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

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Vital Farms, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2000
(Primary Standard Industrial
Classification Code Number)

27-0496985
(I.R.S. Employer
Identification No.)

**3601 South Congress Avenue
Suite C100
Austin, Texas 78704
(877) 455-3063**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Russell Diez-Canseco
President and Chief Executive Officer
Vital Farms, Inc.
3601 South Congress Avenue
Suite C100
Austin, TX 78704
(877) 455-3063**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Nicole Brookshire
Darren DeStefano
Jaime L. Chase
Shauna Bracher
Cooley LLP
55 Hudson Yards
New York, NY 10001
(212) 479-6000**

**Jason Dale
Chief Operating Officer and
Chief Financial Officer
Vital Farms, Inc.
3601 South Congress Avenue
Suite C100
Austin, TX 78704
(877) 455-3063**

**Marc Jaffe
Cathy Birkeland
Alexa Berlin
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022
(212) 906-1200**

Approximate date of commencement of proposed sale to the public: **As soon as practicable after this registration statement is declared effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-239772

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth

company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(3)
Common stock, par value \$0.0001 per share	1,715,198	\$22.00	\$ 37,734,356	\$4,898

(1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 223,721 shares that the underwriters have the option to purchase, and are in addition to the 8,984,375 shares that were registered pursuant to the Registrant’s Registration Statement on Form S-1 (File No. 333-239772), which included 1,171,875 shares that the underwriters have the option to purchase.

(2) Based on the public offering price.

(3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$188,671,875 on a Registration Statement on Form S-1 (File No. 333-239772), which was declared effective by the Securities and Exchange Commission on July 30, 2020. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$37,734,356 is hereby registered, which includes shares issuable upon the exercise of the underwriters’ option to purchase additional shares.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (the "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") with respect to the registration of additional common stock, par value \$0.0001 per share (the "Common Stock"), of Vital Farms, Inc. (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1, as amended (File No. 333-239772) (the "Prior Registration Statement"), which the Commission declared effective on July 30, 2020, and is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 1,715,198 shares of Common Stock, including 223,721 shares of Common Stock that may be sold pursuant to the underwriters' option to purchase additional shares of the Registrant's Common Stock. The additional shares of Common Stock that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of KPMG LLP, an Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-239772), originally filed with the Commission on July 9, 2020 and incorporated herein by reference).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Austin, Texas, on July 30, 2020.

Vital Farms, Inc.

By: /s/ Russell Diez-Canseco

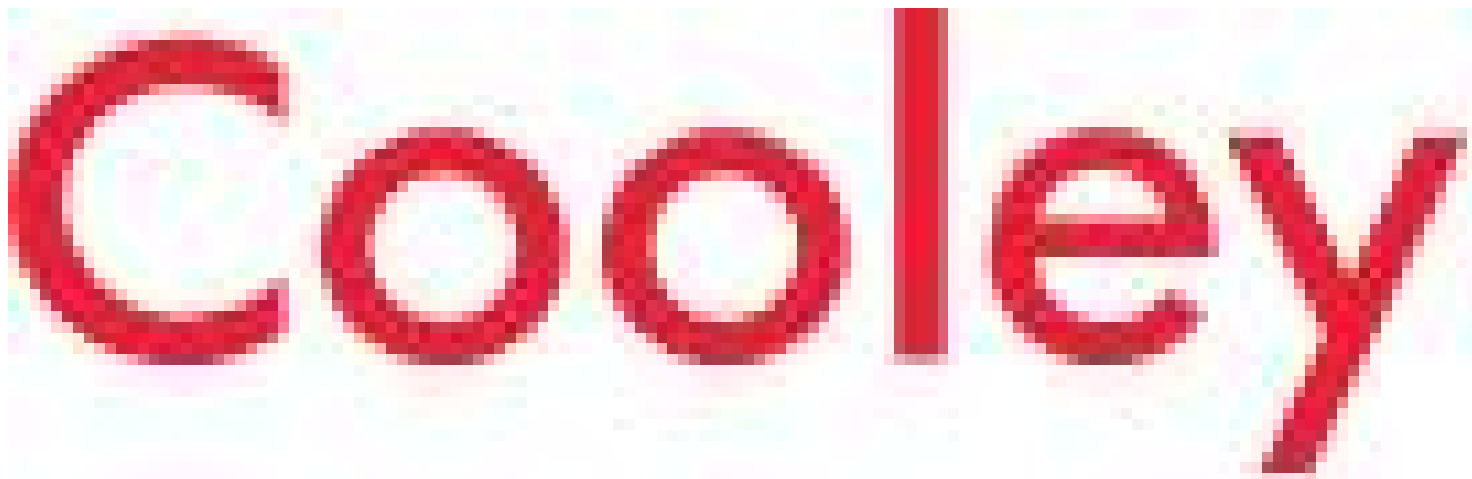
Russell Diez-Canseco

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Russell Diez-Canseco</u> Russell Diez-Canseco	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	July 30, 2020
<u>/s/ Jason Dale</u> Jason Dale	Chief Operating Officer and Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	July 30, 2020
<u>*</u> Matthew O'Hayer	Executive Chairman and Director	July 30, 2020
<u>*</u> Brent Drever	Director	July 30, 2020
<u>*</u> Glenda Flanagan	Director	July 30, 2020
<u>*</u> Kelly Kennedy	Director	July 30, 2020
<u>*</u> Karl Khoury	Director	July 30, 2020
<u>*</u> Denny Marie Post	Director	July 30, 2020
<u>*</u> Gisel Ruiz	Director	July 30, 2020

