

| OMB APPROVAL | |
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Prior Jane</u> (Last) (First) (Middle) 250 PARK AVENUE SOUTH 7TH FLOOR (Street) NEW YORK NY 10003 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Vita Coco Company, Inc. [COCO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Marketing Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/17/2022 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/17/2022 | | M | | 18,655 | A | \$6.418 | 136,988 | D | |
| Common Stock | 08/17/2022 | | S | | 18,655 | D | \$15.31 ⁽¹⁾ | 118,333 ⁽²⁾ | 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 |
| Stock Option (Right to Buy) | \$6.418 | 08/17/2022 | | M | | | 18,655 | (3) | 02/01/2023 | Common Stock | 18,655 | \$0 | 0 | D | |
| Stock Option (Right to Buy) | \$15.36 | | | | | | | (4) | 08/15/2032 | Common Stock | 42,980 | | 42,980 | D | |
| Stock Option (Right to Buy) | \$10.178 | | | | | | | (5) | 12/16/2029 | Common Stock | 129,675 | | 129,675 | D | |
| Stock Option (Right to Buy) | \$10.178 | | | | | | | (6) | 02/10/2030 | Common Stock | 113,750 | | 113,750 | D | |
| Stock Option (Right to Buy) | \$10.178 | | | | | | | (7) | 01/11/2031 | Common Stock | 27,300 | | 27,300 | D | |
| Stock Option (Right to Buy) | \$15 | | | | | | | (8) | 10/20/2031 | Common Stock | 45,605 | | 45,605 | D | |

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.21 to \$15.48, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- These shares consist of: (i) 66,927 unvested restricted stock units and (ii) 51,406 shares of common stock obtained from option exercises.
- The stock option is fully vested and currently exercisable
- The Reporting Person was granted stock options that will vest in three equal annual installments beginning on August 15, 2025.
- The stock option is fully vested and currently exercisable.
- The stock option is fully vested and currently exercisable with respect to 56,875 underlying shares. The remainder will vest on February 10, 2024.
- The stock option vests in two equal biennial installment beginning on January 11, 2023.
- The stock option vests in four equal annual installments beginning on November 27, 2022.

Remarks:

/s/ Yolanda Goetsch, Attorney-in-fact 08/19/2022

** 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.