accrued customer incentives	$ 4,170	$ 1,524
Accrued payroll	1,334	1,471
Accrued commission	631	108
Other accrued expenses	423	507
Total	$ 6,558	$ 3,610

13. INCOME TAXES

The following table presents the provision for income taxes and the effective tax rate for the three months ended March 31, 2021 and March 31, 2020 in thousand:

	March 31, 2021	March 31, 2020
Income tax (benefit) expense	(1,475)	730
Effective tax rate	15%	11%

The income tax (benefit) expense for the three months ended March 31, 2021 was primarily attributable to federal, state and foreign income tax expenses attributable to federal and state tax benefits on the Company's U.S. loss as a C-corporation, offset by foreign income tax expenses on the Company's foreign income in Italy.

The income tax (benefit) expense for the three months ended March 31, 2020 was primarily attributable to state and foreign income taxes.

The Company also believes that quarterly effective tax rates will vary from the fiscal 2021 effective tax rate as a result of recognizing the income tax effects of items that the Company cannot anticipate such as the changes in tax laws, tax amounts associated with foreign earnings at rates different from the United States federal statutory rate, the tax impact of stock-based compensation. The Company's foreign earnings on Italian operations are subject to foreign taxes applicable to its income derived in Italy. These taxes include income tax.

As of December 31, 2020, and 2019, the Company had no open tax examinations by any taxing jurisdiction in which it operates. The taxing authorities of the most significant jurisdictions are the United States Internal Revenue Service and the California Franchise Tax Board and the Agenzia delle Entrate. The statute of limitations for which the Company's tax returns are subject to examination are as follows: Federal 2017-2020, California 2016-2020, and Italy 2016-2020.

14. INDEBTEDNESS

Debt consisted of the following as of (in thousands):

	March 31, 2021	December 31, 2020
Notes payable	$ 2,014	$ 2,101
Notes payable to related parties (Note 17)	42	66
Revolving credit facility	26	22
Total debt	2,082	2,189
Less current debt	(179)	(199)
Total	$ 1,903	$ 1,990

Revolving credit facility

The Company is party to a revolving line of credit agreement, which has been amended from time to time, pursuant to which a credit facility has been extended to the Company until May 25, 2021 (the “Credit Facility”). The Credit Facility provides the Company with up to $25.00 million in revolving credit. Under the Credit Facility, the Company may borrow up to (a) 90% of the net amount of eligible accounts receivable; plus, (b) the lower of: (i) sum of: (1) 50% of the net amount of eligible inventory; plus (2) 45% of the net amount of eligible in-transit inventory; (ii) $10.00 million; or (iii) 50% of the aggregate amount of revolving loans outstanding, minus (c) the sum of all reserves. Under the Credit Facility: (i) the Company’s fixed charge coverage ratio may not be less than 1.10:1.00, and (ii) the Company may make dividends or distributions in shares of stock of the same class and also distributions for the payment of taxes. As of March 31, 2021 and December 31, 2020, the Company was in compliance with all terms and conditions of its Credit Facility.

The revolving line of credit bears interest at the sum of (i) the greater of (a) the daily Prime Rate, or (b) LIBOR plus 2%; and (ii) 1%.

The revolving line of credit has an arrangement associated with it wherein all collections from collateralized receivables are deposited into a collection account and applied to the outstanding balance of the line of credit on a daily basis. The funds in the collection account are earmarked for payment towards the outstanding line of credit and given the Company’s obligation to pay off the outstanding balance on a daily basis, the balance is classified as a current liability on the Company’s condensed consolidated balance sheets as of March 31, 2021 and December 31, 2020.

Capital expenditure loan, term loan, and notes payable

The Credit Facility includes a capital expenditure loan (“Capex Loan”) in the amount of up to $0.50 million that functions to reimburse the Company for certain qualified expenses related to the Company’s purchase of capital equipment. All borrowings against this loan are payable on a straight-line basis over 5 years and accrue interest at the greater of (a) the daily Prime Rate or (b) the daily LIBOR Rate plus 4%. The loan was paid off in full with the proceeds from the Transaction. The balance on the Capex Loan was $0 million and $0 million as of March 31, 2021 and December 31, 2020, respectively, of which $0 million and $0 million is classified as current as of March 31, 2021 and December 31, 2020, respectively.

In September 2018, the Company amended the Credit Facility to include a term loan in the amount of $1.00 million (the “Term Loan”). The Term Loan accrues interest at the sum of the (i) the greater of (a) the daily Prime Rate, or (b) LIBOR plus 2%; and (ii) 1.5% and has a maturity date of May 25, 2021. The Credit Facility is secured by substantially all of the Company’s assets. The balance on the Term Loan was $0 million and $0 million as of March 31, 2021 and December 31, 2020, respectively.

In April 2019, Ittella Italy entered into a promissory note with a financial institution in the amount of 0.40 million Euros. The note accrues interest at 2.5% and has a maturity date of April 15, 2021, when the full principal and interest are due. The balance on the promissory note was 0.02 million Euros and 0.08 million Euros as of March 31, 2021 and December 31, 2020, respectively.

On June 19, 2015, Ittella Properties, LLC, a variable interest entity (“VIE”) (See Note 19), executed a promissory note with a financial institution in the amount of $1.30 million (the “CB Loan”). The CB Loan accrues interest at an initial rate of 4.99% and is variable on an annual basis in accordance with the United States Treasury Note Index Rate plus 2.66% and subject to a minimum rate of 4.65%. The CB Loan had a maturity date of July 1, 2040 and was collateralized by the Alondra Building (Note 19) and was guaranteed by Ittella International. The loan was paid off in full through a refinancing on January 6, 2020. The outstanding balance on the CB Loan was $0 million and $0.00 million as of March 31, 2021 and December 31, 2020, respectively.

On August 12, 2015, Ittella Properties, LLC, the VIE, executed a note payable with a financial institution in the amount of $1.06 million (the "CDC Loan"). The CDC Loan accrued interest at 2.88% and had a maturity date of August 1, 2035. The CDC Loan was secured by the Alondra Building (Note 19 and was guaranteed by Ittella International. The loan was paid off in full through a refinancing on January 6, 2020. The outstanding balance on the CDC Loan was $0 million and $0 million as of March 31, 2021 and December 31, 2020, respectively.

