

## FORM 3

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>LAW GERARD GARFIELD</u> <hr/> (Last) (First) (Middle) 3 EXECUTIVE CAMPUS, SUITE 155 <hr/> (Street) CHERRY NJ 08002 HILL <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/04/2021	3. Issuer Name and Ticker or Trading Symbol <u>Real Good Food Company, Inc.</u> [ RGF ]	
		4. 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) See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
Class B common stock <sup>(1)(2)</sup>	816,380 <sup>(3)</sup>	D	

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			
Class B Units <sup>(4)</sup>	(3)(4)	(3)(4)	Class A common stock	816,380 <sup>(3)</sup>	(4)	D	

## Explanation of Responses:

1. Reflects shares acquired in connection with the Reorganization (as defined in the Registration Statement on Form S-1 (File No. 333-260204)) consummated in connection with the initial public offering ("IPO") of shares of the Issuer's Class A common stock, par value \$0.0001 (the "Class A Common Stock"). Pursuant to the Reorganization, (i) the membership interests in Real Good Foods, LLC, which is formerly known as The Real Good Food Company LLC ("RGF, LLC"), held by each member of RGF, LLC (each, a "Member") converted into Class B units of RGF, LLC ("Class B Units"); and (ii) the Issuer issued one share of its Class B common stock, par value \$0.0001 ("Class B Common Stock") for each Class B Unit held by the Members. Shares of Class B Common Stock are not convertible into any other security of the Issuer and confer no economic rights on the holders thereof.

2. (continued from footnote 1) Except as provided in the Issuer's Amended and Restated Certificate of Incorporation or as otherwise required by applicable law, holders of Class B Common Stock are entitled to one vote per share on all matters to be voted on by holders of the Class A Common Stock. Upon the exchange of Class B Units that are held by the Reporting Person and reported in Table II, for shares of Class A Common Stock, an equal number of shares of Class B Common Stock will be automatically forfeited and canceled for each Class B Unit so exchanged. See footnote 4 below.

3. Vests in 24 equal monthly installments beginning on October 1, 2021 and subject to automatic forfeiture and cancellation as set forth in RGF, LLC's Fourth Amended and Restated Operating Agreement. 1/24th of these Class B Units and equivalent shares of Class B Common Stock shall no longer be subject to forfeiture on the first day of each calendar month beginning October 1, 2021, with all such Class B Units and equivalent shares of Class B Common Stock released from such restriction on September 1, 2023.

4. At the election of the Reporting Person, the Class B Units are exchangeable on a one-for-one basis for shares of Class A Common Stock, or, at the election of the Issuer, cash equal to a volume weighted average market price of one share of Class A Common Stock for each Class B Unit exchanged, in each case subject to the terms of that certain Exchange Agreement, dated as of November 4, 2021, by and among the Issuer, RGF, LLC, and the holders of Class B Units and shares of Class B Common Stock from time to time parties thereto. Upon any exchange, cancellation, or redemption of any Class B Unit, one share of Class B Common Stock is automatically forfeited and canceled for each Class B Unit so exchanged, canceled, or redeemed. There is no specified exercise date associated with the Class B Units and the Class B Units do not expire.

## Remarks:

Chief Executive Officer Exhibit 24 - Power of Attorney

/s/ Gerard Garfield Law

11/04/2021

\*\* 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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Bryan Freeman, Akshay Jagdale, and Ryan C. Wilkins, or either of them signing individually, the undersigned's true and lawful attorney-in-fact (each, an "Attorney-in-Fact") to:

- (1) complete and execute, for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or beneficial owner of more than ten percent (10%) of any equity securities of The Real Good Food Company, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5, and Schedules 13D and 13G, and such other forms and documents, including any amendments to any of the foregoing, as such Attorney-In-Fact shall in his or her discretion determine to be required or advisable pursuant to Section 16(a) and Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of, or in respect of, the undersigned's ownership, acquisition or disposition of securities of the Company;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and schedules, including any amendments thereto, and timely file such forms and schedules, including any amendments thereto, with the United States Securities and Exchange Commission (the "SEC"), and any securities exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such information as such Attorney-in-Fact may approve in such Attorney-in-Fact's discretion.

The undersigned hereby grants to each such Attorney-in-Fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that each such Attorney-in-Fact, or each such Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing Attorneys-in-Fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16(a) and Section 13(d) of the Exchange Act.

The undersigned agrees that each such Attorney-in-Fact may rely entirely on information furnished orally or in writing by the undersigned to each such Attorney-in-Fact. The undersigned also agrees to indemnify and hold harmless the Company and each such Attorney-in-Fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to such Attorney-in-Fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4 and 5, and Schedules 13D and 13G, including any amendments thereto, and agrees to reimburse the Company and each such Attorney-in-Fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5, or Schedules 13D and 13G, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing Attorneys-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4 day of October, 2021.

/s/ Gerard G. Law

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Gerard G. Law

