

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Strand Equity Partners III, LLC</u> (Last) (First) (Middle) 1888 CENTURY PARK EAST, SUITE 1440 (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/04/2022	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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
Class B common stock ⁽¹⁾⁽²⁾	1,555,776	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 ⁽¹⁾	(3)	(3)	Class A common stock	1,555,776	(3)	D	

1. Name and Address of Reporting Person* <u>Strand Equity Partners III, LLC</u> (Last) (First) (Middle) 1888 CENTURY PARK EAST, SUITE 1440 (Street) LOS ANGELES CA 90067 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Strand Management Co</u> (Last) (First) (Middle) 1888 CENTURY PARK EAST, SUITE 1440 (Street) LOS ANGELES CA 90067 (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. 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. 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 3 below.

3. At the election of SEP III (defined below), commencing on May 3, 2022, the Class B Units are exchangeable on a one-for-one basis for shares of Class A Common Stock, or, in certain circumstances at the election of the Issuer, a cash payment, 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:

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 Company 06/21/2022
By:/s/ Seth Rodsky,
President
Strand Management
Company By:/s/ Seth 06/21/2022
Rodsky, President
Seth Rodsky:/s/ Seth
Rodsky 06/21/2022
** Signature of Reporting Date
Person

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.