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 June 30, 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 August 2, 2021, there were 81,952,543 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 June 30, 2021, as originally filed with the Securities and Exchange Commission (the “SEC”) on August 16, 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 and related valuation allowance; (ii) classification among accounts receivable and deferred revenue; and (iii) other immaterial previously uncorrected adjustments; and (2) the retrospective adoption of ASC 842, Leases, to the quarter ended June 30, 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 June 30, 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)

	June 30, 2021 (As Restated)	December 31, 2020
ASSETS		
CURRENT ASSETS		
Cash	$ 140,182	$ 131,579
Accounts receivable, net	21,855	16,281
Inventory	49,586	38,002
Prepaid expenses and other current assets	8,564	18,416
TOTAL CURRENT ASSETS	220,187	204,278
Property, plant and equipment, net	36,313	16,083
Operating lease right-of-use asset, net	5,659	-
Finance lease right-of-use asset, net	5,726	-
Intangible assets, net	206	-
Deferred taxes	-	47,549
Goodwill	17,973	-
Other assets	503	605
TOTAL ASSETS	$ 286,567	$ 268,515
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	29,250	24,075
Accrued expenses	5,610	3,610
Line of credit	2,115	22
Notes payable to related parties, current portion	25	66
Notes payable, current portion	3,322	111
Forward contract derivative liability	935	-
Operating lease liabilities, current	1,155	-
Other current liabilities	1,801	1,403
TOTAL CURRENT LIABILITIES	44,213	29,287
Warrant liability	2,215	5,184
Operating lease, net of current portion	4,548	-
Notes payable, net of current portion	2,724	1,990
TOTAL LIABILITIES	$ 53,700	$ 36,461
COMMITMENTS AND CONTINGENCIES (See Note 20)		
STOCKHOLDERS' EQUITY		
Preferred stock - $0.0001 par value; 10,000,000 shares authorized, none issued and outstanding at June 30, 2021 and December 31, 2020	-	-
Common shares- $0.0001 par value; 1,000,000,000 shares authorized; 81,938,668 shares issued and outstanding at June 30, 2021, 71,551,067 shares issued and 71,469,980 shares outstanding at December 31, 2020	8	7
Treasury stock- 0 shares at June 30, 2021, 81,087 shares at December 31, 2020	-	-
Additional paid in capital	235,383	168,448
Accumulated other comprehensive (loss) income	(100)	1
Retained (deficit) earnings	(2,424)	63,598
TOTAL STOCKHOLDERS' EQUITY	232,867	232,054
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 286,567	$ 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 share and per share information)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	**2020**	**2021**	**2020**
	(As Restated)		**(As Restated)**	
NET REVENUE	$ 50,270	$ 34,767	$ 102,739	$ 67,939
COST OF GOODS SOLD	41,953	30,850	87,242	54,886
GROSS PROFIT	8,317	3,917	15,497	13,053
OPERATING EXPENSES	16,419	2,610	30,615	4,970
(LOSS) INCOME FROM OPERATIONS	(8,102)	1,307	(15,118)	8,083
Interest expense	(94)	(157)	(114)	(381)
Other income (expense)	733	288	(1,948)	288
(LOSS) INCOME BEFORE PROVISION FOR INCOME TAXES	(7,463)	1,438	(17,180)	7,990
INCOME TAX EXPENSE	(50,009)	(553)	(48,534)	(1,283)
NET (LOSS) INCOME	(57,472)	885	(65,714)	6,707
LESS: INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	-	294	-	1,306
NET (LOSS) INCOME ATTRIBUTABLE TO TATTOOED CHEF, INC.	$ (57,472)	$ 591	$ (65,714)	$ 5,401
NET (LOSS) INCOME PER SHARE				
Basic	$ (0.70)	$ 0.02	$ (0.81)	$ 0.19
Diluted	$ (0.70)	$ 0.02	$ (0.81)	$ 0.19
WEIGHTED AVERAGE COMMON SHARES				
Basic	81,981,428	28,324,038	81,121,795	28,324,038
Diluted	81,981,428	28,324,038	81,258,427	28,324,038
OTHER COMPREHENSIVE (LOSS) INCOME, NET OF TAX				
Foreign currency translation adjustments	(210)	735	(101)	383
Total other comprehensive (loss) income, net of tax	(210)	735	(101)	383
Comprehensive (loss) income	(57,682)	1,620	(65,815)	7,090
Less: comprehensive income attributable to the noncontrolling interest	-	339	-	1,340
Comprehensive (loss) income attributable to Tattooed Chef, Inc. stockholders	$ (57,682)	$ 1,281	$ (65,815)	$ 5,750

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 share and per share information)

For the six months ended June 30, 2021

	Common Stock Shares	Treasury Shares	Common Shares Amount	Additional Paid-In Capital (As Restated)	Accumulated Comprehensive Income (Loss)	Retained Earnings (Deficit) (As Restated)	Total (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			-	-	(101)	-	(101)
DISTRIBUTIONS			-	-	-	(308)	(308)
STOCK-BASED COMPENSATION	-		-	3,766	-	-	3,766
NON-EMPLOYEE STOCK-BASED COMPENSATION	835,000		-	181	-	-	181
FORFEITURE OF STOCK-BASED AWARDS	(395,084)		-	(445)	-	-	(445)
CANCELLATION OF TREASURY SHARES	(81,087)	81,087	-	-	-	-	-
EXERCISE OF WARRANTS	10,028,772		1	63,433	-	-	63,434
NET LOSS	-	-	-	-	-	(65,714)	(65,714)
BALANCE AS OF JUNE 30, 2021	81,938,668	-	$ 8	$ 235,383	$ (100)	$ (2,424)	$ 232,867

For the three months ended June 30, 2021

	Common Stock Shares	Treasury Shares	Common Shares Amount	Additional Paid-In Capital (As Restated)	Accumulated Comprehensive Income (Loss)	Retained (Deficit) (As Restated)	Total (As Restated)
BALANCE AS OF APRIL 1, 2021	81,400,199	-	$ 8	$ 234,994	$ 110	$ 55,048	$ 290,160
FOREIGN CURRENCY TRANSLATION ADJUSTMENT	-		-	-	(210)	-	(210)
STOCK-BASED COMPENSATION	-		-	582	-	-	582
NON-EMPLOYEE STOCK-BASED COMPENSATION	835,000		-	181	-	-	181
FORFEITURE OF STOCK-BASED AWARDS	(300,000)		-	(445)	-	-	(445)
EXERCISE OF WARRANTS	3,469		-	71	-	-	71
NET LOSS	-	-	-	-	-	(57,472)	(57,472)
BALANCE AS OF JUNE 30, 2021	81,938,668	-	$ 8	$ 235,383	$ (100)	$ (2,424)	$ 232,867

For the six months ended June 30, 2020

	Redeemable Noncontrolling Interest Amount	Common Stock Shares	Treasury Shares	Common Shares Amount	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	-	-	-	-	-	349	-	34	383
DISTRIBUTIONS		-	-	-	-	-	(1,950)	-	(1,950)
ACCRETION OF REDEEMABLE NONCONTROLLING INTEREST TO REDEMPTION VALUE	36,277	-	-	-	(2,314)	-	(33,963)	-	(36,277)
NET INCOME	638	-	-	-	-	-	5,401	668	6,069
BALANCE AS OF JUNE 30, 2020	43,815	28,324,038	-	$ 3	$ -	$ (343)	$ (29,456)	$ 1,313	$ (28,483)

For the three months ended June 30, 2020

	Redeemable Noncontrolling Interest Amount	Common Stock Shares	Treasury Shares	Common Shares Amount	Additional Paid-In Capital	Accumulated Comprehensive Income (Loss)	Retained Earnings (Deficit)	Noncontrolling Interests	Total
BALANCE AS OF APRIL 1, 2020	$ 11,745	28,324,038	-	$ 3	$ 2,314	$ (1,033)	$ (3)	$ 1,198	$ 2,479
FOREIGN CURRENCY TRANSLATION ADJUSTMENT	-		-	-	-	690	-	45	735
DISTRIBUTIONS	-	-	-	-	-	-	(512)	-	(512)
ACCRETION OF REDEEMABLE NONCONTROLLING INTEREST TO REDEMPTION VALUE	31,846	-	-	-	(2,314)	-	(29,532)	-	(31,846)
NET INCOME	224	-	-	-	-	-	591	70	661
BALANCE AS OF JUNE 30, 2020	43,815	28,324,038	-	$ 3	$ -	$ (343)	$ (29,456)	$ 1,313	$ (28,483)

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)

	Six Months Ended June 30, 2021 (As Restated)	Six Months Ended June 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) income	$ (65,714)	$ 6,707
Adjustments to reconcile net (loss) income to net cash from operating activities:		
Depreciation and amortization	1,462	471
Bad debt expense	311	-
Accretion of debt financing costs	3	34
Revaluation of warrant liability	51	-
Unrealized forward contract loss	1,074	-
Stock compensation expense	3,502	-
Deferred taxes, net	47,549	-
Non-cash lease cost	44	-
Changes in operating assets and liabilities:		
Accounts receivable	(2,320)	(6,222)
Inventory	(8,415)	(8,694)
Prepaid expenses and other assets	(3,613)	(503)
Accounts payable	(664)	9,118
Accrued expenses	1,922	732
Other current liabilities	436	829
Net cash (used in) provided by operating activities	(24,372)	2,472
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(10,140)	(4,156)
Acquisition of subsidiaries, net of cash acquired	(33,918)	-
Proceeds from sale of property, plant and equipment	-	36
Net cash used in investing activities	(44,058)	(4,120)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net borrowings in line of credit	2,093	4,468
Borrowings of notes payable to related parties	-	33
Repayments of notes payable to related parties	(42)	(644)
Borrowings of notes payable	1,168	29
Repayments of notes payable	(140)	(327)
Capital contributions	-	355
Proceeds from the exercise of warrants	73,957	-
Distributions	(308)	(1,888)
Net cash provided by financing activities	76,728	2,026
NET INCREASE IN CASH	8,298	378
EFFECT OF EXCHANGE RATE ON CASH	305	287
CASH AT BEGINNING OF PERIOD	131,579	4,537
CASH AT END OF PERIOD	$ 140,182	$ 5,202
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for		
Interest	$ 100	$ 192
Income taxes	$ 249	$ 16
Noncash investing and financing activities		
Distributions	$ -	$ 1,950
Capital expenditures included in accounts payable	$ 776	$ -

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. Immediately upon the completion of the Transaction, Myjojo (Delaware) became a direct wholly owned subsidiary of Forum. Following the Closing Date, 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 the 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.

