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

Washington, D.C. 2034

#### **SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 2)

#### VITAL FARMS, INC.

(Name of Issuer)

## COMMON STOCK, \$0.0001 PAR VALUE

(Title of Class of Securities)

#### 92847W103

(CUSIP Number)

#### **DECEMBER 31, 2022**

(Date of Event Which Requires Filing of This Statement)

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

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).

<sup>□</sup> Rule 13d-1(c)

<sup>⊠</sup> Rule 13d-1(d)

<sup>\*</sup>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.

| CUS | IP No. 92847W103  |   |                          | Page 2 of 5 Pages |
|-----|---|---|--------------------------|-------------------|
| 1.  | Name of Reporting Persons   |   |                          | _                 |
|     | Jason Jones   |   |                          |                   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                   |   |                          |                   |
|     | (a) □   |   |                          |                   |
|     | (b) ⊠   |   |                          |                   |
| 3.  | SEC USE ONLY  |   |                          |                   |
| 4.  | Citizenship or Place of Organization  |   |                          |                   |
|     | United States of America  |   |                          |                   |
|     | Number of   | 5.  | Sole Voting Power        |                   |
|     | Shares  |   | 3,636,774 (1)            |                   |
|     | Beneficially  | 6.  | Shared Voting Power      | _                 |
|     |   |   | 0                        |                   |
|     | Owned by  | 7.  | Cala Disagnitina Danasa  |                   |
|     | Each<br>Reporting   | /.  | Sole Dispositive Power   |                   |
|     |   |   | 3,636,774 (1)            |                   |
|     |   | 8.  | Shared Dispositive Power | _                 |
|     | Person With:  |   | 0                        |                   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person                          |   |                          |                   |
|     | 3,636,774 (1)   |   |                          |                   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ |   |                          |                   |
| 11. | Percent of C  | Percent of Class Represented by Amount in Row (9) |                          |                   |
|     | 8.8% (2)  |   |                          |                   |
| 12. | Type of Reporting Person (See Instructions)   |   |                          |                   |
|     | IN  |   |                          |                   |

- (1) Consists of (a) 716,576 shares held by The MIPOTH-C Trust, formed 8/31/2018, of which Mr. Jones is trustee, (b) 716,577 shares held by The MIPOTH-J Trust, formed 8/31/2018, of which Mr. Jones is trustee, (c) 1,588,621 shares held by The NANAPA Trust, formed 7/25/2018, of which Mr. Jones is trustee, (d) 307,500 shares underlying outstanding options held by The MIPOTH-C Trust and 307,500 shares underlying outstanding options held by the MIPOTH-J Trust that are immediately exercisable or will be immediately exercisable within 60 days of December 31, 2022.
- (2) This percentage is calculated based upon 40,731,879 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 3, 2022.

CUSIP No. 92847W103 Page 3 of 5 Pages

#### Item 1(a) Name of Issuer

Vital Farms, Inc.

<u>Item 1(b)</u> <u>Address of Issuer's Principal Executive Offices</u>

3601 South Congress Avenue

Suite C100

Austin, Texas 78704

Item 2(a) Name of Person Filing

Jason Jones

<u>Item 2(b)</u> <u>Address of Principal Business Office or, if none, Residence</u>

c/o Vital Farms, Inc.

3601 South Congress Avenue

Suite C100

Austin, Texas 78704

<u>Item 2(c)</u> <u>Citizenship</u>

United States of America

Item 2(d) Title of Class of Securities

Common Stock, \$0.0001 par value

Item 2(e) CUSIP Number

92847W103

Item 3

Not applicable.

<u>Item 4</u> <u>Ownership</u>

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 each Reporting Person
- (b) Percent of class: See Row 11 of cover page for each 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 each Reporting Person.
  - (ii) Shared power to vote or to direct the vote: See Row 6 of cover page for each Reporting Person.
  - (iii) Sole power to dispose or to direct the disposition of: See Row 7 of cover page for each Reporting Person.
  - (iv) Shared power to dispose or to direct the disposition of: See Row 8 of cover page for each Reporting Person.

# <u>Item 5</u> <u>Ownership of Five Percent or Less of a Class</u>

If 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.  $\Box$ 

<u>Item 6</u> <u>Ownership of More than Five Percent of Another Person</u>

Not applicable.

CUSIP No. 92847W103 Page 4 of 5 Pages

<u>Item 7</u> <u>Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company</u>

Not applicable.

<u>Item 8</u> <u>Identification and Classification of Members of the Group</u>

Not applicable.

<u>Item 9</u> <u>Notice of Dissolution of Group</u>

Not applicable.

<u>Item 10</u> <u>Certification</u>

Not applicable.

CUSIP No. 92847W103 Page 5 of 5 Pages

## **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 14, 2023

By: /s/ Jason Jones

Jason Jones