

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Welling Glenn W.		2. Issuer Name and Ticker or Trading Symbol BRC Inc. [BRCC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
(Last) (First) (Middle) C/O ENGAGED CAPITAL, LLC, 610 NEWPORT CENTER DRIVE, SUITE 250		3. Date of Earliest Transaction (Month/Day/Year) 05/02/2022			
(Street) NEWPORT BEACH, CA 92660		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (1)	05/02/2022		A(2)		32,135 (2)	A	\$ 0 (2)	32,135	D	
Class A Common Stock (1)	05/03/2022		J(3)		5,025,000 (3)	D	(3)	0	I	By: Engaged Capital Co-Invest XIII, LP (4)
Class A Common Stock (1)	05/03/2022		J(5)		125,000 (5)	A	(5)	10,500,000	I	By: Engaged Capital Flagship Master Fund, LP (6)
Class A Common Stock (1)	05/03/2022		J(7)		100,000 (7)	A	(7)	100,000	I	By: Welling Family Trust (8)
Class A Common Stock (1)								625,000	I	By: Managed Account of Engaged Capital, LLC (9)

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

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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)				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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welling Glenn W. C/O ENGAGED CAPITAL, LLC 610 NEWPORT CENTER DRIVE, SUITE 250 NEWPORT BEACH, CA 92660	X	X		
Engaged Capital LLC 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660		X		
Engaged Capital Holdings, LLC 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660		X		
Engaged Capital Flagship Master Fund, LP CRICKET SQUARE, HUTCHINS DRIVE P.O. BOX 2681 GRAND CAYMAN, E9 KY1-1111		X		See Footnote 1
Engaged Capital Co-Invest XIII, LP 610 NEWPORT CENTER DRIVE, SUITE 250 NEWPORT BEACH, CA 92660				See Footnote 1
Engaged Capital Flagship Fund, L.P. 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660		X		See Footnote 1
Engaged Capital Flagship Fund, Ltd. 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660		X		See Footnote 1

Signatures

/s/ Glenn W. Welling		05/04/2022
 Signature of Reporting Person		Date
Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory		05/04/2022
 Signature of Reporting Person		Date
Engaged Capital Holdings, LLC; By: /s/ Glenn W. Welling, Authorized Signatory		05/04/2022
 Signature of Reporting Person		Date
Engaged Capital Flagship Master Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory		05/04/2022
 Signature of Reporting Person		Date

Engaged Capital Co-Invest XIII, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	05/04/2022
--Signature of Reporting Person	Date
Engaged Capital Flagship Fund, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory	05/04/2022
--Signature of Reporting Person	Date
Engaged Capital Flagship Fund, Ltd.; By: /s/ Glenn W. Welling, Director	05/04/2022
--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).

This Form 4 is filed jointly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Flagship Master"), Engaged Capital Co-Invest XIII, LP ("Engaged Capital Co-Invest XIII"), Engaged Capital Flagship Fund, LP ("Engaged Capital Fund"), Engaged Capital Flagship Fund, Ltd. ("Engaged Capital Offshore"), Engaged Capital, LLC ("Engaged Capital"), Engaged Capital Holdings, LLC ("Engaged Holdings") and Glenn W. Welling (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of BRC Inc.'s (the "Issuer") outstanding Class A Common Stock. Mr. Welling is a director of the Issuer. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(1) Represents awards of restricted stock units ("RSUs") under the Issuer's 2022 Omnibus Incentive Plan, in the form of (i) 15,000 RSUs that vest ratably one third on each anniversary of the grant date, (ii) 3,650 RSUs that vest in equal quarterly installments until the first anniversary of the grant date and (iii) 13,485 RSUs that vest on the first anniversary of the grant date. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement for no consideration. Shares of the Issuer's Class A Common Stock will be delivered to Mr. Welling following vesting.

(2) On May 3, 2022, Engaged Capital Co-Invest XIII engaged in a pro rata distribution of 5,025,000 shares of Class A Common Stock to its partners for no consideration (the "Engaged Capital Co-Invest XIII Distribution"). Represents the distribution of 5,025,000 shares of Class A Common Stock held by Engaged Capital Co-Invest XIII pursuant to the Engaged Capital Co-Invest XIII Distribution.

(3) Securities owned directly by Engaged Capital Co-Invest XIII. As the general partner and investment adviser of Engaged Capital Co-Invest XIII, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest XIII. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest XIII. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest XIII.

(4) Engaged Capital Flagship Master received 125,000 shares of Class A Common Stock in the Engaged Capital Co-Invest XIII Distribution.

(5) Securities owned directly by Engaged Capital Flagship Master. As feeder funds of Engaged Capital Flagship Master, each of Engaged Capital Fund and Engaged Capital Offshore may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. As the general partner and investment adviser of Engaged Capital Flagship Master, Engaged Capital may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master.

(6) Welling Family Trust received 100,000 shares of Class A Common Stock in the Engaged Capital Co-Invest XIII Distribution.

(7) Securities held in the Welling Family Trust. Mr. Welling, as Trustee of the Welling Family Trust, may be deemed to beneficially own the securities held in the Welling Family Trust.

(8) Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Engaged Capital, as the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the securities held in the Engaged Capital Account. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account. Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, and as the sole member of Engaged Holdings, may be deemed to beneficially own the securities held in the Engaged Capital Account.

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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