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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)

VITAL FARMS, INC.

(Name of Issuer)

COMMON STOCK, \$0.0001 PAR VALUE

(Title of Class of Securities)

92847W103

(CUSIP Number)

DECEMBER 31, 2023

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- | | |
|-------------------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input type="checkbox"/> | Rule 13d-1(c) |
| <input checked="" type="checkbox"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|--|--|---|
| 1. | Name of Reporting Persons Matthew O'Hayer | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| 3. | SEC USE ONLY | |
| 4. | Citizenship or Place of Organization United States of America | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. | Sole Voting Power 9,818,981 (1) |
| | 6. | Shared Voting Power 0 |
| | 7. | Sole Dispositive Power 8,076,981 (2) |
| | 8. | Shared Dispositive Power 0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 9,818,981 (1) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 23.4% (3) | |
| 12. | Type of Reporting Person (See Instructions) IN | |

(1) Consists of (i) 7,698,777 shares of the Issuer's common stock held directly by the Reporting Person; (ii) 1,742,000 shares held by Catherine Stewart over which the Reporting Person has sole voting control pursuant to a voting agreement between Catherine Stewart and the Reporting Person, which number of shares is estimated herein to the best of the Reporting Person's knowledge as of the date of this report; and (iii) 316,704 shares of common stock issuable upon the exercise of stock options within 60 days of December 31, 2023. Includes 61,500 shares that are transferable upon exercise of call options held by Russell Diez-Canseco.

(2) Consists of (i) 7,698,777 shares of the Issuer's common stock held directly by the Reporting Person and (ii) 316,704 shares of common stock issuable upon the exercise of stock options within 60 days of December 31, 2023. Includes 61,500 shares that are transferable upon exercise of call options held by Russell Diez-Canseco.

(3) This percentage is calculated based upon 41,602,263 outstanding shares of the Issuer's common stock, as reported in the Issuer's Quarterly Report on Form 10-Q (Commission File No. 001-39411) filed with the Securities and Exchange Commission on November 2, 2023.

Item 1(a) Name of Issuer

Vital Farms, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices3601 South Congress Avenue
Suite C100
Austin, Texas 78704Item 2(a) Name of Person Filing

Matthew O'Hayer

Item 2(b) Address of Principal Business Office or, if none, Residencec/o Vital Farms, Inc.
3601 South Congress Avenue
Suite C100
Austin, Texas 78704Item 2(c) Citizenship

United States of America

Item 2(d) Title of Class of Securities

Common Stock, \$0.0001 par value per share

Item 2(e) CUSIP Number

92847W103

Item 3

Not applicable.

Item 4 Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1

(a) Amount beneficially owned: See Row 9 of cover page for the Reporting Person

(b) Percent of class: See Row 11 of cover page for the Reporting Person

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: See Row 5 of cover page for the Reporting Person.
- (ii) Shared power to vote or to direct the vote: See Row 6 of cover page for the Reporting Person.
- (iii) Sole power to dispose or to direct the disposition of: See Row 7 of cover page for the Reporting Person.
- (iv) Shared power to dispose or to direct the disposition of: See Row 8 of cover page for the Reporting Person.

Item 5 Ownership of Five Percent or Less of a ClassIf this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. Item 6 Ownership of More than Five Percent of Another PersonNot applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2024

By: /s/ Matthew O'Hayer
 Matthew O'Hayer