On January 6, 2020, Ittella Properties, LLC, the VIE, refinanced all of its existing debt with a financial institution in the amount of $2.10 million (the "Note"). The Note accrues interest at 3.60% and has a maturity date of January 31, 2035. Financial covenants of the Note include a minimum fixed charge coverage ratio of 1.20 to 1.00. As of March 31, 2021, the Company was in compliance with all terms and conditions of the Note. The outstanding balance on the Note was $1.99 million and $2.02 as of March 31, 2021 and December 31, 2020, respectively.

Future minimum principal payments due on the notes payable, including notes payable to related parties, for periods subsequent to March 31, 2021 are as follows (in thousands):

Nine months ended December 31, 2021	$	151
2022		134
2023		119
2024		123
2025		128
Thereafter		1,427
Total	$	2,082

15. STOCKHOLDERS' EQUITY

The condensed consolidated statements of changes in equity reflect the Reverse Recapitalization as of October 15, 2020. Since Myjojo (Delaware) was determined to be the accounting acquirer in the Reverse Recapitalization, all periods prior to the consummation of the Transaction reflect the balances and activity of Myjojo (Delaware) (other than shares which were retroactively restated in connection with the Transaction).

Further, the Company issued awards to certain officers and all of the directors pursuant to the Tattooed Chef, Inc. 2020 Incentive Award Plan ("Director Awards") on December 17, 2020 (see Note 16). Salvatore Galletti received 4,935 shares of common stock of the Company as part of the Director Awards. Such shares together with the shares that Salvatore Galletti received as a result of the Transaction and the release of the Holdback Shares from escrow, allowed Salvatore Galletti to have approximately 39.4% (separate from the shares assigned to Project Lily) of the voting power of the capital stock of the Company as of March 31, 2021.

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of $0.0001 per share with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. As of March 31, 2021, there were no shares of preferred stock issued or outstanding.

Common Stock

The Company is authorized to issue 1,000,000,000 shares of common stock with a par value of $0.0001 per share. Holders of common stock are entitled to one vote for each share. As of March 31, 2021, there were 81,400,199 shares issued and outstanding.

Noncontrolling Interest

Prior to the consummation of the Transaction, noncontrolling interest in Ittella Italy was included as a component of stockholders' equity on the accompanying condensed consolidated balance sheets. Noncontrolling interest in Ittella International contains a redemption feature and was included as mezzanine equity on the accompanying condensed consolidated balance sheets (Notes 3). The share of income attributable to noncontrolling interest were included as a component of net income in the accompanying consolidation statements of operations and comprehensive income prior to the Transaction.

The following schedule discloses the components of the Company's changes in other comprehensive income attributable to noncontrolling interest for the three months ended March 31, 2020 (in thousands):

Net income attributable to noncontrolling interest in Ittella Italy	$	598
Net income attributable to noncontrolling interest in Ittella International		414
Increase in noncontrolling interest due to foreign currency translation		(11)
Change in net comprehensive income attributable to noncontrolling interest for the three months ended March 31, 2020	$	1,001

As discussed in Note 3, all noncontrolling interest were converted into Myjojo (Delaware)'s common shares which were subsequently exchanged for the Company's common shares in the Transaction.

Warrants

In connection with Forum's IPO and issuance of Private Placement Units in August 2018, Forum issued Units consisting of Common Stock with attached warrants as follows:

1. Public Warrants – Forum issued 20,000,000 Units at a price of $10.00 per Unit, each Unit consisting of one share of Common Stock of Forum and one redeemable warrant.

2. Private Placement Warrants – Forum issued 655,000 Private Placement Units, each consisting of one share of Common Stock and one warrant to the Sponsor, Jefferies LLC and EarlyBirdCapital, Inc.

Each Public Warrant and Private Placement Warrant (together, the "Warrants") entitles the holder to purchase one share of Common Stock at an exercise price of $11.50.

The Public Warrants contain a redemption feature that provides the Company the option to call the Public Warrants for redemption 30 days after notice to the holder when any of conditions described in the following paragraph is met, and to require that any Public Warrant holder who desires to exercise his, her or its Public Warrant prior to the redemption date do so on a "cashless basis," by converting each Public Warrant for an equivalent number of shares of Common Stock, determined by dividing (i) the product of the number of shares of Common Stock underlying the Warrants, multiplied by the difference between the Warrant Price and the "Fair Market Value", and (ii) the Fair Market Value (defined as the average last sale price of the Common Stock for the ten trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of the Public Warrants).

The Public Warrants become exercisable upon occurrence of certain events (trigger events), including the completion of the Transaction. Once the Public Warrants become exercisable, the Company may redeem the Public Warrants in whole, at a price of $0.01 per warrant within 30 days after a written notice of redemption, and if, and only if, the reported last sale price of the Company's common stock equals or exceeds $18.00 per share for any 20 trading days within a 30-trading day period ending three business days before the Company sends the notice of redemption to the holder.

The Private Placement Warrants are identical to the Public Warrants, except that so long as they are held by the Sponsor, an Underwriter, or any of their Permitted Transferees, the Private Placement Warrants: (i) may be exercised for cash or on a cashless basis; (ii) may not be transferred, assigned, or sold 30 days after the completion of a defined Business Combination except to a Permitted Transferee who enters into a written agreement with the Company agreeing to be bound by the transfer restrictions, and (iii) are not redeemable by the Company.

A Warrant may be exercised only during the "Exercise Period" commencing on the later of: (i) the date that is 30 days after the first date on which Forum completes its initial business combination; or (ii) 12 months from the date of the closing of the IPO, and terminating on the earlier to occur (x) five years after Forum completes its initial business combination; (y) the liquidation of the Company or, the Redemption Date (as that term is defined in the Warrant Agreement), subject to any applicable conditions as set forth in the Warrant Agreement. The Company in its sole discretion may extend the duration of the Warrants by delaying the expiration date, provided it give at least 20 days prior written notice of any such extension to the registered holders of the Warrants.

Forum completed a business combination, which is one of the trigger events for exercisability of the Warrants.

