

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person * <u>Strand Equity Partners III, LLC</u> (Last) (First) (Middle) <u>1888 CENTURY PARK EAST, SUITE 1440</u> (Street) <u>LOS ANGELES CA 90067</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Real Good Food Company, Inc. [RGF]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/21/2023</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 |
| | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | |

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 | | | |
| Class A Common Stock | 07/21/2023 | | S | | 8,102 | D | \$4.26 ⁽¹⁾ | 138,861 | D | |
| Class A Common Stock | 07/24/2023 | | S | | 400 | D | \$4.26 | 138,461 | D | |
| Class A Common Stock | 07/25/2023 | | S | | 532 | D | \$4.25 | 137,929 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

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| 1. Name and Address of Reporting Person * <u>Strand Equity Partners III, LLC</u> (Last) (First) (Middle) <u>1888 CENTURY PARK EAST, SUITE 1440</u> (Street) <u>LOS ANGELES CA 90067</u> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person * <u>Strand Management Co</u> (Last) (First) (Middle) <u>1888 CENTURY PARK EAST, SUITE 1440</u> (Street) <u>LOS ANGELES CA 90067</u> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person * |

Rodsky Seth

(Last) (First) (Middle)
C/O STRAND EQUITY PARTNERS III, LLC
1888 CENTURY PARK EAST, SUITE 1440

(Street)
LOS ANGELES CA 90067

(City) (State) (Zip)

Explanation of Responses:

1. This price reflects the weighted average price at which these shares were sold. The shares were sold in multiple transactions at prices ranging from \$4.26 to \$4.31, inclusive. The Reporting Persons undertake 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 range set forth in this footnote.

Remarks:

Strand Management Company ("SMC") is the sole manager of Strand Equity Partners III, LLC ("SEP III") and Seth Rodsky is the President of SMC, and as such, SMC and Mr. Rodsky may be deemed to share voting and dispositive power with respect to any securities beneficially owned by SEP III. SMC and Mr. Rodsky disclaim beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that either SMC or Mr. Rodsky is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

Strand Equity Partners III,
LLC By Strand Management 07/25/2023
Company By: /s/ Seth Rodsky.
Strand Management
Company By: /s/ Seth Rodsky. 07/25/2023
Seth Rodsky /s/ Seth Rodsky. 07/25/2023

** 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 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.

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.