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).

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 (Note 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").

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.

On May 14, 2021, Tattooed Chef acquired New Mexico Food Distributors, Inc. ("NMFD") and Karsten Tortilla Factory, LLC ("Karsten") in an all-cash transaction for approximately $34.09 million (see Note 10). NMFD and Karsten are privately held companies based in Albuquerque, New Mexico. NMFD produces and sells frozen and ready-to-eat New Mexican food products to retail and food service customers through its network of distributors in the United States. NMFD processes its products in two leased facilities located in New Mexico.

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 and six months ended June 30, 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 were 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 were 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 for the three and six months ended June 30, 2020 and cash flows for the six months ended June 30, 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 June 30, 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 revised the accompanying condensed consolidated statements of stockholder's equity (deficit) for the quarterly periods ended June 30, 2020 to reflect the correct presentation of accretion to redeemable noncontrolling interest within the statement of stockholders' equity (deficit). 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.

- 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 June 30, 2020	**As Originally Reported**	**Revisions**	**As Revised**
Revenue	$ 34,764	$ 3	$ 34,767
Cost of goods sold	31,019	(169)	30,850
Gross profit	3,745	172	3,917
Operating expense	2,068	542	2,610
Income from operations	1,677	(370)	1,307
INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	1,808	(370)	1,438
Net income (loss)	1,255	(370)	885
LESS: INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	339	(45)	294
NET INCOME (LOSS) ATTRIBUTABLE TO TATTOOED CHEF, INC.	916	(325)	591
Basic net income (loss) per share	0.03	(0.01)	0.02
Diluted net income (loss) per share	0.03	(0.01)	0.02
Comprehensive income	$ 1,990	(370)	$ 1,620
Less: income (loss) attributable to the noncontrolling interest	45	294	339
Comprehensive income attributable to Tattooed Chef, Inc. stockholders	$ 1,945	(664)	$ 1,281

(In thousands, except EPS)	Condensed Consolidated Statements of Operations and Comprehensive Income		
For the six months ended June 30, 2020	As Originally Reported	Revisions	As Revised
Revenue	$ 67,934	$ 5	$ 67,939
Cost of goods sold	54,946	(60)	54,886
Gross profit	12,988	65	13,053
Operating expense	4,458	512	4,970
Income from operations	8,530	(447)	8,083
INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	8,437	(447)	7,990
Net income (loss)	7,154	(447)	6,707
LESS: INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	1,361	(55)	1,306
NET INCOME (LOSS) ATTRIBUTABLE TO TATTOOED CHEF, INC.	5,793	(392)	5,401
Basic net income (loss) per share	0.20	(0.01)	0.19
Diluted net income (loss) per share	0.20	(0.01)	0.19
Comprehensive income	$ 7,537	(447)	$ 7,090
Less: income (loss) attributable to the noncontrolling interest	34	1,306	1,340
Comprehensive income attributable to Tattooed Chef, Inc. stockholders	$ 7,503	(1,753)	$ 5,750

(In thousands)	Condensed Consolidated Statements of Stockholders' Equity (Deficit)		
For the three months ended June 30, 2020	As originally reported	Revisions	As revised
Redeemable noncontrolling interest beginning balance	$ 11,785	(40)	$ 11,745
Net income in redeemable noncontrolling interest	269	(45)	224
Redeemable noncontrolling interest ending balance	43,900	(85)	43,815
Additional paid-in capital - Accretion of redeemable noncontrolling interest to redemption value	-	(2,314)	(2,314)
Additional paid-in capital ending balance	2,314	(2,314)	-
Retained earnings beginning balance	273	(276)	(3)
Retained earnings - Accretion of redeemable noncontrolling interest to redemption value	-	(29,532)	(29,532)
Net income in retained earnings	916	(325)	591
Retained earnings ending balance	677	(30,133)	(29,456)
Total Stockholders' equity beginning balance	2,755	(276)	2,479
Total Stockholders' equity ending balance	3,964	(32,447)	(28,483)

(In thousands)	Condensed Consolidated Statements of Stockholders’ Equity (Deficit)		
For the six months ended June 30, 2020	**As originally reported**	**Revisions**	**As revised**
Redeemable noncontrolling interest beginning balance	$ 6,930	(30)	$ 6,900
Net income in redeemable noncontrolling interest	693	(55)	638
Redeemable noncontrolling interest ending balance	43,900	(85)	43,815
Additional paid-in capital - Accretion of redeemable noncontrolling interest to redemption value	-	(2,314)	(2,314)
Additional paid-in capital ending balance	2,314	(2,314)	-
Retained earnings beginning balance	1,265	(209)	1,056
Retained earnings - Accretion of redeemable noncontrolling interest to redemption value	(4,431)	(29,532)	(33,963)
Net income in retained earnings	5,793	(392)	5,401
Retained earnings ending balance	677	(30,133)	(29,456)
Total Stockholders’ equity beginning balance	3,146	(209)	2,937
Total Stockholders’ equity ending balance	3,964	(32,447)	(28,483)

(In thousands)	Condensed Consolidated Statements of Cash Flows		
For the six months ended June 30, 2020	**As originally reported**	**Revisions**	**As revised**
Cash Flows from Operating Activities:			
Net income	$ 7,154	(447)	$ 6,707
Adjustments to reconcile net income (loss) to net cash from operating activities:			
Inventory	(9,141)	447	(8,694)
Net cash (used in) provided by operating activities	2,472	-	2,472

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 and related valuation allowance; (ii) classification among accounts receivable and deferred revenue; and (iii) other immaterial previously uncorrected adjustments. 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 and six months ended June 30, 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 June 30, 2021 (in thousands):

(in thousands, Unaudited)	**Condensed consolidated balance sheet**				
As of June 30, 2021	**As Reported**	**Adoption of ASC 842**	**Adjustments**	**Re-classification**	**As Restated**
Accounts receivable, net	$ 23,018	-	(1,163)	-	$ 21,855
Inventory	50,818	-	(1,232)	-	49,586
Prepaid expenses and other current assets	8,592	(28)	-	-	8,564
TOTAL CURRENT ASSETS	222,610	(28)	(2,395)	-	220,187
Property, plant and equipment, net	39,231	(2,918)	-	-	36,313
Operating lease right-of-use asset, net	-	5,659	-	-	5,659
Finance lease right-of-use asset, net	-	5,726	-	-	5,726
Goodwill	19,351	(1,378)	-	-	17,973
Other assets	1,947	(1,444)	-	-	503
TOTAL ASSETS	$ 283,345	5,617	(2,395)	-	$ 286,567
Accounts payable	29,269	-	-	(19)	29,250
Notes payable, current portion	405	-	2,917	-	3,322
Deferred revenue	950	-	(950)	-	-
Finance lease liabilities, current	2,917	-	(2,917)	-	-
Operating lease liabilities, current	-	1,155	-	-	1,155
Other current liabilities	1,840	(57)	(1)	19	1,801
TOTAL CURRENT LIABILITIES	44,066	1,098	(951)	-	44,213
Operating lease, net of current portion	-	4,548	-	-	4,548
TOTAL LIABILITIES	49,005	5,646	(951)	-	53,700
Additional paid in capital	231,359	-	4,024	-	235,383
Retained earnings	3,073	(29)	(5,468)	-	(2,424)
Total equity	234,340	(29)	(1,444)	-	232,867
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 283,345	5,617	(2,395)	-	$ 286,567

(in thousands except per share amounts, Unaudited)	**Condensed consolidated statements of operations and comprehensive income (loss)**			
For Three Months Ended June 30, 2021	**As Reported**	**Adoption of ASC 842**	**Adjustments**	**As Restated**
REVENUE	$ 50,716	-	(446)	$ 50,270
COST OF GOODS SOLD	42,750	-	(797)	41,953
GROSS PROFIT	7,966	-	351	8,317
OPERATING EXPENSES	15,900	22	497	16,419
(LOSS) INCOME FROM OPERATIONS	(7,934)	(22)	(146)	(8,102)
Other (expense) income	817	-	(84)	733
(LOSS) INCOME BEFORE PROVISION FOR INCOME TAXES	(7,211)	(22)	(230)	(7,463)
INCOME TAX EXPENSE	(45,985)	-	(4,024)	(50,009)
NET (LOSS) INCOME	(53,196)	(22)	(4,254)	(57,472)
NET (LOSS) INCOME ATTRIBUTABLE TO TATTOOED CHEF, INC.	$ (53,196)	(22)	(4,254)	$ (57,472)
Basic net (loss) income per share	(0.65)	-	(0.05)	(0.70)
Diluted net (loss) income per share	(0.65)	-	(0.05)	(0.70)
Comprehensive (loss) income	(53,406)	(22)	(4,254)	(57,682)
Comprehensive (loss) income attributable to Tattooed Chef, Inc. stockholders	$ (53,406)	(22)	(4,254)	$ (57,682)