Warrant activity is as follows:

	Public Warrants	Private Placement Warrants
Issued and outstanding as of October 15, 2020	20,000,000	655,000
Exercised	(5,540,316)	(247,423)
Issued and outstanding as of December 31, 2020	14,459,684	407,577
Exercised	(14,459,684)	(223,041)
Issued and outstanding as of March 31, 2021	-	184,536

The Public Warrants are considered freestanding equity-classified instruments due to their detachable and separately exercisable features. Accordingly, the Public Warrants are presented as a component of Stockholders' Equity in accordance with ASC 815-40-25.

As discussed in Note 10, the Private Placement Warrants are considered freestanding liability-classified instruments under ASC 815-40-25.

The Company did not receive payment from the transfer agent for 1,177,602 of the 5,793,611 warrants exercised during the period ended December 31, 2020 and, accordingly, a Warrant Receivable of $13.54 million was recognized as part of Prepaid Expenses and Other Current Assets on the condensed consolidated balance sheet as of December 31, 2020.

During the three-month period ended March 31, 2021, the Company recognized aggregate cash and cashless exercises of 5,234,017 and 9,368,925, respectively, in relation to the Public Warrants. During the three-month period ended March 31, 2021, 223,041 Private Placement Warrants were exercised. The Company issued 10,025,303 common stock shares in connection with all exercises occurred in the three-month period ended March 31, 2021. During the same period, the Company recognized transfers of 143,258 of the Public Warrants from Private Placement Warrants that ceased to meet contractual criteria and became Public Warrants as a result.

On January 14, 2021, the Company announced that it would redeem all Public Warrants that had not been exercised as of 5:00 p.m. EST on February 16, 2021 and sent the required redemption notice to Public Warrant holders. As of that time and date, all but 132,580 of the Public Warrants had been exercised, and those remaining Public Warrants were redeemed for $0.01 per Public Warrant.

Appropriated Retained Earnings

In accordance with Italian Company law, the Company's subsidiary Ittella Italy maintains an appropriated retained earnings account for 5% of the total profit for the prior year until the appropriated retained earnings balance reaches 20% of share capital.

The appropriated retained earnings amount included in retained earnings was $0.07 million and $0.07 million as of March 31, 2021 and December 31, 2020, respectively.

16. EQUITY INCENTIVE PLAN (As Restated)

On October 15, 2020, the Company's Tattooed Chef, Inc. 2020 Incentive Plan (the "Plan") became effective and permits the granting of equity awards of up to 5,200,000 common shares to executives, employees and non-employee directors, with the maximum number of common shares to be granted in a single fiscal year, when taken together with any cash fees paid to the non-employee director during that year in respect of his or her service as a non-employee director, not exceeding $100,000 in total value to any non-employee director. Awards available for grant under the Plan include Incentive Stock Options, Nonqualified Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Other Share-based Awards, Other Cash-based Awards and Dividend Equivalents. Shares issued under the Plan may be newly issued shares or reissued treasury shares.

Options maybe granted at a price per share not less than 100% of the fair market value at the date of grant. Options granted generally vest over a period of three to five years, subject to the grantee's continued service with the Company through the scheduled vested date and expire no later than 10 years from the grant date.

Stock Options

Stock options under the Plan are generally granted with a strike price equal to 100% of the fair market value of the stock on the date of grant, with a three-year vesting period and a grant life of 10 years. The strike price may be higher than the fair value of the stock on the date of the grant but cannot be lower.

The table below summarizes the share-based activity in the Plan:

	Number of Awards Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Terms (Years)	Intrinsic Value (in thousands)
Balance at December 31, 2020	756,300	$ 24.69	9.98	$ -
Granted	-	-	-	-
Cancelled and forfeited	(1,500)	24.69	9.82	-
Exercised	-	-	-	-
Balance at March 31, 2021	754,800	$ 24.69	9.73	$ -
Exercisable at March 31, 2021	-	$ -	-	$ -

There were no options exercised during the three months ended March 31, 2021.

Compensation expense is recorded on a straight-line basis over the vesting period, which is the requisite service period, beginning on the grant date. The compensation expense is based on the fair value of each option grant using the Black-Scholes option pricing model. During the three ended March 31, 2021, the Company recorded in the aggregate $0.47 million of share-based compensation expense related to stock options, which is included in SG&A expenses in the Company's consolidated statements of operations. As of March 31, 2021, the Company had stock-based compensation of $5.17 million related to unvested stock options not yet recognized that are expected to be recognized over an estimated weighted average period of approximately three years.

The fair value of each option grant was estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

Equity volatility	25.89%
Risk-free interest rate	0.67%
Expected term (in years)	6
Expected dividend	-

Expected term—This represents the weighted-average period the stock options are expected to remain outstanding based upon expected exercise and expected post-vesting termination.

Risk-free interest rate—The assumption is based upon the observed U.S. treasury rate appropriate for the expected life of the employee stock options.

Expected volatility—The expected volatility assumption is based upon the weighted-average historical daily price changes of our common stock over the most recent period equal to the expected option life of the grant based on the contractual term of the awards, adjusted for activity which is not expected to occur in the future. Dividend yield—The dividend yield assumption is based on our history and expectation of dividend payouts.

Any option granted under the Plan may include tandem Stock Appreciation Rights ("SAR"). SAR may also be awarded to eligible persons independent of any option. The strike price for common share for each SAR shall not be less than 100% of the fair value of the shares determined as of the date of grant.

Restricted Stock and Restricted Stock Units

Restricted Stock Units ("RSUs") are convertible into shares of Company common stock upon vesting on a one-to-one basis. Restricted stock has the same rights as other issued and outstanding shares of Company common stock except they are not entitled to dividends until the awards vest. Restrictions also limit the sale or transfer of the same during the vesting period. Any unvested portion of the Restricted Stock and RSUs shall be terminated and forfeited upon termination of employment or service of the grantee.

