

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Khoury Karl</u>  (Last) (First) (Middle) <u>C/O VITAL FARMS, INC.</u> <u>3601 SOUTH CONGRESS AVENUE, SUITE C100</u>  (Street) <u>AUSTIN TX 78704</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vital Farms, Inc. [ VITL ]</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. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2020</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 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			
Common Stock	08/03/2020		A		7,500 <sup>(1)</sup>	A	(2)	7,500	D	
Common Stock	08/04/2020		P		4,000	A	\$22	11,500	D	
Common Stock	08/04/2020		C		909,341	A	(3)	2,258,129	I	See Footnote <sup>(4)</sup>
Common Stock	08/04/2020		S		227,749	D	\$20.46	2,030,380	I	See Footnote <sup>(4)</sup>

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock	(3)	08/04/2020		C			909,341	(3)	(3)	Common Stock	909,341	\$0.00	0	I	See Footnote

**Explanation of Responses:**

- Represents a restricted stock unit ("RSU") grant. The RSUs vest in three equal installments on the day before each of the first, second and third Annual Meeting of the Issuer's stockholders following the initial public offering, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- Each share of Series B Preferred Stock converted into shares of Common Stock upon the closing of the Issuer's initial public offering, on a one-for-one basis, and had no expiration date.
- The shares are held by Arborview Capital Partners LP ("ACP"). The Reporting Person is a managing members and a member of the investment committee of the ultimate general partner of ACP and, as a result, may be deemed to share voting and investment power with respect to the shares held by ACP. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

**Remarks:**

/s/ Jason Minio, Attorney-in-Fact      08/05/2020

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.