

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

1. Name and Address of Reporting Person * <u>HEYER ANDREW R</u> (Last) (First) (Middle) <u>501 MADISON AVENUE, FLOOR 5</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARKO Corp. [ARKO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	08/19/2022		G	179,649 ⁽¹⁾	D	\$0.00	605,331 ⁽¹⁾⁽³⁾	D	
Common Stock	08/19/2022		G	179,649 ⁽¹⁾	A	\$0.00	179,649 ⁽¹⁾⁽³⁾	I	By Heyer Investment Management, LLC

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Private Placement Warrants	\$11.5	08/19/2022		G		337,873 ⁽²⁾	12/22/2020	12/22/2025	Common Stock	337,873	\$0.00	0 ⁽²⁾⁽³⁾	D	
Private Placement Warrants	\$11.5	08/19/2022		G	337,873 ⁽²⁾		12/22/2020	12/22/2025	Common Stock	337,873	\$0.00	337,873 ⁽³⁾	I	By Heyer Investment Management, LLC

Explanation of Responses:

- On August 19, 2022, upon the termination of the Andrew R. Heyer 2019 Grantor Retained Annuity Trust (the "Retained Annuity Trust"), 179,649 shares of ARKO Corp. common stock were transferred to Heyer Investment Management, LLC, of which the reporting person is the managing member, and 56,500 shares of ARKO Corp. common stock were transferred directly to the reporting person. The latter transfer represented a change in the reporting person's form of ownership and, therefore, was exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended.
- On August 19, 2022, upon the termination of the Retained Annuity Trust, 337,873 private placement warrants to purchase shares of ARKO Corp. common stock were transferred to Heyer Investment Management, LLC, of which the reporting person is the managing member.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Andrew R. Heyer 04/14/2023
 ** Signature of Reporting Person Date

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

* 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).

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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