(in thousands except per share amounts, Unaudited)	Condensed consolidated statements of operations and comprehensive income (loss)			
For Six Months Ended June 30, 2021	**As Reported**	**Adoption of ASC 842**	**Adjustments**	**As Restated**
REVENUE	$ 103,398	-	(659)	$ 102,739
COST OF GOODS SOLD	89,534	-	(2,292)	87,242
GROSS PROFIT	13,864	-	1,633	15,497
OPERATING EXPENSES	28,816	29	1,770	30,615
(LOSS) INCOME FROM OPERATIONS	(14,952)	(29)	(137)	(15,118)
Other (expense) income	(1,772)	-	(176)	(1,948)
(LOSS) INCOME BEFORE PROVISION FOR INCOME TAXES	(16,838)	(29)	(313)	(17,180)
INCOME TAX EXPENSE	(44,510)	-	(4,024)	(48,534)
NET (LOSS) INCOME	(61,348)	(29)	(4,337)	(65,714)
NET (LOSS) INCOME ATTRIBUTABLE TO TATTOOED CHEF, INC.	$ (61,348)	(29)	(4,337)	$ (65,714)
Basic net (loss) income per share	(0.76)	-	(0.05)	(0.81)
Diluted net (loss) income per share	(0.76)	-	(0.05)	(0.81)
Comprehensive (loss) income	(61,449)	(29)	(4,337)	(65,815)
Comprehensive (loss) income attributable to Tattooed Chef, Inc. stockholders	$ (61,449)	(29)	(4,337)	$ (65,815)

(in thousands, Unaudited)	Condensed consolidated statements of stockholders' equity		
For Three Months Ended June 30, 2021	**As Reported**	**Adjustments**	**As Restated**
Additional Paid-In Capital beginning balance	$ 230,970	4,024	$ 234,994
Additional Paid-In Capital ending balance	231,359	4,024	235,383
Retained earnings (Deficit) beginning balance	56,269	(1,221)	55,048
Net loss in retained earnings (Deficit)	(53,196)	(4,276)	(57,472)
Retained earnings (Deficit) ending balance	3,073	(5,497)	(2,424)
Total Stockholders' equity beginning balance	287,357	2,515	289,872
Total Stockholders' equity ending balance	234,340	(1,473)	232,867

(in thousands, Unaudited)	Condensed consolidated statements of stockholders' equity		
For Six Months Ended June 30, 2021	**As Reported**	**Adjustments**	**As Restated**
Additional Paid-In Capital beginning balance	$ 164,423	4,024	$ 168,447
Additional Paid-In Capital ending balance	231,359	4,024	235,383
Retained earnings (Deficit) beginning balance	64,729	(1,131)	63,598
Net loss in retained earnings (Deficit)	(61,348)	(4,366)	(65,714)
Retained earnings (Deficit) ending balance	3,073	(5,497)	(2,424)
Total Stockholders' equity beginning balance	229,160	2,893	232,053
Total Stockholders' equity ending balance	234,340	(1,473)	232,867

(in thousands, Unaudited)	Condensed consolidated statements of cash flows				
For Six Months Ended June 30, 2021	**As Reported**	**Adoption of ASC 842**	**Adjustments**	**Re-classification**	**As Restated**
CASH FLOWS FROM OPERATING ACTIVITIES					
Net (loss) income	$ (61,348)	(29)	(4,337)	-	$ (65,714)
Adjustments to reconcile net (loss) income to net cash from operating activities:					
Depreciation and amortization	1,448	14	-	-	1,462
Deferred taxes, net	43,525	-	4,024	-	47,549
Non-cash lease cost	-	44	-	-	44
Changes in operating assets and liabilities:		-	-	-	-
Accounts receivable	(1,772)	-	(548)	-	(2,320)
Inventory	(8,988)	-	573	-	(8,415)
Prepaid expenses and other assets	(3,641)	28	-	-	(3,613)
Accounts payable	(1,961)	-	-	1,297	(664)
Accrued expenses	2,571	-	(649)	-	1,922
Deferred revenue	(761)	-	761	-	-
Other current liabilities	1,614	(57)	176	(1,297)	436
Net cash used in operating activities	(24,372)	-	-	-	(24,372)

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.

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 notes payable as of June 30, 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 limited, if any, market activity for the asset or liability.

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 six-months ended June 30, 2021 and 2020, the Company entered into foreign currency exchange forward contracts to purchase 36.36 million Euros and 21.25 million Euros, respectively. The notional amounts of these derivatives are $44.19 million and $23.38 million for the period ended June 30, 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 the useful lives of the assets, which range from 5 to 15 years for machinery and equipment, 5 to 7 years for furniture and fixtures, 20 to 33.5 years for buildings, and 3 to 10 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).

Goodwill. The Company evaluates and tests the recoverability of goodwill for impairment at least annually, on October 31, or more frequently if circumstances indicate that goodwill may not be recoverable. The Company performs the impairment testing by first assessing qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of its reporting unit (currently only one reporting unit) is less than its carrying amount ("Qualitative Assessment"). In assessing the qualitative factors, the Company considers the impact of certain key factors including macroeconomic conditions, industry and market considerations, management turnover, changes in regulation, litigation matters, changes in enterprise value, and overall financial performance. If the Company determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the Company tests for impairment by comparing the estimated fair value of the reporting unit with its carrying amount. The Company estimates the fair value of the reporting unit using a "step one" analysis using a fair-value-based approach based on a discounted cash flow analysis of projected future results to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Any excess of the carrying amount of the reporting unit's goodwill over its fair value is recognized as an impairment loss, and the carrying value of goodwill is written down. No goodwill impairment was recorded during the six and three months ended June 30, 2021.

Long-Lived and Intangible Assets. Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives of two years. Intangible assets with indefinite lives are not amortized but instead, are reviewed for impairment. Intangible assets and 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, an impairment is recognized to the extent that these assets are stated based upon their fair value. This analysis differs from the Company's goodwill analysis in that these impairment for these assets is only deemed to have occurred if the sum of the forecasted undiscounted future cash flows of these intangible assets is less than their carrying values. The estimate of long-term undiscounted cash flows includes long-term forecasts of revenue growth, gross margins, and operating expenses, and require significant judgment and assumptions. An impairment loss may exist when the estimated undiscounted cash flows attributable to the assets are less than the carrying amount of the assets. No impairment was recorded during the three and six months ended June 30, 2021 and 2020.

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 (As Restated). 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 generally 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.

The Company enters into certain arrangements with its customers to provide inventory for promotional purposes ("Promotional Items"). Such arrangements are not tied to immediate or future sales of any particular product. Instead, the Company will occasionally offer these Promotional Items in a targeted way to increase product awareness. Since a Promotional Item does not provide a material right, it is not considered a distinct performance obligation. As such, the cost of the product is not presented within cost of goods sold and is instead treated as an operating expense.

Sales and Marketing Expenses (As Restated). The Company expenses costs associated with sales and marketing as incurred. Sales and marketing expenses were $8.18 million and $1.59 million for the three months ended June 30, 2021 and 2020, respectively, and $14.83 million and $2.80 million for the six months ended June 30, 2021 and 2020, respectively. Sales and marketing expenses 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 were $0.08 million and $0.08 million as of June 30, 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 $0.02 million and $0.02 million during the six months ended June 30, 2021 and 2020, respectively. Amortization expense of deferred financing costs were $0.01 million and $0.01 million during the three months ended June 30, 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 restated). 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, we recognized a valuation allowance on our deferred tax assets of $51.24 million in the second quarter of 2021.

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 June 30, 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 June 30, 2021 or December 31, 2020. 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 15 for more information on the Company's accounting for income taxes.

Accumulated Other Comprehensive Income (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. 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 June 30, 2021 and 2020.

Three customers accounted for 78% and 86% of the Company's revenue during the three months ended June 30, 2021 and 2020, respectively.

Customer	2021	2020
Customer C	29%	38%
Customer A	37%	35%
Customer B	12%	13%

Three customers accounted for 84% and 86% of the Company's revenue during the six months ended June 30, 2021 and 2020, respectively.

Customer	2021	2020
Customer C	35%	39%
Customer A	38%	32%
Customer B	11%	15%

Customers accounting for more than 10% of the Company's accounts receivable as of June 30, 2021 and December 31, 2020 were:

Customer	June 30, 2021	December 31, 2020
Customer A	25%	24%
Customer B	*	10%
Customer C	34%	53%

* Customer B accounted for less than 10% of accounts receivable as of June 30, 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.

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

Definite Lived Intangible Assets (in thousands)	June 30, 2021	December 31, 2020
Italy	$ -	$ -
United States - tradenames	206	-
Total	$ 206	$ -

Definite Lived Intangible Assets	Remaining useful life
Description:	
Tradenames	2

Long Lived Assets (in thousands)	June 30, 2021	December 31, 2020
	(As Restated)	
Italy	$ 16,132	$ 9,113
United States	20,181	6,970
Total	$ 36,313	$ 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.

However, 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 a material amount 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. 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 for the periods presented.