Director restricted stock activity under the Plan for the three months ended March 31, 2021 is as follows:

	Employee Director Awards		**Non-Employee Director Awards**	
	Number of Shares	**Weighted-Average Fair Value**	**Number of Shares**	**Weighted-Average Fair Value**
Balance at December 31, 2020	-	$ -	-	$ -
Granted	-	-	15,216	18.93
Vested	-	-	(15,216)	18.93
Forfeited	-	-	-	-
Non-vested restricted stock at March 31, 2021	-	$ -	-	$ -

Non-director employee and consultant restricted stock activity under the Plan for the three months ended March 31, 2021 is as follows:

	Employee Awards		**Consultant (Non-Employee) Awards**	
	Number of Shares	**Weighted-Average Fair Value**	**Number of Shares**	**Weighted-Average Fair Value**
Balance at December 31, 2020	400,000	$ 24.28	100,000	$ 24.69
Granted	30,416	23.65	100,000	18.96
Vested	(4,916)	24.28	(100,000)	18.96
Forfeited	(100,000)	24.69	(100,000)	24.69
Non-vested restricted stock at March 31, 2021	**325,500**	**$ 24.10**		$ -

The fair value of the consultant (non-employee) performance shares vested for the three months ended March 31, 2021 was approximately $1.90 million. The fair value of employee restricted stock awards vested was approximately $0.53 million for the three months ended March 31, 2021. The fair value of non-employee restricted stock awards vested was approximately $0.29 million for the three months ended March 31, 2021.

As of March 31, 2021, unrecognized compensation costs related to the employee restricted stock awards was $7.4 million and is expected to be recognized over the weighted average period of four years.

In addition, non-employee consultant share-based compensation expense for the three months ended March 31, 2021 was approximately $1.90 million as a result of an accelerated equity grant. The amount recognized vested immediately and had no restrictions or performance conditions.

Employee Performance Shares and Performance Units

This award may be granted to certain executive officers of the Company and vest if the performance goals and/or other vesting criteria as stated in the relevant Award Agreement are achieved or the awards otherwise vest, which generally is for a period of three to five years from the grant date. Vesting of this award applies if the grantee remains employed by the Company through the applicable vesting date.

The fair value of the award is equal to the average market price of the Company's common stock at the grant date, adjusted for dividends over the vesting period. Compensation expense is recorded ratably over the period beginning on the grant date until the shares become unrestricted based on the amount of the award that is expected to be earned, adjusted each reporting period based on current information.

Under the Plan, an executive of the Company was granted restricted stock of 300,000 shares of the Company's common stock (included within the restricted stock grants described above), to be vested 60,000 shares on each anniversary of the closing of the Transaction, provided certain target share prices are met, and conditioned on his continued employment with the Company. If the applicable target share price is not met, the 60,000 shares eligible for vesting will carry over and will be eligible for vesting in the full amount in the following vesting period. Any unvested shares will continue to carry over into the next vesting period. Any unvested shares as of October 15, 2025 will be forfeited.

17. RELATED PARTY TRANSACTIONS (As Restated)

The Company leases office property in San Pedro, California from Deluna Properties, Inc., a company owned by Salvatore Galletti. Rent expense was $0.04 million and $0.02 million for the three months ended March 31, 2021 and 2020, respectively. As of March 31, 2021, under the adoption of ASC 842, the Company recorded $2.12 million of operating lease right-of-use asset and $2.14 million of operating lease liabilities in relation to this lease.

In January 2009, the Company entered into a promissory note with Salvatore Galletti as the lender in the amount of $0.05 million, which matured on December 31, 2020. The note bore interest at 4.75% over the Prime Rate. The promissory note was paid off in full on January 6, 2020.

The Company entered into a credit agreement with Salvatore Galletti for a $1.20 million revolving line of credit in January 2007. Monthly interest payments were accrued at 4.75% above the Prime Rate on any outstanding balance. In addition, the Company agreed to pay Salvatore Galletti 0.67% per month of the full amount of the revolving credit line, regardless of whether the Company has borrowed against the line of credit. For the three months ended March 31, 2021 and 2020, respectively, zero amount of the fees have been paid to the lender. This agreement originally expired on December 31, 2011, which was amended from time to time and extended to December 31, 2024. The outstanding balance of the line of credit was $0 million at both of March 31, 2021 and December 31, 2020.

In June 2010, the Company entered into a promissory note with the Salvatore Galletti as the lender in the amount of $0.15 million, which bears interest at 8.00% per annum. The promissory note was paid off in full on June 2, 2020. It had a balance of $0.15 million as of December 31, 2019 and was recorded as notes payable to related parties in the accompanying condensed consolidated balance sheets.

In May 2018, Ittella Italy entered into a promissory note with Pizzo in the amount of 0.48 million Euros. The note bears interest at 8.00% per annum. The balance of the note was 0.04 million Euros and 0.07 million Euros as of March 31, 2021 and December 31, 2020, respectively.

The Company is party to a revolving line of credit with Marquette Business Credit as of March 31, 2021 and December 31, 2020 with borrowing capacity of $25.00 million and $25.00 million, respectively (Note 14). The parent organization of Marquette Business Credit is UMB (Note 3).

18. COMMITMENTS AND CONTINGENCIES

In the ordinary course of business, the Company also enters into real property leases, which require the Company as lessee to indemnify the lessor from liabilities arising out of the Company's occupancy of the properties. The Company's indemnification obligations are generally covered under the Company's general insurance policies.

From time to time, the Company is involved in various litigation matters arising in the ordinary course of business. The Company does not believe the disposition of any current matter will have a material adverse effect on its condensed consolidated financial position or results of operations.

A subsidiary of the Company, Ittella Italy, is involved in certain litigation related to the death of an independent contractor who fell off of the roof of Ittella Italy's premises while performing pest control services. The case was brought by five relatives of the deceased worker. The five plaintiffs are seeking collectively 1.87 million Euros from the defendants. In addition to Ittella Italy, the pest control company for which the deceased was working at the time of the accident is co-defendant. Furthermore, under Italian law, the president of an Italian company is automatically criminally charged if a workplace death occurs on site. Ittella Italy has engaged local counsel, and while local counsel does not believe it is probable that Ittella Italy or its president will be found culpable, Ittella Italy cannot predict the ultimate outcome of the litigation. Procedurally, the case remains in a very early stage of the litigation. Ultimately, a trial will be required to determine if the defendants are liable, and if they are liable, a second separate proceeding will be required to establish the amount of damages owed by each of the co-defendants. Ittella Italy believes any required payment could be covered by its insurance policy; however, it is not possible to determine the amount at which the insurance company will reimburse Ittella Italy or whether any reimbursement will be received at all. Based on information received from its Italian lawyers, Ittella Italy believes that the litigation may continue for a number of years before it is finally resolved.

