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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 29, 2020

Vital Farms, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39411
(Commission File Number)

27-0496985
(IRS Employer
Identification No.)

**3601 South Congress Avenue
Suite C100
Austin, Texas**
(Address of Principal Executive Offices)

78704
(Zip Code)

(877) 455-3036
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	VITL	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Director

On December 29, 2020, the Board of Directors (the “Board”) of Vital Farms, Inc. (the “Company”) increased the size of the Board from eight to nine directors and, following the recommendation of the Nominating and Corporate Governance Committee, appointed Kofi Amoo-Gottfried to serve as a member of the Board and as a member of the Board’s Nominating and Corporate Governance Committee, effective January 4, 2021. Mr. Amoo-Gottfried is a Class I director whose term will expire at the Company’s 2021 Annual Meeting of Stockholders. The Board has determined that Mr. Amoo-Gottfried is “independent” pursuant to the rules of The Nasdaq Stock Market LLC (“Nasdaq”) and other governing laws and applicable regulations.

There is no arrangement or understanding between Mr. Amoo-Gottfried and any other person pursuant to which he was selected as a director, and there is no family relationship between Mr. Amoo-Gottfried and any of the Company’s other directors or executive officers. There are no transactions between Mr. Amoo-Gottfried and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

As a non-employee director of the Company, Mr. Amoo-Gottfried is eligible to participate in the Company’s compensation arrangements for non-employee directors, which are described in more detail in the Company’s Non-Employee Director Compensation Policy, filed as Exhibit 10.8 to the Company’s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (“SEC”) on November 10, 2020. In connection with Mr. Amoo-Gottfried’s election to the Board, the Company and Mr. Amoo Gottfried entered into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.9 to the Company’s Registration Statement on Form S-1 (File No. 333-239772) filed with the SEC on July 9, 2020. This agreement requires the Company to indemnify Mr. Amoo-Gottfried, to the fullest extent permitted by Delaware law, for certain liabilities to which he may become subject as a result of his affiliation with the Company.

On January 5, 2021, the Company issued a press release announcing Mr. Amoo-Gottfried’s appointment to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Appointment of Principal Accounting Officer

Effective January 4, 2021, the Board appointed Jeffery S. Dawson to serve as Chief Accounting Officer and as the principal accounting officer of the Company. Bo Meissner will continue serving as principal financial officer of the Company.

Mr. Dawson joined the Company as Chief Accounting Officer in January 2021. Prior to joining the Company, Mr. Dawson served as Senior Vice President, Chief Accounting Officer of Dean Foods Company from January 2019 to December 2020. Prior to Dean Foods, Mr. Dawson served as Chief Accounting Officer, North America for Nokia Oy (formerly Alcatel-Lucent SA) from 2009 to January 2019. Prior to that, Mr. Dawson served in a broad range of finance and accounting roles at Stanley Black & Decker, Georgia-Pacific LLC, Velocita Corporation and Deloitte. Mr. Dawson received his B.B.A. in accounting from Texas A&M University and is a Certified Public Accountant.

There are no family relationships among Mr. Dawson and any of the Company’s directors or executive officers, nor are there any related party transactions between Mr. Dawson and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated January 5, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 5, 2021

Vital Farms, Inc.

By: /s/ Bo Meissner
Bo Meissner
Chief Financial Officer

Vital Farms Appoints Kofi Amoo-Gottfried to Board of Directors

January 5, 2021—Austin, TX—Vital Farms (Nasdaq: VITL), a Certified B Corporation that offers a range of ethically produced pasture-raised foods nationwide, today announced the appointment of Kofi Amoo-Gottfried to its board of directors effective January 4, 2021. Amoo-Gottfried was appointed to the class of directors that will stand for election at the 2021 Annual Meeting of Stockholders.

Amoo-Gottfried is an accomplished marketing executive with nearly 20 years of experience building and driving growth for global consumer brands across the consumer packaged goods, technology, and retail industries. He currently serves as Vice President of Marketing at DoorDash, the nation's leading last-mile logistics platform. Prior to joining DoorDash, Amoo-Gottfried held marketing leadership roles at Facebook, including Vice President of Brand and Consumer Marketing and Head of Consumer Marketing for Internet.org, a division that focused on increasing internet access in global regions where service is inaccessible. Before Facebook, Amoo-Gottfried served as Chief Strategy Officer at FCB New York and as Global Communications Director for the rum category of Bacardi Global Brands. Amoo-Gottfried was also Founder and Managing Director of Publicis West Africa and a Senior Strategic Planner at Wieden + Kennedy, a global creative company, where he led Strategy for the Nike business across all categories. He began his career at Leo Burnett, a global advertising agency. Amoo-Gottfried is also a member of the board of directors of Population Service International (PSI), a global health and human services non-profit organization. He holds a B.A. in Economics and International Studies from Macalester College.

"Kofi is a talented marketing executive, and we are delighted to welcome an executive of his caliber to our board of directors," said Russell Diez-Cansco, President and CEO, Vital Farms. "He brings extensive experience across all facets of marketing, including brand strategy, creative, and communications as well as a strong connection to our mission to bring ethical food to the table. Kofi will add a valued perspective to our board as we continue building a brand that consumers trust for high-quality, ethically produced food."

Matthew O'Hayer, Vital Farms Founder and Chairman of the Board, added, "I am thrilled to have Kofi join our board. In addition to leading a successful career in marketing, Kofi has dedicated his personal and professional time to serving others, a value in which we wholeheartedly believe and practice at Vital Farms. We are pleased that Vital Farms has attracted such dynamic and multifaceted board members whose collective experience and guidance will help us continue to improve the lives of people, animals, and the planet through ethically produced food."

With Amoo-Gottfried's appointment, Vital Farms has nine board members. Amoo-Gottfried will serve on the board's nominating and corporate governance committee.

"Vital Farms has an inspiring business model and growth story, driven by a commitment to its stakeholders," Amoo-Gottfried said. "I look forward to advising Vital Farms as a board member as the company continues to advance its growth strategy and build its trusted brand."

About Vital Farms

Vital Farms, a Certified B Corporation, offers a range of ethically produced pasture-raised foods nationwide. Started on a single farm in Austin, Texas, in 2007, Vital Farms is now a national consumer brand that works with approximately 200 small family farms and is the leading U.S. brand of pasture-raised eggs and butter by retail dollar sales. Vital Farms' ethics are exemplified by its focus on the humane treatment of farm animals and sustainable farming practices. In addition, as a Delaware Public Benefit Corporation, Vital Farms also prioritizes the long-term benefits of each of its stakeholders, including farmers and suppliers, customers and consumers, communities and the environment, and crew members and stockholders. Vital Farms' pasture-raised products, including shell eggs, butter, hard-boiled eggs, ghee, egg bites and liquid whole eggs, are sold in approximately 16,000 stores nationwide.