

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one): ☒ Form 10-K   ☐ Form 20-F   ☐ Form 11-K   ☐ Form 10-Q  
☐ Form 10-D   ☐ Form N-SAR   ☐ Form N-CSR

For Period Ended December 31, 2023

- ☐ Transition Report on Form 10-K  
☐ Transition Report on Form 20-F  
☐ Transition Report on Form 11-K  
☐ Transition Report on Form 10-Q  
☐ Transition Report on Form N-SAR

For the Transition Period Ended \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*  
**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: \_\_\_\_\_

**PART I – REGISTRANT INFORMATION**

**The Real Good Food Company, Inc.**

Full Name of Registrant

Not Applicable

Former Name if Applicable

**3 Executive Campus, Suite 155**

Address of Principal Executive Office (Street and Number)

**Cherry Hill, NJ 08002**

City, State and Zip Code

**PART II – RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate).

- ☒ (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- ☒ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III – NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Real Good Food Company, Inc. (the "Company") is unable to file its Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K") by the prescribed due date without unreasonable effort or expense due to the circumstances described below.

As previously disclosed in the Company's current report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on March 18, 2024 (the "Form 8-K"), the Company expects to restate its previously issued audited consolidated financial statements for the year ended December 31, 2022 (included in the Company's Annual Report on Form 10-K filed with the SEC on March 31, 2023) and its previously issued consolidated financial statements for the quarterly periods ended March 31, 2023, June 30, 2023, and September 30, 2023 (included in the Company's quarterly reports on Form 10-Q filed with the SEC on May 15, 2023, August 14, 2023, and November 14, 2023, respectively). The Company is in the process of preparing an amended Form 10-K for the year ended December 31, 2022 (the "2022 Form 10-K/A"), which will affect the disclosures in the 2023 Form 10-K. The Company has dedicated significant resources to completing its review and the filing of the 2022 Form 10-K/A and the 2023 Form 10-K; however, no

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#### PART IV – OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

|                |             |                    |
|----------------|-------------|--------------------|
| Akshay Jagdale | 856         | 644-5624           |
| (Name)         | (Area Code) | (Telephone Number) |

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). ☒ Yes ☐ No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? ☐ Yes ☒ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

#### Cautionary Statement Concerning Forward-Looking Statements

*This Form 12b-25 contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, which statements are subject to considerable risks and uncertainties. Forward-looking statements include, without limitation, statements regarding the anticipated timing of the filing of the 2023 Form 10-K and 2022 Form 10-K/A and the scope of the anticipated restatement of previously issued financial statements. The Company has attempted to identify forward-looking statements by using words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project,” “should,” “will,” or “would,” and similar expressions or the negative of these expressions. Forward-looking statements represent management’s current expectations and predictions, and are based on information available as of the time such statements are made. Although the Company does not make forward-looking statements unless it believes it has a reasonable basis for doing so, it cannot guarantee their accuracy or completeness. Forward-looking statements involve numerous known and unknown risks, uncertainties, and other factors that may cause actual results, performance, or achievements to be materially different from any future results or events assumed or implied by the forward-looking statements. Some of the risks and uncertainties that may cause its actual results to materially differ from those expressed or implied by these forward-looking statements, including the risk of further delays in the filing of the 2023 Form 10-K and the 2022 Form 10-K/A and other risk factors described in the section entitled “Risk Factors” in its Annual Report on Form 10-K for the year ended December 31, 2022 and other documents filed with or furnished to the SEC by the Company from time to time. These forward-looking statements speak only as of the date of this report. Except as required by law, the Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements to reflect the impact of events or circumstances that may arise after the date of this report.*

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**The Real Good Food Company, Inc.**  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 28, 2024

By: /s/ Akshay Jagdale  
Akshay Jagdale  
Chief Financial Officer

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