Based on the assessment by management together with the independent assessment from its local legal counsel, the Company believes that a loss is currently not probable and an estimate cannot be made. Therefore, no accrual has been made as of March 31, 2021 or December 31, 2020.

19. CONSOLIDATED VARIABLE INTEREST ENTITY

Ittella Properties LLC ("Properties"), the Company's consolidated VIE, owns the Alondra Building, which is leased by Ittella International for 10 years from August 1, 2015 through August 1, 2025. Properties is wholly owned by Salvatore Galletti. The construction and acquisition of the Alondra building by Properties were funded by a loan agreement with unconditional guarantees by Ittella International and terms providing that 100% of the Alondra building must be leased to Ittella International throughout the term of the loan agreement.

The Company concluded that it has a variable interest in Properties on the basis that Ittella International guarantees the loan for Properties and substantially all of Properties' transactions occur with the Ittella International. Thus, Properties' equity at risk is considered to be insufficient to finance its activities without additional support from Ittella International, and, therefore, Properties is considered a VIE.

The results of operations and cash flows of Properties are included in the Company's condensed consolidated financial statements. For the three-month periods ended March 31, 2021 and 2020, 100% of the revenue of Properties is intercompany and thus was eliminated in consolidation. Properties contributed expenses of $0.05 million and $0.10 million for the periods ended March 31, 2021 and 2020, respectively.

20. EARNINGS PER SHARE

The following is the summary of basic and diluted EPS for the three-months ended March 31, 2021 (As Restated) and 2020 (in thousands):

	2021 (As Restated)	2020
Numerator		
Net Income (Loss) attributable to Tattooed Chef, Inc.	$ (8,242)	$ 4,810
Dilutive Net Income (Loss) attributable to Tattooed Chef, Inc.	(8,714)	4,810
Denominator		
Weighted average common shares outstanding	80,240	28,324
Effect of potentially dilutive securities related to Warrants	304	-
Weighted average diluted shares outstanding	80,544	28,324
Earnings per share		
Basic	$ (0.10)	$ 0.17
Diluted	$ (0.11)	$ 0.17

The following have been excluded from the calculation of diluted earnings per share as the effect of including them would have been anti-dilutive for the three-months ended March 31, 2021 and 2020 (in thousands):

	2021	2020
Stock options	318	-
Restricted stock awards	318	-
Warrants	-	-
Total	636	-

21. SUBSEQUENT EVENTS

On May 2, 2021, the Company entered into an agreement to acquire Food of New Mexico Distributors, Inc. ("NMFD") and Karsten Tortilla Factory, LLC ("Karsten") in an all-cash transaction approximately $35.00 million. NMFD is a privately-held company based in Albuquerque, New Mexico. Together with Karsten, NMFD produces and sells ready to eat New Mexican food products for retail and food service customers. The transaction closed on May 14, 2021. As of the date of issuance of these condensed consolidated financial statements, the initial acquisition and disclosures under ASC 805, *Business Combinations*, have not been prepared as the Company has not obtained all of the information necessary, nor has there been sufficient time, to complete the related activities.

On April 13, 2021, Ittella Italy purchased a manufacturing facility in Italy for 4.00 million Euros (or $4.69 million). The Company had previously been leasing this facility.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our financial statements and related notes (the “Financial Statements”) included elsewhere in this Quarterly Report on Form 10-Q (the “Quarterly Report”) and the section entitled “Risk Factors.” Unless otherwise indicated, the terms “Tattooed Chef,” “we,” “us,” or “our” refer to Tattooed Chef, Inc., a Delaware corporation, together with its consolidated subsidiaries.

Special Note Regarding Forward-Looking Statements

This Quarterly Report includes “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act that are not historical facts and involve risks and uncertainties that could cause actual results to differ materially from those expected and projected. All statements, other than statements of historical fact included in this Quarterly Report including, without limitation, statements in this “Management’s Discussion and Analysis of Financial Condition and Results of Operations” regarding the Company’s financial position, business strategy and the plans and objectives of management for future operations, are forward-looking statements. Words such as “expect,” “believe,” “anticipate,” “intend,” “estimate,” “seek” and variations and similar words and expressions are intended to identify such forward-looking statements. Such forward-looking statements relate to future events or future performance, but reflect management’s current beliefs, based on information currently available. A number of factors could cause actual events, performance or results to differ materially from the events, performance and results discussed in the forward-looking statements. For information identifying important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, please refer to the Risk Factors section of the Company’s Annual Report on Form 10-K for the period ending December 31, 2021 filed with the SEC and Part II, Item 1A. Risk Factors herein. The Company’s securities filings can be accessed on the EDGAR section of the SEC’s website at www.sec.gov. Except as expressly required by applicable securities law, the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, the following:

- our ability to maintain the listing of our common stock on Nasdaq;
- our ability to raise financing in the future;
- our ability to acquire and integrate new operations successfully;
- market conditions and global and economic factors beyond our control, including the potential adverse effects of the ongoing global coronavirus (COVID-19) pandemic on capital markets, climate change, general economic conditions, unemployment and our liquidity, operations and personnel;
- our ability to obtain raw materials on a timely basis or in quantities sufficient to meet the demand for our products;
- our ability to grow our customer base;
- our ability to forecast and maintain an adequate rate of revenue growth and appropriately plan its expenses;
- our expectations regarding future expenditures;
- our ability to attract and retain qualified employees and key personnel;
- our ability to retain relationship with third party suppliers;
- our ability to compete effectively in the competitive packaged food industry;
- our ability to protect and enhance our corporate reputation and brand;
- the impact of future regulatory, judicial, and legislative changes on our industry.

Overview

We are a rapidly growing plant-based food company offering a broad portfolio of innovative frozen foods. We supply plant-based products to leading retailers in the United States, with signature products such as ready-to-cook bowls, zucchini spirals, riced cauliflower, acai and smoothie bowls, and cauliflower crust pizza. Our products are available both in private label and our "Tattooed Chef™" brand in the frozen food section of retail food stores.

