

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>OHAYER MATTHEW</u>  (Last) (First) (Middle) C/O VITAL FARMS, INC. 3601 SOUTH CONGRESS AVENUE, SUITE C100  (Street) AUSTIN TX 78704  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/30/2020	3. Issuer Name and Ticker or Trading Symbol <u>Vital Farms, Inc. [ VITL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 07/30/2020  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy) <sup>(1)</sup>	(2)(3)	10/19/2022 <sup>(3)</sup>	Common Stock	29,283 <sup>(3)</sup>	3.7561	D	
Employee Stock Option (right to buy) <sup>(1)</sup>	(2)(4)	10/19/2027	Common Stock	302,642 <sup>(4)</sup>	3.4146 <sup>(4)</sup>	D	
Call Option (obligation to sell) <sup>(5)</sup>	(2)	09/01/2023	Common Stock	123,000	0.6341	D	
Call Option (obligation to sell) <sup>(5)</sup>	(2)	09/01/2023	Common Stock	123,000	0.6341	D	
Call Option (obligation to sell) <sup>(5)</sup>	(2)	01/01/2026	Common Stock	61,500	3.248	D	

**Explanation of Responses:**

- These securities were inadvertently combined and reported on a single line on the Reporting Person's original Form 3 (the "Original Form 3"). This amendment serves to separate the options and report each option on a separate line.
- Fully vested and exercisable.
- The Original Form 3 inadvertently listed the incorrect vesting, expiration date and number of underlying shares covered by this this option.
- The Original Form 3 inadvertently listed the incorrect vesting, number of underlying shares and exercise price covered by this this option.
- This security was inadvertently omitted from the Original Form 3.

**Remarks:**

/s/ Jason Minio, Attorney-in-Fact 09/09/2022

\*\* 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 5 (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.