

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Diez-Canseco Russell</u> (Last) (First) (Middle) C/O VITAL FARMS, INC. 3601 SOUTH CONGRESS AVENUE, SUITE C100 (Street) AUSTIN TX 78704 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) PRESIDENT AND CEO
	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2024	
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	09/11/2024		M		74,360	A	\$12.81	596,762	D	
Common Stock	09/11/2024		M		25,640	A	\$15.31	622,402	D	
Common Stock	09/11/2024		S		100,000	D	\$31.18 ⁽¹⁾	522,402	D	
Common Stock	09/12/2024		M ⁽²⁾		52,500	A	\$5.3286	574,902	D	
Common Stock	09/12/2024		S ⁽²⁾		45,400	D	\$30.68 ⁽³⁾	529,502	D	

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
Employee Stock Option (right to buy)	\$12.81	09/11/2024		M		74,360		(4)	03/10/2032	Common Stock	74,360	\$0	39,800	D	
Employee Stock Option (right to buy)	\$15.31	09/11/2024		M		25,640		(5)	03/13/2033	Common Stock	25,640	\$0	128,743	D	
Employee Stock Option (right to buy)	\$5.3286	09/12/2024		M ⁽²⁾		52,500		(6)	08/28/2029	Common Stock	52,500	\$0	438,764	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.00 to \$31.39 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (3).
- This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 8, 2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.25 to \$31.12 inclusive.
- The option vests in three equal annual installments commencing on March 10, 2023, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.
- The option vests in three equal annual installments commencing on March 13, 2024, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date.
- One-fifth (1/5th) of the shares subject to the option vested or will vest in equal annual installments commencing on August 22, 2020, subject to the Reporting Person continuing to provide service through each such date.

/s/ Jason Minio, Attorney-in-Fact

09/13/2024

** Signature of Reporting Person

Date

* 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.

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