

Rossi Steven F.
Form 4
April 17, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rossi Steven F.

2. Issuer Name **and** Ticker or Trading
Symbol
Franchise Holdings International,
Inc. [FNHI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3120 RUTHERFORD ROAD,
SUITE 414

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2019

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

VAUGHAN,, A6 L4K 0B1

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Shares of Series A Preferred Stock	04/03/2019		I		1,000,000	D	<u>11</u> 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rossi Steven F. 3120 RUTHERFORD ROAD, SUITE 414 VAUGHAN,, A6 L4K 0B1	X	X	Chief Executive Officer	

Signatures

/s/ Steven Rossi 04/17/2019

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On April 3, 2019, Steven Rossi was issued 13,583,397 shares of Franchise Holdings International, Inc. common stock due to a conversion of all 1,000,000 shares of his Series A Preferred stock. Under the terms of the Amended Certificate of Designation for Series A Preferred Stock filed with the State of Nevada on March 20, 2019. Following the conversion, there are a total of 40,217,509 shares of our common stock issued and outstanding, Mr. Rossi remains the control block holder in the Company by virtue of his ownership of 51% of our common stock, and as such, no change of control occurred. In addition to the 51% Mr. Rossi was issued upon conversion of his 1,000,000 shares of Series A Preferred Stock, Mr. Rossi already owned an additional 1,916,667 shares of the Company's common stock. Following the conversion, all 1,000,000 shares of Series A Preferred stock were cancelled and returned to treasury, such that there are currently no shares of preferred stock issued and outstanding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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