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. RECENT ACCOUNTING PRONOUNCEMENTS (As restated for the adoption of ASC 842)

The Company is an "emerging growth company" ("EGC") as defined in the Jumpstart Our Business Startup Act, (JOBS Act), and elected to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies until the Company is no longer an EGC, including the extended transition period for complying with new or revised accounting standards. As of December 31, 2021, the Company will become a large accelerated filer under the rules of the SEC and will cease to qualify as an EGC.

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 June 30, 2021.

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 June 30, 2021.

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 loses 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 13.

Recent Accounting Pronouncements Not Yet Adopted

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, 2021. 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 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, 2021, 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.

3. REDEEMABLE NONCONTROLLING INTEREST

On April 15, 2019, UMB contributed $6.00 million to acquire 6,000 units for a 12.50% 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 and six months ended June 30, 2021. Changes in the carrying value of the Redeemable Noncontrolling Interest were as follows for the three months ended June 30, 2020:

	Amount
Redeemable Noncontrolling Interest as of April 1, 2020	$ 11,745
Net income attributable to redeemable noncontrolling interest	224
Accretion to redeemable noncontrolling interest	31,846
Redeemable Noncontrolling Interest as of June 30, 2020	$ 43,815

Changes in the carrying value of the Redeemable Noncontrolling Interest were as follows for the six months ended June 30, 2020:

	Amount
Redeemable Noncontrolling Interest as of January 1, 2020	$ 6,900
Net income attributable to redeemable noncontrolling interest	638
Accretion to redeemable noncontrolling interest	36,277
Redeemable Noncontrolling Interest as of June 30, 2020	$ 43,815

All redeemable noncontrolling interest classified as mezzanine equity were reclassified to permanent equity in connection with the contribution of UMB's 12.50% 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 (see Note 1).

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 at June 30, 2021 and 2020.

Revenue streams for the three months ended June 30, 2021 (as restated) and 2020 were as follows:

	2021		2020	
Revenue Streams (in thousands)	**Revenue**	**% Total**	**Revenue**	**% Total**
	(As Restated)			
Tattooed Chef	$ 32,798	65%	$ 20,390	59%
Private Label	17,136	34%	14,261	40%
Other revenues	336	1%	116	1%
Total	$ 50,270		$ 34,767	

Revenue streams for the six months ended June 30, 2021 (as restated) and 2020 were as follows:

	2021		2020	
Revenue Streams (in thousands)	**Revenue**	**% Total**	**Revenue**	**% Total**
	(As Restated)			
Tattooed Chef	$ 68,640	67%	$ 38,254	56%
Private Label	33,448	32%	29,151	43%
Other revenues	651	1%	534	1%
Total	$ 102,739		$ 67,939	

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 receivable are reduced by an allowance for an estimate of amounts that are uncollectible. The Company's receivables are significantly derived 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 estimates the collectability of current and non-current accounts receivable based on historical bad debt experience, current market conditions, and reasonable and supportable forecasts of future economic conditions. In times of economic turmoil, including COVID-19, the Company's estimates and judgments with respect to the collectability of its receivables are subject to greater uncertainty than in more stable periods. 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. The allowance for doubtful accounts was $0.07 million and $0.00 million as of June 30, 2021 and December 31, 2020, respectively.

6. INVENTORY

Inventory consists of the following (in thousands):

	June 30, 2021 (As Restated)	December 31, 2020
Raw materials	$ 18,041	$ 16,534
Work-in-process	4,659	5,040
Finished goods	23,164	13,424
Packaging	3,722	3,004
Total	$ 49,586	$ 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):

	June 30, 2021 (As Restated)	December 31, 2020
Prepaid advertising expenses	$ 4,958	$ -
Prepaid expenses, other	1,853	1,897
Tax credits	1,699	1,884
Warrants receivable (see Note 17)	-	13,542
Other current assets	54	1,093
Total	$ 8,564	$ 18,416

8. PROPERTY, PLANT, AND EQUIPMENT, NET

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

	June 30, 2021	December 31, 2020
	(As Restated)	
Building	$ 4,872	$ 2,574
Leasehold improvements	3,806	2,106
Machinery and equipment	26,285	12,526
Computer equipment	265	187
Furniture and fixtures	162	109
Land	771	-
Construction in progress	5,190	1,533
	41,351	19,035
Less: accumulated depreciation	(5,038)	(2,952)
Property, plant, and equipment, net	$ 36,313	$ 16,083

The Company recorded depreciation expense for the six months ended June 30, 2021 and 2020 of $1.43 million and $0.46 million, respectively. The Company recorded depreciation expense for three months ended June 30, 2021 and 2020 of $0.88 million and $0.23 million, respectively.

9. INTANGIBLE ASSETS, NET

Intangible assets consist of the following as of (in thousands):

	June 30, 2021	December 31, 2020
Tradenames	$ 220	$ -
Less: accumulated amortization	(14)	-
Net	$ 206	$ -

The estimated useful lives of the identifiable definite-lived intangible assets acquired in the NMFD Transaction were determined to be two years.

The Company recorded amortization expense of $0.01 million and $0.00 million, respectively, for the six months ended June 30, 2021 and 2020. The Company recorded amortization expense of $0.01 million and $0.00 million, respectively, for the three months ended June 30, 2021 and 2020, respectively.

Estimated future amortization expense for the definite-lived intangible assets is as follows (in thousands):

Six months ended December 31, 2021	$ 55
2022	110
2023	41
Total	$ 206

10. BUSINESS COMBINATION AND ASSET PURCHASES (As Restated)

New Mexico Food Distributors, Inc. (NMFD) and Karsten Acquisition

On May 14, 2021 (the “Closing Date”), the Company acquired all outstanding stock of NMFD, a distributor and manufacturer of frozen and ready-to-eat New Mexico food products for a total purchase price amounting to $28.91 million. In addition, the Company entered into a Membership Interest Purchase Agreement with the owners of all of the membership interests of Karsten whereby the Company acquired all of the membership interests of Karsten for a total purchase price of $5.18 million (together with the acquisition of NMFD, the “NMFD Transaction”). The NMFD Transaction met the definition of an acquisition of a business in accordance with ASC 805, *Business Combinations*, and is accounted for under the acquisition method of accounting.

Though the purchase agreements for each NMFD and Karsten were executed as legally separate transactions, each were entered into contemporaneously and in contemplation of the other. As such, the transactions noted above are accounted for on a combined basis and are viewed to represent a single integrated event.

Under the acquisition method of accounting, the assets acquired and liabilities assumed by the Company in connection with the NMFD Transaction are initially recorded at their respective fair values. The Company made an election under Section 338(h)(10) to treat the NMFD Transaction as an asset acquisition for income tax purposes, which allows for any goodwill recognized to be tax deductible and amortized over a 15-year statutory life. The Company considered the potential impact to the depreciation and amortization expense as a result of the fair values assigned to the acquired assets. The excess of the purchase price over the fair value of assets acquired and liabilities assumed of approximately $17.97 million is recorded as goodwill.

Transaction costs of $0.47 million were incurred in relation to the acquisition of which $0.07 million pertained to reimbursement of costs incurred by the sellers and included as part of the purchase consideration. The remaining $0.40 million is recorded to operating expense within the consolidated condensed statement of operations for the three months and the six months ended June 30, 2021.

The following table summarizes the provisional fair value of assets acquired and liabilities assumed as of the date of acquisition:

	Amount (As Restated)
Purchase consideration	$ 34,091
Assets acquired and liabilities assumed	
Cash	$ 173
Accounts receivable	3,567
Inventory	2,267
Prepaid expenses and other current assets	122
Operating lease, ROU asset	207
Property, plant and equipment	9,819
Finance lease, ROU assets *	5,749
Other noncurrent assets	29
Intangible assets – tradenames	220
Accounts payable	(2,833)
Accrued expenses	(78)
Operating lease liability	(207)
Note payable *	(2,917)
Goodwill	17,973
Total assets acquired and liabilities assumed	$ 34,091

* In December 2015 (prior to the NMFD and Karsten Acquisition), NMFD and Karsten entered into an agreement to purchase an industrial revenue bond ("IRB") issued by Bernalillo County, New Mexico ("Bernalillo") to be used to finance the costs of the constructing, renovating and equipping of the manufacturing plant and concurrently, assigned ownership of the manufacturing plant including building and land ("Property") to Bernalillo as consideration for the purchase of the IRB, as well as entered into a lease agreement to lease the Property from Bernalillo ("Lease"). The Lease provides NMFD the option to purchase the Property for $1 following the payoff of the Lease. The sale of the Property to Bernalillo and concurrent leaseback of the Property in December 2015 did not meet the sale-leaseback accounting requirements as a result of NMFD's and Karsten's continuous involvement with the Property and thus, the IRB was not recorded as a sale but as a financing obligation, with the Property remaining on NMFD's financial statements. The Lease and the IRB have the same counterparty, therefore a right of offset exists so long as NMFD continues to make rent payments under the terms of the Lease.

On May 14, 2021, the balance of the IRB asset and the lease obligation to Bernalillo were $2.92 million and $2.92 million, respectively. Upon the acquisition of NMFD and Karsten, the Company received all rights and assumed obligations related to the IRB, the Property and the Lease. Under business combination accounting literature and prior to the adoption of ASC 842, the transaction involving the IRB and the Lease should not be reassessed and, therefore, the failed sale-leaseback accounting should be reflected in the Company's purchase accounting. There were no changes to the right of offset as a result of the acquisition and, thus, the lease obligation was offset against the IRB asset and is presented net on the Company's consolidated balance sheet with no impact to the consolidated operations of income or consolidated cash flow statements. The leased assets are accounted for as a right of use ("ROU") asset under ASC 842 and the fair value of the ROU asset was determined to be $5.7 million. As such, the lease for the land and the building will be presented on the consolidated balance sheet as an ROU asset of $5.7 million. The Note payable bears interest at 3.8% and has a maturity date of December 29, 2025. The note payable balance is reflected at the present value of future principal payments. The Company recognized the entire balance as a current liability due to noncompliance with certain financing covenants. See Note 16.

