

☒ 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Schreider Josh</u> (Last) (First) (Middle) <u>15280 N. BRILLIANT SKY PL.</u> (Street) <u>MARANA</u> <u>AZ</u> <u>85658</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>07/25/2023</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	07/25/2023		C ⁽¹⁾		150,000 ⁽¹⁾	A	\$0.00 ⁽¹⁾⁽²⁾	150,000	D	
Class B Common Stock ⁽²⁾⁽³⁾	07/25/2023		C ⁽¹⁾		150,000 ⁽¹⁾	D	\$0.00 ⁽¹⁾⁽²⁾⁽³⁾	3,306,022	D	
Class A Common Stock	08/24/2023		C ⁽⁴⁾		3,306,022 ⁽⁴⁾	A	\$0.00 ⁽²⁾⁽⁴⁾	3,456,022	D	
Class B Common Stock ⁽²⁾⁽³⁾	08/24/2023		C ⁽⁴⁾		3,306,022 ⁽⁴⁾	D	\$0.00 ⁽²⁾⁽³⁾⁽⁴⁾	0	D	
Class A Common Stock	08/24/2023		S		3,456,022	D	\$3.75	0	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Units ⁽²⁾⁽³⁾	\$0.00	07/25/2023		C ⁽¹⁾			150,000	(2)(3)	(2)(3)	Class A Common Stock	150,000	\$0.00	3,306,022	D	
Class B Units ⁽²⁾⁽³⁾	\$0.00	08/24/2023		C ⁽⁴⁾			3,306,022	(2)(3)	(2)(3)	Class A Common Stock	3,306,022	\$0.00	0	D	

Explanation of Responses:

1. These shares of the Issuer's Class A common stock, par value \$0.0001 per share (the "Class A Shares"), were acquired by the Reporting Person upon the conversion of 150,000 Class B Units of Real Good Foods, LLC (the "Class B Units"), the successor to The Real Good Food Company LLC ("RGF, LLC"), owned by the Reporting Person. Concurrent with this conversion of Class B Units into Class A Shares, 150,000 shares of the Issuer's Class B common stock, par value \$0.0001 per share (the "Class B Shares") were forfeited and cancelled. See footnotes (2) and (3).

2. In connection with the Issuer's initial public offering of the Class A Shares, the membership interests in RGF, LLC held by the members of RGF, LLC (each, a "Member") converted into Class B Units, and the Issuer issued one Class B Share for each Class B Unit held by the Members. Class B Shares are not convertible into any other security of the Issuer and confer no economic rights on the holders thereof. Except as provided in the Issuer's Amended and Restated Certificate of Incorporation or as otherwise required by applicable law, holders of Class B Shares are entitled to one vote per share on all matters to be voted on by holders of the Class A Shares.

3. At the Reporting Person's election, the Class B Units are exchangeable on a one-for-one basis for Class A Shares, or, at the Issuer's election, cash equal to a volume weighted average market price of one Class A Share for each Class B Unit so 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 Members from time to time parties thereto. Upon any exchange, cancellation, or redemption of Class B Units, one Class B Share is automatically forfeited and cancelled for each Class B Unit so exchanged, cancelled, or redeemed. There is no specified exercise date associated with the Class B Units and the Class B Units do not expire.

4. These Class A Shares were acquired by the Reporting Person upon the conversion of 3,306,022 Class B Units owned by the Reporting Person. Concurrent with this conversion of Class B Units into Class A Shares, 3,306,022 Class B Shares were forfeited and cancelled. See footnotes (2) and (3).

Remarks:

/s/ Amanda P. McFall, Attorney-
in-Fact for Josh Schreider

08/28/2023

** 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.