Results of Operations (As Restated)

For the three months ended March 31, 2021, we had a net loss of $8.24 million, which included stock compensation expenses of $3.19 million, marketing expenses of $2.65 million, and promotional expenses of $1.93 million compared to net income of $5.82 million for the three months ended March 31, 2020, which included marketing expenses of $0.03 million and nil of stock compensation expenses and promotional expenses. The decrease is primarily due to the significant increase in operating expenses.

Revenue increased by $19.30 million, or 58.2%, to $52.47 million for the three months ended March 31, 2021, from $33.17 million for the three months ended March 31, 2020. The increase in revenue is primarily due to growth in sales of our "Tattooed Chef" branded products. For the three months ended March 31, 2021, we had $35.85 million of sales of "Tattooed Chef" branded products compared to $17.65 million for the three months ended March 31, 2020.

Cost of goods sold increased by $21.25 million, or 88.4%, to $45.29 million for the three months ended March 31, 2021, from $24.04 million for the three months ended March 31, 2020. The primary reason for the increase is the increase in volume of product sold which accounts for an estimated $14.08 million of the increase. The remaining $7.17 million is attributable to increases in freight (inbound and outbound), cold storage expenses, fulfillment expenses, investment in facility improvements and personal protective equipment. These expenses have increased due to inflation.

Gross profit decreased by $1.96 million, or 21.4%, to $7.18 million for the three months ended March 31, 2021, from $9.14 million for the three months ended March 31, 2020. The decrease is due to the increases in cost of goods sold noted previously.

Gross margin for the three months ended March 31, 2021 was 13.7%, as compared to 27.5% for the three months ended March 31, 2020. The decrease is due to the increases in costs of goods sold noted previously.

Operating expenses for the three months ended March 31, 2021 increased by $11.84 million, or 501.5%, to $14.20 million, compared to $2.36 million for the three months ended March 31, 2020. The increase is primarily due to increased costs of operating as a public company, non-cash stock compensation, and additional marketing and promotional expenses that were not present in the three months ended March 31, 2020. We expect operating expenses to decrease as a percentage of revenue over time as many relatively fixed operating expenses will be spread over increasing revenue.

Adjusted EBITDA was negative $2.96 million for the three months ended March 31, 2021, compared to positive $6.97 million for the three months ended March 31, 2020. The decline in Adjusted EBITDA was primarily due to public company costs that were not present in the three months ended March 31, 2020, and to $4.58 million in marketing and promotional expenses to invest in the future of our Tattooed Chef brand. The benefits from these expenditures are expected be realized in both the near and distant future through brand expansions in revenue and distribution.

Non-GAAP Financial Measures

We use non-GAAP financial information and believe it is useful to investors as it provides additional information to facilitate comparisons of historical operating results, identify trends in operating results, and provide additional insight on how the management team evaluates the business. Our management team uses Adjusted EBITDA to make operating and strategic decisions, evaluate performance and comply with indebtedness related reporting requirements. Below are details on this non-GAAP measure and the non-GAAP adjustments that the management team makes in the definition of Adjusted EBITDA. The adjustments generally fall within the categories of non-cash items, acquisition and integration costs, business transformation initiatives, financing related costs and operating costs of a non-recurring nature. We believe this non-GAAP measure should be considered along with net income, the most closely related GAAP financial measure. Reconciliations between Adjusted EBITDA and net income are below, and discussion regarding underlying GAAP results throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations.

As new events or circumstances arise, the definition of Adjusted EBITDA could change. When the definitions change, we will provide the updated definition and present the related non-GAAP historical results on a comparable basis.

We define EBITDA as net income before interest, taxes, depreciation. Adjusted EBITDA further adjust EBITDA by adding back non-cash compensation expenses, non-recurring expenses, and other non-operational charges. Adjusted EBITDA is one of the key performance indicators we use in evaluating our operating performance and in making financial, operating, and planning decisions. We believe Adjusted EBITDA is useful to the readers of this quarterly report on Form 10-Q in the evaluation of our operating performance.

The following table provides a reconciliation from net income to Adjusted EBITDA for the three months ended March 31, 2021 (As Restated) and three months ended March 31, 2020:

	Three Months Ended	
(in thousands)	**March. 31, 2021**	**March. 31, 2020**
	(As Restated)	
Net income (loss)	$ (8,242)	$ 5,822
Interest	$ 20	$ 224
Income tax (benefit) expense	$ (1,475)	$ 730
Depreciation	$ 552	$ 193
EBITDA	$ (9,145)	$ 6,969
Adjustments		
Stock compensation expense	$ 3,185	$ -
Loss on foreign currency forward contracts	$ 3,001	$ -
Total Adjustments	$ 6,186	$ -
Adjusted EBITDA	$ (2,959)	$ 6,969

We negotiate different prices at our different club and retail customers based on product quantity and packaging configuration. At this time, we do not expect to adjust product prices from the current levels. However, we do acknowledge that competitive pressures, such as the introduction of additional plant-based products by our competitors, may require us to lower prices, increase marketing and advertising expenditures, or increase the use of discounting or promotional campaigns, each of which may affect its margins, operating results or profitability.

Liquidity and Capital Resources

As of March 31, 2021, we had $185.16 million in cash and cash equivalents. We believe our cash on hand is sufficient to meet our current working capital and capital expenditure requirements for a period of at least twelve months from the date of this filing.

Indebtedness

We have a line of credit that provides for borrowings up to (a) 90% of the net amount of eligible accounts receivables; plus, (b) the least of (i) the sum of: (A) 50% of the net amount of eligible inventory; plus (B) 45% of the net amount of eligible in-transit inventory; (ii) $10.0 million; or (iii) 50% of the aggregate amount of revolving loans outstanding, minus (C) the sum of all reserves. This line of credit is secured by substantially all of our assets. Outstanding borrowings under this line of credit bear interest at the sum of (i) the higher of the prime rate or LIBOR rate plus 2.0% and (ii) 1%. As of December 31, 2020, the outstanding balance on the line of credit was less than $0.1 million and the borrowing base was the full $25.0 million. The line of credit is secured by our inventory and accounts receivable and a first position lien on all our assets. In July 2018, we exercised an option within this line of credit to enter into a promissory note with the same financial institution in the amount of $1.0 million. The note accrues interest at the sum of (i) the higher of the prime rate or LIBOR rate plus 2.0% and (ii) 1.5% and has a maturity date of May 2021. The note is secured by substantially all of our assets.