The excess of purchase consideration over the fair value of the assets acquired and liabilities assumed was recorded as goodwill, which is primarily attributable to the assembled workforce and expanded market opportunities. Goodwill was assigned to the Company's single reporting unit. The fair value assigned to the assets acquired and liabilities assumed are based on management's estimates and assumptions, which are preliminary, are based on provisional amounts and may be subject to change as additional information is received. The Company expects to finalize the valuation of these assets not later than one year from the acquisition date.

The estimated useful lives of the identifiable definite-lived intangible assets acquired in the NMFD Transaction were determined to be two years.

The following unaudited pro forma financial information presents the combined results of operations for each of the periods presented as if the NMFD Transaction had occurred as of January 1, 2020 (As Restated).

(in thousands except share and per share amounts, Unaudited)	Three Months Ended June 30, 2021 (As Restated)	Three Months Ended June 30, 2020	Six Months Ended June 30, 2021 (As Restated)	Six Months Ended June 30, 2020
Net Revenue - pro forma combined	$ 54,579	$ 40,578	$ 115,666	$ 80,366
Net (Loss) Income - pro forma combined	(57,505)	308	(65,815)	5,692
Weighted Average Shares:				
Basic	81,981,428	28,324,038	81,121,795	28,324,038
Diluted	81,981,428	28,324,038	81,258,427	28,324,038
Net Income (Loss) per Share:				
Basic	$ (0.70)	$ 0.01	$ (0.81)	$ 0.20
Diluted	$ (0.70)	$ 0.01	$ (0.81)	$ 0.20

Esogel S.R.L. and Ferdifin S.p.A. Asset Acquisitions

In April 2021, the Company entered into asset purchase agreements with Esogel S.R.L. ("Esogel") and Ferdifin S.p.A. ("Ferdifin") in Italy to purchase the machinery and equipment owned by Esogel for $2.71 million and the land and building owned by Ferdifin for $2.17 million. The allocation of the total costs (including related transaction costs) relating to these assets acquisitions is as follows:

Assets acquired – Esogel	
Specialized machinery – facility	$ 2,168
Machinery and equipment	534
Other	10
Total assets acquired – Esogel	$ 2,712
Assets acquired – Ferdifin	
Building	$ 1,396
Land	776
Total assets acquired – Ferdifin	$ 2,172

11. 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 of June 30, 2021 and December 31, 2020, follows (in thousands):

	Balance Sheet Line Item	**June 30, 2021 (As Restated)**	**December 31, 2020**
Derivatives not designated as hedging instruments:			
Foreign currency derivatives	Prepaid expenses and other current assets	$ -	$ 1,042
Foreign currency derivatives	Forward contract derivative liability	(935)	-
Total		$ (935)	$ 1,042

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 June 30, 2021 (As Restated)**	**Six months ended June 30, 2021 (As Restated)**
Derivatives not designated as hedging instruments:			
Foreign currency derivatives	Other income (expense)	$ 1,023	$ (1,978)
Total		$ 1,023	$ (1,978)

	Line Item in Statements of Operations	**Three months ended June 30, 2020**	**Six months ended June 30, 2020**
Derivatives not designated as hedging instruments:			
Foreign currency derivatives	Other income (expense)	$ 288	$ 288
Total		$ 288	$ 288

Unrealized and realized gains on forward currency derivatives for the three months ended June 30, 2021 and 2020 were $1.02 million and $0.29 million, respectively. Unrealized and realized (losses) gains on forward currency derivatives for the six months ended June 30, 2021 and 2020 were $(1.98) million and $0.29 million, respectively. The Company has notional amounts of $45.68 million and $45.60 million on outstanding derivatives as of June 30, 2021 and December 31, 2020, respectively.

12. FAIR VALUE MEASUREMENTS

Contingent Consideration Liabilities – Holdback Shares

As part of the Merger Transaction (Note 1), an additional 5,000,000 shares of Forum's common stock (the "Holdback Shares") were placed into escrow, to be released to certain Myjojo (Delaware) stockholders upon satisfaction, within the first three years after the Closing Date, of the following conditions: (i) if the trading price of the Company's common stock equaled or exceeded $12.00 on any 20 trading days in any 30-day trading period (the "$12.00 Share Price Trigger"), then 2,500,000 additional Holdback Shares were to be released to certain Myjojo (Delaware) stockholders or (ii) if the trading price of the Company's common stock equaled or exceeded $14.00 on any 20 trading days in any 30-day trading period (each of such $14.00 trigger and the $12.00 Share Price Trigger, a "Share Price Trigger"), then 2,500,000 Holdback Shares were to be released to certain Myjojo (Delaware) stockholders. If a change in control occurred within the first three years after the Closing, all Holdback Shares not previously released were to be released to certain Myjojo (Delaware) stockholders. If the conditions to release of the Holdback Shares were not satisfied within the first three years following the Closing Date, the Holdback Shares would be forfeited. On November 16, 2020, both Share Price Trigger events for the issuance of the Holdback Shares occurred and, accordingly, the Company released from the escrow and delivered the 5,000,000 Holdback Shares to the Myjojo (Delaware) stockholders (other than Pizzo and Myjojo (Delaware)'s Chief Operating Officer).

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 and six months ended June 30, 2021 and 2020, respectively.

Sponsor Earnout Shares Subject to Transfer Restrictions

In accordance with the Sponsor Earnout Letter entered into by and among Forum Investor II, LLC (the "Sponsor"), Forum and the Holder Representative, the Sponsor agreed that at the Closing Date, the Sponsor placed 2,500,000 Founder Shares (as that term is defined in the Sponsor Earnout Letter) held by it (the "Sponsor Earnout Shares") into escrow. The vesting, release and forfeiture terms of the Sponsor Earnout Shares were the same as the vesting, release and forfeiture terms applicable to the Holdback Shares, with 50% of the Sponsor Earnout Shares vesting at each Share Price Trigger, and all Sponsor Earnout Shares released if a change of control occurred, in each case, within the first three years after the Closing. If the conditions to the release of any Sponsor Earnout Shares were not satisfied on or prior to the date that it is finally determined that the Myjojo (Delaware) stockholders are not entitled to or eligible to receive any further Holdback Releases (as that term is defined in the Sponsor Earnout Letter) pursuant to the Merger Agreement, the Sponsor Earnout Shares were to be forfeited by the Sponsor after such date, and returned to the Company for immediate cancellation. In November 2020, both Share Price Trigger events for the issuance of the Holdback Shares occurred and, accordingly, the Company released from the escrow and returned the 2,500,000 Sponsor Earnout Shares to the Sponsor.

The multiple settlement provisions of the Holdback Shares and Sponsor Earnout Shares constituted derivative instruments under ASC 815, which must be classified as asset or liability instruments at their fair value at the Closing date, and subsequently remeasured with changes in fair value recognized in earnings. At the Closing Date, the fair value of the contingent consideration relating to the Holdback Shares amounted to $120.35 million. The derivative liability was remeasured with changes in fair value recognized in earnings of $37.20 million upon release of the Holdback Shares to the certain stockholders in November 2020. The fair value of the Sponsor Earnout Shares was $0 at the Closing date and $0 upon the release date.

The Company recognized and measured an asset associated with the Sponsor Earnout Shares at a 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 (see Note 1) 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 was 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 six months ended June 30, 2021, Private Placement Warrants totaling 226,510 were settled, resulting in an aggregate loss on settlements of $0.37 million.

For the three months and the six months ended June 30, 2021, the change in the fair value of the warrant liabilities charged to current operations amounted to $0.37 million and $0.98 million, respectively.

Fair Value Measurement

The fair value of the Private Placement Warrants was determined to be $12.23 per warrant as of June 30, 2021, using Monte Carlo simulations and certain 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**	**June 30, 2021**
Risk-free interest rate	0.32%	0.34%	0.72%
Expected term (years)	5	4.79	4.30
Expected volatility	35.00%	35.00%	45.00%
Exercise price	$ 11.50	$ 11.50	$ 11.50
Fair value of warrants	$ 13.85	$ 12.72	$ 12.23

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.

On June 30, 2021, the aggregate fair value of the Private Placement Warrants was determined to be $2.21 million, based on the estimated fair value per Private Placement Warrant on that date of $12.23 for 181,067 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	$	9,072
Exercise of Private Placement Warrants		(2,696)
Change in fair value[1]		(1,192)
Fair value as of December 31, 2020	$	5,184
Exercise of Private Placement Warrants		(3,020)
Change in fair value[1]		51
Fair value as of June 30, 2021	$	2,215

(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).

13. LEASES

As of June 30, 2021, the Company's primary leasing activities were related to office space, production and storage facilities and certain Company vehicles and equipment. In connection with the NMFD acquisition in May 2021, the Company assumed several operating leases and a finance lease (the "Karsten Lease") (see Note 10). The Karsten Lease provides the Company the option to purchase the leased facility for $1.00 (one dollar) following the payoff of the lease obligation balance. The leased facility was accounted for as a finance lease ROU asset in connection with the NMFD Transaction under ASC 842 (see Note 10).

