

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

FORM 12b-25

NOTIFICATION OF LATE FILING

OMB APPROVAL

OMB Number: 3235-0058  
Expires: April 30, 2025  
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001-38615

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87663X102

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

For Period Ended: December 31, 2022

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

For the Transition Period Ended:

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

**PART I — REGISTRANT INFORMATION**

TATTOOED CHEF, INC.

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Full Name of Registrant

FORUM MERGER II CORPORATION

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Former Name if Applicable

6305 Alondra Boulevard

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Address of Principal Executive Office (Street and Number)

Paramount, California 90723

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City, State and Zip Code

**PART II — RULES 12b-25(b) AND (c)**

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

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

**PART III — NARRATIVE**

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

Tattooed Chef, Inc. (the "Company") has determined that it is unable, without unreasonable effort or expense, to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "Form 10-K") by the prescribed due date for the reasons described below.

During the fourth quarter of 2022, the Company implemented a new enterprise resource planning ("ERP") system at one of the Company's major subsidiaries, New Mexico Food Distributors, Inc., which resulted in delays with respect to the Company's normal financial closing process including the Company's financial statement preparation and review processes.

As previously disclosed, the Company's accounting department had been fully occupied with restating its unaudited condensed consolidated financial statements for quarters ended March 31, 2022 and June 30, 2022, and its audited annual consolidated financial statements for the year ended December 31, 2021 (the "Restatement Periods"). The Company filed the amended Quarterly Reports on Form 10-Q/A and its Annual Report on Form 10-K/A with respect to the Restatement Periods on November 17, 2022, which resulted in delays in completing the Company's year-end closing and financial reporting process.

Therefore, the Company will be unable to provide complete financial results for the year ended December 31, 2022 and file the Form 10-K by the required due date of March 16, 2023 without unreasonable effort and expense. The Company is working diligently and expects to file the Form 10-K upon completion of the Company's financial statements as of and for the year ended December 31, 2022, which is not currently expected to be within the extended time period permitted by Rule 12b-25.

**PART IV — OTHER INFORMATION**

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

Stephanie Dieckmann	(562)	602-0822
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

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

Yes  No

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

The Company expects to report revenue of approximately \$234 million for the year ended December 31, 2022 as a result of our year-over-year growth. Cost of goods sold for the year ended December 31, 2022 increased, which was primarily driven by higher material cost, labor and freight costs. Operating expenses for the year ended December 31, 2022 increased as a result of a large increase in sales and marketing expenses, increases in professional expenses, stock compensation expenses and labor expenses. The Company is evaluating the impact from potential goodwill impairment with a third party valuation team and is unable to provide a reasonable estimate of net loss at this moment. For the year ended December 31, 2022, the Company expects to report net cash used in operating activities of approximately \$82 million. As of December 31, 2022, the Company expects to report cash of approximately \$6 million.

The cash outflow during 2022 was primarily attributable to continued losses from operating activities, capital expenditures and marketing and promotional spend to raise our brand awareness. While the Company does not expect any significant changes to the aforementioned preliminary unaudited financial information, such preliminary financial information remains subject to change pending the completion of the Company's financial statements as of and for the year ended December 31, 2022.

### **Forward Looking Statements**

This notice contains forward-looking statements (including within the meaning of the Private Securities Litigation Reform Act of 1995) concerning the Company and other matters. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of management, as well as assumptions made by, and information currently available to, management. Forward-looking statements may be accompanied by words such as "achieve," "aim," "anticipate," "believe," "can," "continue," "could," "drive," "estimate," "expect," "forecast," "future," "grow," "improve," "increase," "intend," "may," "outlook," "plan," "possible," "potential," "predict," "project," "should," "target," "will," "would" or similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside the Company's control. The Company cautions readers not to place undue reliance upon any forward-looking statements.

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### **TATTOOED CHEF, INC.**

(Name of Registrant as Specified in Charter)

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

Date: March 17, 2023

By: /s/ Stephanie Dieckmann

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Name: Stephanie Dieckmann  
Title: Chief Financial Officer

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

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