A letter of credit in the approximate amount of 445,000 Euros was outstanding as of March 31, 2021. The letter of credit was issued to guarantee the Italian facility lease.

Liquidity

We generally fund our short- and long-term liquidity needs through a combination of cash on hand, cash flows generated from operations, and available borrowings under our line of credit (See "— *Indebtedness*" above). Our management regularly reviews certain liquidity measures to monitor performance.

Cash Flows

The following section presents the major components of net cash flows from and used in operating, investing and financing activities for the three months ended March 31, 2021 and the three months ended March 31, 2020:

Operating Activities (As Restated)

For the three months ended March 31, 2021, net cash used in operations was $17.57 million, driven in part by the net loss of $8.24 million, adjusted for non-cash items which included stock compensation expense of $3.19 million, unrealized forward contract loss of $2.18 million, net change in deferred taxes of $1.75 million, depreciation expense of $0.55 million, warrant liability revaluation gain of $0.32 million, and bad debt expense of $0.12 million. Expenses increased for the three months ended March 31, 2021 primarily due to marketing expenses and promotional expenses mentioned above to build the Tattooed Chef brand and increase awareness of the products on the shelf to further drive revenue. Working capital usage has also increased largely due to a $13.01 million increase in accounts receivable resulting from increased revenue, a $7.33 million increase in prepaid expenses mainly due to the increase in prepaid advertising expenses, a $0.98 million increase in inventory, and offset by a $7.99 million increase in accounts payable, accrued expenses and other current liabilities.

For the three months ended March 31, 2020, we realized net income of $5.82 million. Net cash used in operating activities was negligible at $0.01 million due to a $5.62 million increase in accounts receivable as a result of increased revenue and a $4.63 million increase in inventory to meet anticipated growth in sales, partially offset by a $3.68 million increase in accounts payable and accrued expenses. During this period, non-cash items included depreciation expense of $0.19 million related to capital expenditures to build new lines in the Italy facility, as well as additional freezer space in the California facility. There were capital expenditures to build new lines in the Italy facility, as well as additional freezer space in the California facility.

We anticipate that our depreciation and amortization expense will increase for the balance of 2021 and for future periods based on capital expenditures on property, plant and equipment made in 2019 and 2020, and expected capital expenditures to expand production capabilities in both the Italy and California facilities. We also anticipate increases in stock-based compensation as we make equity grants to certain key employees, members of our management team and our Board of Directors.

Investing Activities

Net cash used in investing activities relates to capital expenditures to support growth and investment in property, plant and equipment to expand production capacity, tenant improvements, and to a lesser extent, replacement of existing equipment.

For the three months ended March 31, 2021, net cash used in investing activities was $2.85 million as compared to $1.65 million for the three months ended March 31, 2020. Cash used in both periods consisted primarily of capital expenditures to improve efficiency and output from our current facilities.

Financing Activities

For the three months ended March 31, 2021, net cash provided by financing activities was $73.50 million, primarily from warrant exercises.

For the three months ended March 31, 2020, net cash provided by financing activities was $4.51 million primarily attributable to a $4.30 million increase in borrowings under the credit facility to support working capital requirements to fund growth.

Off-balance Sheet Financing Arrangements

We have no obligations, assets or liabilities that would be considered off-balance sheet arrangements as of March 31, 2021. We do not participate in transactions that create relationships with unconsolidated entities or financial partnerships, often referred to as variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements. We have not entered into any off-balance sheet financing arrangements, established any special purpose entities, guaranteed any debt or commitments of other entities, or purchased any non-financial assets.

Contractual Obligations

We do not have any long-term debt, capital lease obligations, operating lease obligations, purchase obligations or long-term liabilities, other than immaterial supplier contracts with growers in Italy to ensure that product is available to fulfill demand.

Critical Accounting Policies

The preparation of the condensed consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and income and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified the following critical accounting policies:

Valuation of Holdback Shares and Sponsor Earnout Shares

We recognized and measured the contingent amounts associated with the Holdback Shares and Sponsor Earnout Shares at fair value as of the Closing date of $120.35 million and $0, respectively, using a probability-weighted discounted cash flow model. These measures are based upon significant inputs that are not observable by the market and are therefore considered to be Level 3 inputs. Refer to Note 10 to our consolidated financial statements for discussion related to the measurement and recognition.

Revenue Recognition

We sell plant-based meals and snacks including, but not limited to, acai and smoothie bowls, zucchini spirals, riced cauliflower, vegetable bowls and cauliflower crust pizza primarily in the U.S. and Italy. All of our revenue relates to contracts with customers. Our accounting contracts are from purchase orders or purchase orders combined with purchase contracts. Revenue recognition is completed on a point in time basis when product control is transferred to the customer. In general, control transfers to the customer when the product is shipped or delivered to the customer based upon applicable shipping terms. Customer contracts generally do include more than one performance obligation and the performance obligations in our contracts are satisfied within one year. No payment terms beyond one year are granted at contract inception.

Most contracts also include some form of variable consideration. The most common forms of variable consideration include discounts and demonstration costs. Variable consideration is treated as a reduction in revenue when product revenue is recognized. Depending on the specific type of variable consideration, we use either the expected value or most likely amount method to determine the variable consideration. We review and update our estimates and related accruals of variable consideration each period based on the terms of the agreements, historical experience, and any recent changes in the market.

