

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) October 17, 2023**

**THE REAL GOOD FOOD COMPANY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-41025**  
(Commission  
File Number)

**87-1280343**  
(I.R.S. Employer  
Identification Number)

**3 Executive Campus, Suite 155  
Cherry Hill, NJ 08002**  
(Address of Principal Executive Offices; Zip Code)

**(856) 644-5624**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Class A common stock \$0.0001 par value per share	RGF	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

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**ITEM 8.01      OTHER EVENTS.**

As previously disclosed, on October 11, 2023, the Real Good Food Company, Inc. (the “Company”) entered into an Underwriting Agreement (the “Agreement”) with B. Riley Securities, Inc. (“B. Riley”), as underwriter, in connection with the Company’s offer and sale of 6,785,715 shares of Class A common stock, par value \$0.0001 per share (“Common Stock”), of the Company at \$2.10 per share (the “Offering”). In connection therewith, the Company also granted the B. Riley a 30-day option to purchase up to an additional 1,017,857 shares of its Common Stock (the “Overallotment Option”).

On October 17, 2023, B. Riley fully exercised its Overallotment Option, electing to purchase an additional 1,017,857 shares of Common Stock. The exercise of the Overallotment Option resulted in net proceeds to the Company of approximately \$2.0 million, after deducting estimated underwriting discounts and commissions and before estimated offering expenses. Inclusive of the full exercise of the Overallotment Option, a total of 7,803,572 shares of Common Stock were issued and sold in the Offering. The net proceeds from the Offering, including the full exercise of the Overallotment Option, after deducting underwriting discounts and commissions and before estimated offering expenses, were approximately \$15.4 million. The Company intends to use the net proceeds from the Offering for general corporate purposes.

A copy of the press release announcing the exercise of the Overallotment Option is attached hereto as Exhibit 99.1

**ITEM 9.01      FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit Number	Description
99.1	<a href="#">Press Release, dated October 17, 2023.</a>
104	Cover Page Interactive Data File (embedded within the inline XRBL document).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE REAL GOOD FOOD COMPANY, INC.

Date: October 17, 2023

By: /s/ Gerard G. Law

Gerard G. Law  
Chief Executive Officer

**The Real Good Food Company, Inc. Announces the Full Exercise of the Overallotment Option**

**CHERRY HILL, N.J., October 17, 2023** – The Real Good Food Company, Inc. (NASDAQ: RGF) (the “Company”), a leading health and wellness frozen and refrigerated food company, today announced that the underwriter of the Company’s previously announced public offering of Class A common stock has fully exercised its option to purchase an additional 1,017,857 shares of Class A common stock at the public offering price of \$2.10 (the “Overallotment Option”), resulting in additional net proceeds to the Company of approximately \$2.0 million, after deducting underwriting discounts and commissions and before estimated offering expenses. The exercise of the Overallotment Option is expected to close on October 17, 2023, subject to satisfaction of customary closing conditions.

After giving effect to the full exercise of the Overallotment Option, a total of 7,803,572 shares of Class A common stock will be issued and sold in the public offering, and the net proceeds from the public offering, including the full exercise of the Overallotment Option, after deducting underwriting discounts and commissions and before estimated offering expenses, will be approximately \$15.4 million. The Company intends to use the net proceeds from the Offering for general corporate purposes.

The securities described above are being offered by the Company pursuant to a shelf registration statement on Form S-3 with the Securities and Exchange Commission (the “SEC”), including a base prospectus, that was previously filed by the Company on September 11, 2023 and was declared effective on September 27, 2023. A final prospectus supplement relating to, and describing the terms of, the offering has been filed with the SEC and is available on the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies of the final prospectus supplement and accompanying prospectus relating to the offering can be obtained from: B. Riley Securities, 1300 17th Street North, Suite 1300, Arlington, VA 22209, Attention: Prospectus Department, or by telephone at (703) 312-9580 or by email at [prospectuses@brileyfin.com](mailto:prospectuses@brileyfin.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

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

Real Good Foods (NASDAQ: RGF) is a leading health and wellness frozen and refrigerated foods company, providing a better way to enjoy your favorite foods. The Company’s mission is to provide “Real Food You Feel Good About Eating”, making delicious, nutritious foods that are low in sugar, low in carbohydrates and high in protein. The Real Good Foods family of products includes breakfast, lunch, dinner, and snacks – available in over 16,000 stores nationwide with additional direct-to-consumer options.

**Forward-Looking Statements**

Statements contained in this press release regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements related to the Company’s expectations with respect to the size, completion and timing of the closing of the offering and its expectations with respect to granting the underwriter a 30-day option to purchase additional shares. No assurance can be given that the offering discussed above will be completed on the terms or timing described in this release or at all. Management believes that these forward-looking statements are reasonable as and when made. However, such forward-looking statements are subject to risks and uncertainties, and actual results may differ materially from any future results expressed or implied by the forward-looking statements. Words

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such as “believes,” “anticipates,” “plans,” “expects,” “intends,” “will,” “goal,” “potential” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon the Company’s current expectations and involve assumptions that may never materialize or may prove to be incorrect. Risks and uncertainties include, without limitation, changes in market conditions and the satisfaction of customary closing conditions related to the proposed public offering, risks and uncertainties associated with the Company’s business and finances in general, as well as other risk factors described from time to time in the Company’s filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2022, and subsequent filings. In light of the significant uncertainties in these forward-looking statements, you should not rely upon forward-looking statements as predictions of future events. Except as required by law, the Company undertakes no obligation to update publicly any forward-looking statements for any reason.

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