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 June 30, 2021	Six months Ended June 30, 2021
Operating leases:			
Lease cost	Cost of goods sold	$ 237	$ 391
Lease cost	Operating expenses	68	135
Operating lease cost		305	526
Finance leases:			
Amortization of right-of use assets	Operating expenses	23	23
Interest on IRB lease note payable	Interest expenses	13	13
Finance lease cost		36	36
Other:			
Variable lease cost	Cost of goods sold	382	843
Variable lease cost	Operating expenses	4	4
Variable lease cost*		386	847
Total lease cost		$ 727	$ 1,409

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

The Company's rent expense amounted to $0.46 million and $0.96 million for the three months and six months ended June 30, 2020, respectively.

Supplemental balance sheet information as of June 30, 2021 related to leases are as follows:

(in thousands)			**June 30, 2021**
Assets	Balance Sheet Location		
ROU assets-Finance lease**	Finance lease right-of-use asset, net	$	5,749
Less: accumulated amortization	Finance lease right-of-use asset, net		(23)
Finance lease right-of-use assets, net	*Finance lease right-of-use asset, net*		5,726
ROU assets-Operating lease	Operating lease right-of-use assets		6,077
Less: accumulated amortization	Operating lease right-of-use assets		(418)
Operating lease right-of-use assets, net	*Operating lease right-of-use assets*		5,659
Total Lease ROU assets		$	11,385
Liabilities			
Current:			
Operating lease liabilities, current	Operating lease liabilities, current	$	(1,155)
Finance lease liability**	**		(2,887)
Long term:			
Operating lease liabilities, noncurrent	Operating lease liabilities, noncurrent		(4,548)
Total Lease liabilities		$	(8,590)

** The finance lease ROU asset and liability under an IRB arrangement were acquired and assumed through NMFD acquisition (see Note 11). The finance lease liability was offset with IRB assets. The amounts of the finance lease liability and IRB assets were the same as the balance of note payable (see Note 16).

Supplemental cash flow information related to leases was as follows:

(in thousands)		**Six months ended June 30, 2021**
Operating cash flows paid for operating leases	$	(383)
Financing cash flows paid for note payable related to IRB lease		(30)
Non-cash investing and financing activities:		
ROU assets obtained in exchange for lease obligations:		
Operating lease		1,914

The following table represents the weighted-average remaining lease term and discount rates for operating lease as of June 30, 2021:

	Operating Leases	**Finance Leases**
Weighted-average remaining lease term (years)	7.93	4.00
Weighted-average discount rate	4.0%-5.3%	3.8%

The following table reconciles the undiscounted future lease payments for operating leases to the operating leases recorded in the condensed consolidated balance sheet at June 30, 2021:

(in thousands)		**Operating Leases**
Six months ended December 31, 2021	$	660
2022		1,272
2023		1,051
2024		758
2025		738
2026 and thereafter		2,544
Total lease payments	$	7,023
Less imputed interest		1,320
Present value of future lease payments	$	5,703
Current Lease liabilities		1,155
Noncurrent Lease liabilities		4,548

14. ACCRUED EXPENSES

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

	June 30, 2021	December 31, 2020
Accrued customer incentives	$ 2,545	$ 1,524
Accrued payroll	1,867	1,471
Accrued commission	1,138	108
Other accrued expenses	60	507
Total	$ 5,610	$ 3,610

15. INCOME TAXES

The following table presents the provision for income taxes and the effective tax rate for the three months ended June 30, 2021 and June 30, 2020 (in thousand):

	June 30, 2021 (As Restated)	June 30, 2020
Income tax expense	$ 50,009	$ 553
Effective tax rate	(670)%	38%

The following table presents the provision for income taxes and the effective tax rate for the six months ended June 30, 2021 and June 30, 2020 (in thousand):

	June 30, 2021 (As Restated)	June 30, 2020
Income tax expense	$ 48,534	$ 1,283
Effective tax rate	(283)%	16%

As of each reporting period, management considers new evidence, both positive and negative, that could affect its view of the future realization of deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative loss incurred over the three-year period ended June 30, 2021. Such objective evidence limits the ability to consider other subjective evidence, such as our projections for future growth.

On the basis of this evaluation, as of June 30, 2021, primarily because in the current period we achieved three years of cumulative pretax loss, management determined that there is sufficient negative evidence to conclude that it is more likely than not that the net deferred tax asset of $51.24 million recorded as of June 30 2021 will not be realizable. The Company therefore recorded a valuation allowance for this amount as a discrete item during the three months ended June 30, 2021.

The income tax expense for the three and six months ended June 30, 2021 was primarily attributable to the Company's establishment of a full valuation allowance on its deferred tax assets, and foreign income tax expenses on the Company's foreign income in Italy.

The income tax expense for the three and six months ended June 30, 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 June 30, 2021, 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 years 2017 through 2020, California 2016 through 2020, and Italy 2016 through 2020.

16. INDEBTEDNESS

Debt consisted of the following (in thousands):

	June 30, 2021 (As Restated)	December 31, 2020
Notes payable	$ 6,046	$ 2,101
Notes payable to related parties (Note 19)	25	66
Revolving credit facility	2,115	22
Total debt	8,186	2,189
Less: current portion	(5,462)	(199)
Total long-term portion – net	$ 2,724	$ 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 August 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 June 30, 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 balances, $2.12 million and $0.02 million, are classified as a current liability on the Company's condensed consolidated balance sheets as of June 30, 2021 and December 31, 2020, respectively.

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 as of June 30, 2021 and December 31, 2020, respectively.

In May 2021, the Company amended the Credit Facility to (i) formalize UMB's consent to the payment for the acquisition of NMFD and Karsten, (ii) provide for certain administrative changes and, (iii) extend the maturity of date to August 25, 2021.

In May 2021, Ittella Italy entered into a promissory note with a financial institution in the amount of 1.00 million Euros. The note accrues interest at 1.014% and has a maturity date of May 28, 2025, when the full principal and interest are due. The balance on the promissory note was 1.00 million Euros ($1.19 million USD) and 0.00 Euros ($0.00 million USD) as of June 30, 2021 and December 31, 2020, respectively.

On January 6, 2020, Ittella Properties, LLC, a variable interest entity ("VIE") (see Note 21), 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 June 30, 2021, the Company was in compliance with all terms and conditions of the Note. The outstanding balance on the Note was $1.97 million and $2.02 as of June 30, 2021 and December 31, 2020, respectively.

In connection with the NMFD Transaction in May 2021 (see Note 10), the Company assumed a note payable in the amount of $2.92 million. The note payable bears interest at 3.8% per annum and has a maturity date of December 29, 2025. Under the note payable, NMFD must maintain a minimum fixed charge coverage ratio of 1.20:1.00, assessed semi-annually as of June 30th and December 31st of each calendar year beginning December 31, 2021, and the Company must, on a consolidated basis, maintain a funded debt to EBITDA ratio not to exceed four to one, tested semi-annually as of June 30 and December 31, with the first test to begin June 30, 2021. The outstanding balance of the note payable was $2.92 million and classified as a current liability due to noncompliance with above financing covenants as of June 30, 2021.

Future minimum principal payments due on the notes payable, including notes payable to related parties, for periods subsequent to June 30, 2021 are as follows (in thousands) (As Restated):

Six months ended December 31, 2021	$	2,420
2022		3,221
2023		416
2024		423
2025		279
2026		132
Thereafter		1,295
Total	$	8,186

17. 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 18). 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 37.55% (separate from the shares assigned to Project Lily) of the voting power of the capital stock of the Company as of June 30, 2021.

On June 1, 2021, the Company issued 825,000 shares of common stock of the Company to Harrison & Co ("Harrison") as consideration for advisory services provided by Harrison to facilitate successful completion of the Transaction (see Note 1). The total consideration to Harrison included a $4.00 million success fee that was paid in cash upon closing of the Transaction and the right to 825,000 shares of common stock in the Company to be issued between May 1, 2021 and June 30, 2021. The shares are considered share-based compensation to non-employees and are classified as equity instruments as of October 15, 2020 (and therefore, not subject to remeasurement). The fair value of the share-based consideration on the date of the Transaction amounted to $20.54 million. The share-based consideration was fully vested upon consummation of the Transaction and there were no future service conditions. The fair value of the shares is also included as Transaction costs and recognized within additional paid-in capital as a reduction to the total amount of equity raised on the Closing date.

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 June 30, 2021 and December 31, 2020, 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 June 30, 2021, there were 81,938,668 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 contained a redemption feature and was included as mezzanine equity on the accompanying condensed consolidated balance sheets (Note 3). The share of income attributable to noncontrolling interest was included as a component of net income in the accompanying consolidation statements of operations and comprehensive income prior to the Transaction.

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.

The following schedule discloses the components of the Company’s changes in other comprehensive income attributable to noncontrolling interest for the three months ended June 30, 2020 (in thousands):

		2020
Net income attributable to noncontrolling interest in Ittella Italy	$	70
Net income attributable to noncontrolling interest in Ittella International		224
Increase in noncontrolling interest due to foreign currency translation		45
Change in net comprehensive income attributable to noncontrolling interest for the three months ended June 30	$	339

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.

The following schedule discloses the components of the Company’s changes in other comprehensive income attributable to noncontrolling interest for the six months ended June 30, 2020 (in thousands):

		2020
Net income attributable to noncontrolling interest in Ittella Italy	$	668
Net income attributable to noncontrolling interest in Ittella International		638
Increase in noncontrolling interest due to foreign currency translation		34
Change in net comprehensive income attributable to noncontrolling interest for the six months ended June 30	$	1,340

Warrants

In connection with Forum’s initial public offering (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.