Accounts Receivable

Accounts receivables are recorded at invoiced amounts. We extend credit to our customers based on an evaluation of a customer's financial condition and collateral is generally not required. We maintain an allowance for doubtful accounts for estimated uncollectible accounts receivable. The allowance is based on our assessment of known delinquent accounts, historical experience, and other currently available evidence of the collectability and the aging of accounts receivable. Although management believes the current allowance is sufficient to cover existing exposures, there can be no assurance against the deterioration of a major customer's creditworthiness, or against defaults that are higher than what has been experienced historically.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Valuation Allowances for Deferred Tax Assets

We establish an income tax valuation allowance when available evidence indicates that it is more likely than not that all or a portion of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, we consider the amounts and timing of expected future deductions or carryforwards and sources of taxable income that may enable utilization. We maintain an existing valuation allowance until enough positive evidence exists to support its reversal. Changes in the amount or timing of expected future deductions or taxable income may have a material impact on the level of income tax valuation allowances. Our assessment of the realizability of the deferred tax assets requires judgment about its future results. Inherent in this estimation is the requirement for us to estimate future book and taxable income and possible tax planning strategies. These estimates require us to exercise judgment about our future results, the prudence and feasibility of possible tax planning strategies, and the economic environment in which it does business. It is possible that the actual results will differ from the assumptions and require adjustments to the allowance. Adjustments to the allowance would affect future net income.

Warrant Liabilities

We account for the Private Placement Warrants issued in connection with our private placements in accordance with ASC 815, whereby the Private Placement Warrants are recorded as liabilities as they do not meet the criteria for an equity classification. As the Private Placement Warrants meet the definition of a derivative as contemplated in ASC 815, they are measured at fair value at inception and subsequently remeasured at each reporting date, with changes in fair value recognized in the consolidated statements of operations and other comprehensive income (loss) in the period of change.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required for smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

In connection with the audit of our consolidated financial statements as of and for the years ended December 31, 2020 and 2019, we identified five material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

The first material weakness is related to the lack of design or maintenance of an effective control environment commensurate with financial reporting requirements and lack of a sufficient number of accounting professionals with the appropriate level of experience and training.

The second material weakness is related to a lack of design and maintenance of formal accounting policies, procedures and controls to achieve complete, accurate and timely financial accounting, reporting and disclosures, and monitoring controls maintained at the corporate level which are at a sufficient level of precision to provide for the appropriate level of oversight of activities related to our internal control over financial reporting.

The third material weakness is related to lack of implementation and maintenance of appropriate information technology general controls, including controls over data center and network operations, system software acquisition, change and maintenance, program changes, access security and application system acquisition, development, and maintenance.

The fourth material weakness is related to a lack of design and maintenance of effective controls over segregation of duties with respect to the preparation and review of account reconciliations as well as the creation and posting of manual journal entries.

The fifth material weakness relates to the lack of design and maintenance of formal accounting policies, processes and controls to analyze, account for and disclose complex transactions.

We have begun the process of, and we are focused on, designing and implementing effective internal controls measures to improve our internal control over financial reporting and remediate the material weaknesses. Our efforts include a number of actions:

- We hired qualified staff and outside resources to segregate key functions within our financial and information technology processes supporting our internal controls over financial reporting.

- We developed internal controls documentation, including comprehensive accounting policies and procedures and designed, implemented, and tested new controls over key financial processes.

While these actions and planned actions are subject to ongoing management evaluation and will require validation and testing of the design and operating effectiveness of internal controls over a sustained period of financial reporting cycles, we are committed to the continuous improvement of our internal control over financial reporting and will continue to diligently review our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report. Based on this evaluation, our chief executive officer and chief financial officer concluded that, as of March 31, 2021, our disclosure controls and procedures were not effective due to the material weaknesses in our internal control over financial reporting described above.

However, after giving full consideration to these material weaknesses, and the additional analyses and other procedures that we performed to ensure that our consolidated financial statements included in this Quarterly Report were prepared in accordance with U.S. GAAP, our management has concluded that our consolidated financial statements present fairly, in all material respects, our financial position, results of operations and cash flows for the periods disclosed in conformity with U.S. GAAP.

Changes in Internal Control Over Financial Reporting

Other than described above in this Item 4, there has been no change in our internal control over financial reporting during the fiscal quarter ended March 31, 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

None.

ITEM 1A. RISK FACTORS.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, "Risk Factors" in our 2020 Form 10-K, as updated and supplemented below and in subsequent filings. These risk factors could materially harm our business, operating results and financial condition. Additional factors and uncertainties not currently known to us or that we currently consider immaterial also may materially adversely affect our business, financial condition or future results.

Prolonged inflation could result in higher costs and decreased margins and earnings.

A majority of our products are manufactured and sold inside of the United States, which increases our exposure to, among other things, domestic inflation and fuel price increases. A prolonged period of inflation could cause interest rates, fuel, wages, and other costs to increase, which would adversely affect our results of operations unless freight rates correspondingly increase. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition, and results of operation.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS (As Restated).

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report.

No.	Description of Exhibit
31.1	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TATTOOED CHEF, INC.

Date: April 29, 2022	By: /s/ Salvatore Galletti
	Name: Salvatore Galletti
	Title: Chief Executive Officer
	(Principal Executive Officer)
Date: April 29, 2022	By: /s/ Stephanie Dieckmann
	Name: Stephanie Dieckmann
	Title: Chief Financial Officer
	(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATIONS

I, Salvatore Galletti, certify that:

1. I have reviewed this Amendment No. 1 to Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2021 of Tattooed Chef, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2022

By: /s/ Salvatore Galletti
Salvatore Galletti
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS

I, Stephanie Dieckmann, certify that:

1. I have reviewed this Amendment No. 1 to Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2021 of Tattooed Chef, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2022

By: /s/ Stephanie Dieckmann
Stephanie Dieckmann
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Amendment No. 1 to Quarterly Report of Tattooed Chef, Inc. (the "Company") on Form 10-Q/A for the quarterly period ended March 31, 2021, as filed with the Securities and Exchange Commission (the "Report"), I, Salvatore Galletti, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as added by §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: April 29, 2022

By: /s/ Salvatore Galletti
Salvatore Galletti
Chief Executive Officer
(Principal Executive Officer)

This certification shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Amendment No. 1 to Quarterly Report of Tattooed Chef, Inc. (the "Company") on Form 10-Q/A for the quarterly period ended March 31, 2021, as filed with the Securities and Exchange Commission (the "Report"), I, Stephanie Dieckmann, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as added by §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: April 29, 2022

By: /s/ Stephanie Dieckmann
Stephanie Dieckmann
Chief Financial Officer
(Principal Financial Officer)

This certification shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.