*By: /s/ Jason Dale
Attorney-in-fact



Nicole C. Brookshire
+1 617 937 2357
nbrookshire@cooley.com

July 30, 2020

Vital Farms, Inc.
3601 South Congress Avenue, Suite C100
Austin, Texas 78704

Ladies and Gentlemen:

We have acted as counsel to Vital Farms, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended, relating to an underwritten public offering of up to 1,715,198 shares of the Company's common stock, par value \$0.0001 per share, to be sold by certain selling stockholders (the "**Stockholder Shares**"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-239772), which was declared effective on July 30, 2020 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and the Prospectus, (b) the Company's Fifth Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the forms of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, filed as Exhibits 3.2 and 3.4 to the Prior Registration Statement, respectively, each of which is to be in effect prior to the closing of the offering contemplated by the Registration Statement and the Prior Registration Statement and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below and that the Amended and Restated Certificate of Incorporation referred to in clause (c) is filed with the Secretary of State of the State of Delaware before issuance of the Shares.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of the certificates of public officials and the due execution and

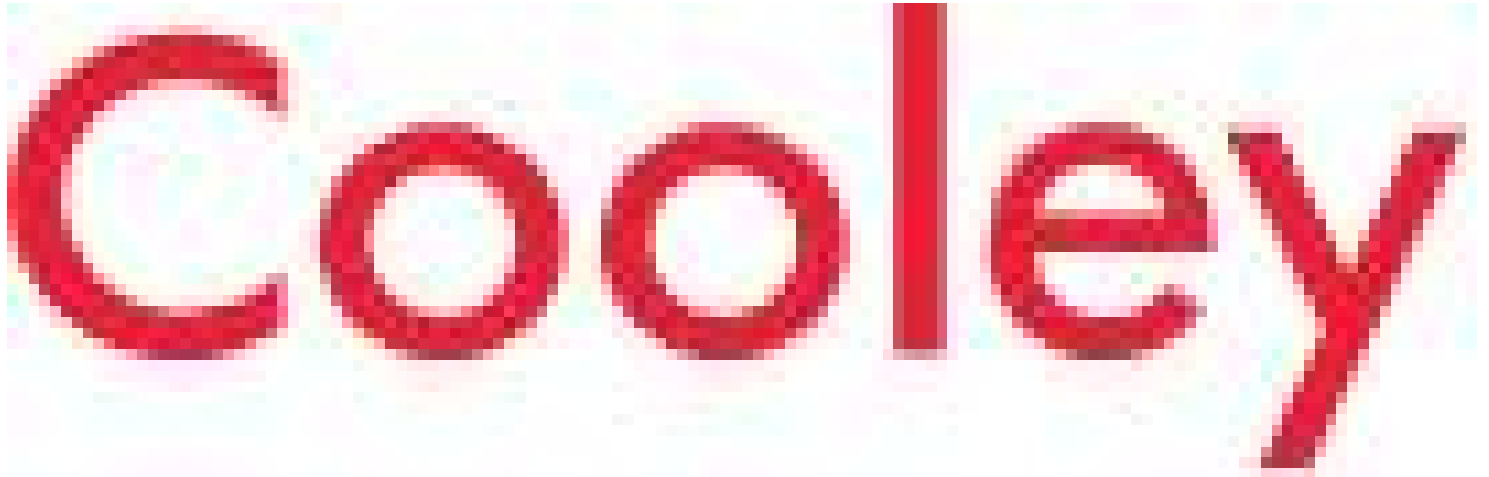
delivery by all persons other than by the Company of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Stockholder Shares have been validly issued and are fully paid and non-assessable, except for Stockholder Shares that are to be acquired by certain selling stockholders upon the conversion of outstanding preferred stock issued by the Company in accordance with the terms of the preferred stock, which will be validly issued, fully paid and non-assessable upon the conversion of such preferred stock.

* * *

Cooley LLP 500 Boylston Street Boston, MA 02116-3736
t: (617) 937-2300 f: (617) 937-2400 cooley.com



Vital Farms, Inc.
July 30, 2020
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We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Prior Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Nicole C. Brookshire
Nicole C. Brookshire

Cooley LLP 500 Boylston Street Boston, MA 02116-3736
t: (617) 937-2300 f: (617) 937-2400 cooley.com

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Vital Farms, Inc.:

We consent to the use of our report in the registration statement (No. 333-239772) on Form S-1, included therein and incorporated by reference herein and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

Austin, Texas
July 30, 2020