As discussed in Note 1, 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)	(226,510)
Issued and outstanding as of June 30, 2021	-	181,067

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 12, the Private Placement Warrants are considered freestanding liability-classified instruments under ASC 815-40-25.

18. EQUITY INCENTIVE PLAN

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 stock option activity in the Plan for the three months ended June 30, 2021:

	Number of Awards Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Terms (Years)	Intrinsic Value (in thousands)
Balance at March 31, 2021	$ 754,800	$ 24.69	9.73	$ -
Granted	270,000	17.82	10.00	-
Cancelled and forfeited	(1,500)	24.69	9.73	-
Exercised	-	-	-	-
Balance at June 30, 2021	$ 1,023,300	$ 22.88	9.57	$ -
Exercisable at June 30, 2021	$ -	$ -	-	$ -

The table below summarizes the stock option activity in the plan for the six months ended June 30, 2021:

	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	270,000	17.82	10.00	-
Cancelled and forfeited	(3,000)	24.69	9.78	-
Exercised	-	-	-	-
Balance at June 30, 2021	1,023,300	$ 22.88	9.57	$ -
Exercisable at June 30, 2021	-	$ -	-	$ -

There were no options exercised during the three and six months ended June 30, 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 and six months ended June 30, 2022, the Company recorded in the aggregate $0.58 million and $1.05 million, respectively, 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 June 30, 2021 and December 31, 2020, the Company had stock-based compensation expense of $6.50 million and $5.65 million, respectively, 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 for the three and six months ended June 30, 2021:

Equity volatility	33.93%
Risk-free interest rate	1.27%
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.

There was no director restricted stock activity under the plan for the three months ended June 30, 2021. Director restricted stock activity under the Plan for the six months ended June 30, 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 June 30, 2021	-	$ -	-	$ -

Non-director employee and consultant restricted stock activity under the Plan for the three months ended June 30, 2021 is as follows:

	Employee Awards		Non-Employee Awards	
	Number of Shares	Weighted-Average Fair Value	Number of Shares	Weighted-Average Fair Value
Balance at March 31, 2021	325,500	$ 24.10	-	$ -
Granted	-	-	10,000	18.15
Vested	-	-	(10,000)	18.15
Forfeited	(325,500)	24.69	-	-
Non-vested restricted stock at June 30, 2021	-	$ -	-	$ -

Non-director employee and consultant restricted stock activity under the Plan for the six months ended June 30, 2021 is as follows:

	Employee Awards		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	110,000	18.89
Vested	(4,916)	24.28	(110,000)	18.89
Forfeited	(425,500)	24.62	(100,000)	24.69
Non-vested restricted stock at June 30, 2021	-	$ -	-	$ -

The fair value of consultant (non-employee) performance shares vested was approximately $0 and $1.90 million for the three and six months ended June 30, 2021, respectively. The fair value of employee restricted stock awards vested (net with forfeited) was approximately $(0.44) million and $0.08 million for the three and six months ended June 30, 2021, respectively. The fair value of non-employee restricted stock awards vested was $0.18 million and $0.47 million for the three and six months ended June 30, 2021, respectively.

As of June 30, 2021, unrecognized compensation costs related to the employee restricted stock awards was $0.

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.

19. 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 $0.05 million and $0.02 million for the three months ended June 30, 2021 and 2020, respectively. Rent expense was $0.08 million and $0.03 million for the six months ended June 30, 2021 and 2020, respectively. As of June 30, 2021, under the adoption of ASC 842, the Company recorded $2.10 million of operating lease right-of-use asset and $2.13 million of operating lease liabilities in relation to this lease.

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 six months ended June 30, 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 June 30, 2021 and December 31, 2020.

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 0.02 million Euros and 0.07 million Euros as of June 30, 2021 and December 31, 2020, respectively.

The Company is a party to a revolving line of credit with Marquette Business Credit with borrowing capacity of $25.00 million and $25.00 million, as of June 30, 2021 and December 31, 2020, respectively (Note 16). The parent organization of Marquette Business Credit is UMB (Note 3).

20. 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 June 30, 2021 or December 31, 2020.

21. 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- and six-month periods ended June 30, 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 $0.05 million for the three-month periods ended June 30, 2021 and 2020, respectively. Properties contributed expenses of $0.10 million and $0.12 million for the six-month periods ended June 30, 2021 and 2020, respectively.

22. EARNINGS PER SHARE

The following is the summary of basic and diluted EPS for the three months ended June 30, 2021 and 2020 (in thousands, except for share and per share amounts):

	2021	2020
Numerator	**(As Restated)**	
Net Income (Loss) attributable to Tattooed Chef, Inc.	$ (57,472)	$ 591
Dilutive Net Income (Loss) attributable to Tattooed Chef, Inc.	(57,472)	591
Denominator		
Weighted average common shares outstanding	81,981,428	28,324,038
Weighted average diluted shares outstanding	81,981,428	28,324,038
Earnings per share		
Basic	$ (0.70)	$ 0.02
Diluted	$ (0.70)	$ 0.02

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 June 30, 2021 and 2020 (in thousands):

	2021	2020
Stock options	445	-
Warrants	75	-
Restricted stock awards	25	
Total	545	-

The following is the summary of basic and diluted EPS for the six months ended June 30, 2021 and 2020 (in thousands, except for share and per share amounts):

	2021	2020
Numerator	**(As Restated)**	
Net Income (Loss) attributable to Tattooed Chef, Inc.	$ (65,714)	$ 5,401
Dilutive Net Income (Loss) attributable to Tattooed Chef, Inc.	(65,811)	5,401
Denominator		
Weighted average common shares outstanding	81,121,795	28,324,038
Effect of potentially dilutive securities related to Warrants	136,632	-
Weighted average diluted shares outstanding	81,258,427	28,324,038
Earnings per share		
Basic	$ (0.81)	$ 0.19
Diluted	$ (0.81)	$ 0.19

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 six months ended June 30, 2021 and 2020:

	2021	2020
Stock options	408	-
Warrants	189	-
Total	597	-

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, 2020 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 our 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.
- our ability to effectively manage freight and container costs.

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)

(in thousands)	Three Months Ended June 30, 2021 (As Restated)	Three Months Ended June 30, 2020
Net revenue	$ 50,270	$ 34,767
Cost of goods sold	(41,953)	(30,850)
Gross profit	8,317	3,917
Net (loss) income	(57,472)	885
Freight and container costs	6,700	4,815
Promotional expenses	2,973	-
Marketing expenses	2,897	22
Professional services	3,605	100

(in thousands)	Six Months Ended June 30, 2021 (As Restated)	Six Months Ended June 30, 2020
Net revenue	$ 102,739	$ 67,939
Cost of goods sold	(87,242)	(54,886)
Gross profit	15,497	13,053
Net (loss) income	(65,714)	6,707
Freight and container costs	15,773	9,443
Promotional expenses	4,906	-
Marketing expenses	5,532	35
Professional services	4,828	190

For the three months and six months ended June 30, 2021, we had net losses of $57.47 million and $65.71 million, respectively. By comparison for the three and six months ended June 30, 2020, we had net income of $0.89 million and $6.71 million, respectively. Results for the three months ended June 30, 2021 include an income tax expense of $50.01 million primarily due to the valuation allowance to the deferred tax asset, freight and container expenses of $6.70 million (13.33% of revenue), promotional expenses of $2.97 million, marketing expenses of $2.90 million, and professional services (including legal and accounting) of $3.61 million, compared to freight and container expenses of $4.82 million (13.85% of revenue), promotional expenses of $0, marketing expenses of $0.02 million, and professional services (including legal and accounting) of $0.10 million for the three months ended June 30, 2020. Results for the six months ended June 30, 2021 include an income tax expense of $48.53 million primarily due to the valuation allowance to the deferred tax asset, freight and container expenses of $15.77 million (15.35% of revenue), promotional expenses of $4.91 million, marketing expenses of $5.53 million, and professional services (including legal and accounting) of $4.83 million, compared to freight and container expenses of $9.44 million (13.90% of revenue), promotional expenses of $0, marketing expenses of $0.04 million, and professional services (including legal and accounting) of $0.19 million for the six months ended June 30, 2020.

The decrease from net income during the 2020 periods to net losses during the 2021 periods is due to a number of factors, including significant increases in (i) income tax expense for the period, primarily attributable to the $51.24 million valuation allowance for our deferred tax assets, (ii) operating expenses resulting from being a public reporting company during the 2021 periods, (iii) freight and container costs, and (iv) promotional and marketing expenses to help build brand awareness and increase market share for the "Tattooed Chef" brand. The inflationary increases in freight and container costs from 2020 to 2021 show an increase of 1.45% when freight and container costs are taken as a percentage of revenue for the six month periods ended June 30.

We at times must contend with inflationary factors throughout our supply chain, which can lead to downward pressure on our gross margin due to price sensitivity on the part of our customers, which prevents us from recouping cost increases through price increases in certain cases.

We negotiate different prices at our different club and retail customers based on product quantity and packaging configuration. We consistently evaluate pricing to ensure that the brand is competitive in pricing based on our competitors. With the current economic conditions and inflation, we will continue to monitor raw materials, packaging, and freight costs to determine if increases in pricing are necessary or possible.

Revenue increased by $15.50 million, or 44.59%, to $50.27 million for the three months ended June 30, 2021 and by $34.80 million, or 51.22%, to $102.74 million for the six months ended June 30, 2021, from $34.77 million for the three months ended June 30, 2020 and $67.94 million for the six months ended June 30, 2020. The increase in revenue is primarily due to growth in sales of our “Tattooed Chef” branded products. For the three months ended June 30, 2021, we had $32.80 million of sales of “Tattooed Chef” branded products and $17.14 million of sales of private label products, compared to $20.39 million and $14.26 million, respectively, during the same period in 2020. For the six months ended June 30, 2021, we had $68.64 million in sales of “Tattooed Chef” branded products and $33.45 million of private label products, compared to $38.25 million and $29.15 million, respectively, during the same period in 2020.

Cost of goods sold increased by $11.10 million, or 35.99%, to $41.95 million for the three months ended June 30, 2021 and by $32.36 million, or 58.95% to $87.24 million for the six months ended June 30, 2021, from $30.85 million for the three months ended June 30, 2020 and $54.89 million for the six months ended June 30, 2020. The increase is primarily due to the increase in sales volume and the increases in freight and container costs due to inflation. As a percentage of revenue, cost of goods sold decreased during the three-month period compared to 2020 and increased during the six-month period. Freight and container costs increased as a percentage of revenue by 1.45% for the six-month period ended June 30, 2021 compared to the same period in 2020.

Gross profit increased by $4.40 million, or 112.33%, to $8.32 million for the three months ended June 30, 2021 and by $2.44 million, or 18.72% to $15.50 million for the six months ended June 30, 2021, from $3.92 million for the three months ended June 30, 2020 and $13.05 million for the six months ended June 30, 2020. The increase is primarily due to increased Tattooed Chef sales volume, improved production capacities, and our ability to take advantage of economies of scale, partially offset by an increase in cost of goods sold due largely to freight and container cost increases as described above.

Gross margin for the three months ended June 30, 2021 was 16.54% and for the six months ended June 30, 2021 was 15.08%, as compared to 11.27% for the three months ended June 30, 2020 and 19.21% for the six months ended June 30, 2020. The increase for the three months ended June 30, 2021 is primarily due to increased Tattooed Chef sales volume and improved production capacity. The decrease in margin during the six months ended June 30, 2021 is attributable to the building out of our infrastructure to support the current and expected growth in operations, as well as increases in raw materials, packaging, and freight and container costs due to inflation.

Operating expenses for the three months ended June 30, 2021 increased by $13.81 million, or 529.08%, to $16.42 million and for the six months ended June 30, 2021 increased by $25.65 million, or 516.00%, to $30.62 million, compared to $2.61 million for the three months ended June 30, 2020 and $4.97 million for the six months ended June 30, 2020. The increase for the three months ended June 30, 2021 is primarily due to promotional expenses of $2.97 million, marketing expenses of $2.90 million, professional services (including legal and accounting) of $3.61 million, compared to promotional expenses of $0, marketing expenses of $0.02 million, and professional services (including legal and accounting) of $0.10 million for the three months ended June 30, 2020. The increase for the six months ended June 30, 2021 is primarily due to promotional expenses of $4.91 million, marketing expenses of $5.53 million, professional services (including legal and accounting) of $4.83 million and stock compensation expense of $3.50 million, compared to promotional expenses of $0, marketing expenses of $0.04 million, professional services (including legal and accounting) of $0.19 million and stock compensation expense of $0 for the six months ended June 30, 2020. We expect overall operating expenses to decrease over time as a percentage of revenue as many relatively fixed operating expenses will be spread over increasing revenue, but expect freight and container costs to remain high (relative to historical) as a percentage of revenue for the foreseeable future. We are also heavily investing in the Tattooed Chef brand in order to increase distribution, raise brand awareness, and drive sales in the new stores that are launching our products.

Adjusted EBITDA was negative $5.77 million for the three months ended June 30, 2021 and negative $9.34 million for the six months ended June 30, 2021, compared to positive $1.59 million for the three months ended June 30, 2020 and positive $8.56 million for the six months ended June 30, 2020. The decline in Adjusted EBITDA was primarily due to public company accounting costs that were not present during the 2020 periods, as well as significant increases in promotional expenses, marketing expenses, professional services, and freight and container costs discussed above.

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, and depreciation. Adjusted EBITDA further adjusts 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 June 30, 2021 (as restated) and the three months ended June 30, 2020:

	Three Months Ended June 30,	
(in thousands)	**2021 (As Restated)**	**2020**
Net (loss) income	$ (57,472)	$ 885
Interest	94	157
Income tax expense	50,009	553
Depreciation and amortization	896	278
EBITDA	**(6,473)**	**1,873**
Adjustments		
Stock compensation expense	318	-
Gain on foreign currency forward contracts	(1,023)	(288)
Loss on warrant remeasurement	371	-
NMFD acquisition	714	-
Esogel S.R.L. and Ferdifin S.p.A asset acquisition	12	-
UMB ATM transaction	22	-
Total Adjustments	**414**	**(288)**
Adjusted EBITDA	**$ (6,059)**	**$ 1,585**

The following table provides a reconciliation from net income to Adjusted EBITDA for the six months ended June 30, 2021 (as restated) and the six months ended June 30, 2020:

	Six Months Ended June 30,	
(in thousands)	2021 (As Restated)	2020
Net (loss) income	$ (65,714)	$ 6,707
Interest	114	381
Income tax expense	48,534	1,283
Depreciation and amortization	1,448	471
EBITDA	**(15,618)**	**8,842**
Adjustments		
Stock compensation expense	3,502	-
Loss (Gain) on foreign currency forward contracts	1,978	(288)
Loss on warrant remeasurement	51	-
NMFD acquisition	714	
Esogel S.R.L. and Ferdifin S.p.A asset acquisition	12	
UMB ATM transaction	22	-
Total Adjustments	**6,279**	**(288)**
Adjusted EBITDA	**$ (9,339)**	**$ 8,554**

Liquidity and Capital Resources

Cash

As of June 30, 2021, we had $140.18 million in cash. 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 August 25, 2021. The note is secured by substantially all of our assets.

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 table presents the major components of net cash provided by (used in) operating, investing and financing activities for the six months ended June 30, 2021 and the six months ended June 30, 2020:

	Six Months Ended June 30,	
(in thousands)	**2021**	**2020**
Cash flows from operating activities	$ (24,372)	$ 2,472
Cash flows from investing activities	(44,058)	(4,120)
Cash flows from financing activities	76,728	2,026

Operating Activities (As Restated)

For the six months ended June 30, 2021, net cash used in operating activities was $24.37 million, primarily driven by the net loss of $65.71 million, adjusted for non-cash items primarily included net change in deferred taxes of $47.5 million, stock compensation expense of $3.50 million, unrealized forward contract loss of $1.07 million, and depreciation expense of $1.46 million. The net loss is largely due to the income tax valuation allowance recorded as of period end. Additionally, there have also been increased costs compared to prior years, including promotional expenses of $4.91 million, marketing expenses of $5.53 million, and professional services (including legal and accounting) of $4.83 million. Working capital usage has also increased largely due to a $2.32 million increase in accounts receivable due to increased revenue, a $8.42 million increase in inventory, a $3.61 million increase in prepaid expenses and other current assets and offset a $1.69 million decrease in accounts payable, accrued expenses and other current liabilities.

For the six months ended June 30, 2020, we realized net income of $6.71 million. Net cash provided by operating activities was $2.47 million due to a $10.68 million increase in accounts payable, accrued expenses and other current liabilities, partially offset by a $6.22 million increase in accounts receivable due to increased revenue, a $8.70 million increase in inventory to meet anticipated growth in sales. During this period, non-cash items included depreciation expense of $0.47 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. We are closely monitoring inflation and the effects that it has on operations from raw materials, packaging, freight, and container costs. At this time, we are opting not in increase prices to our customers. We are prepared to have conversations with all of our customers if the increased costs continue.

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 six months ended June 30, 2021, net cash used in investing activities was $44.06 million as compared to $4.12 million for the six months ended June 30, 2020. Cash used in both periods consisted primarily of capital expenditures to improve efficiency and output from our current facilities and in the 2021 period, included the expansion of existing production capacity through the acquisition of NMFD and Karsten and assets from Esogel and Ferdifin (see Note 10).

Financing Activities

For the six months ended June 30, 2021, net cash provided by financing activities was $76.73 million, primarily from $73.96 million due to warrant exercises and additional borrowings under the credit facility of $2.09 million to support working capital requirements to fund continued growth.

For the six months ended June 30, 2020, net cash provided by financing activities was approximately $2.03 million primarily attributable to a $3.56 million increase in our borrowings under our credit facility to support working capital requirements to fund growth, partially offset by $1.89 million in tax distributions to stockholders.

Off-balance Sheet Financing Arrangements

We have no obligations, assets or liabilities that would be considered off-balance sheet arrangements as of June 30, 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 12 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 receivable 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 six 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 prevent and detect material misstatements related to the presentation and disclosures of the consolidated financial statements and to ensure their compliance with applicable financial reporting requirements.

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.

The sixth material weakness relates to the lack of design and maintenance of formal processes, procedures and controls over the preparation and review of the general ledger, account reconciliations, consolidation schedules, and other supporting schedules used in the preparation of the consolidated financial statements that operated on a timely basis, at an appropriate frequency and at a sufficient level of precision to prevent or detect material misstatements in the consolidated financial statements.

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 over certain key financial processes and related disclosures.

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 June 30, 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 June 30, 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. Recent inflationary pressures have resulted in increased interest rates, fuel, wages, and other costs which, if they continue for a prolonged period, may adversely affect our results of operations. If our costs are subject to continuing 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.
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

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 June 30, 2021 Quarterly Report on Form 10-Q 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 June 30, 2021 Quarterly Report on Form 10-Q 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 June 30, 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 June 30, 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.