

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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>ROPER MARTIN F</u> <hr/> (Last) (First) (Middle) 250 PARK AVE SOUTH SEVENTH FLOOR <hr/> (Street) NEW YORK NY 10003 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Executive Officer</p>		
			3. Date of Earliest Transaction (Month/Day/Year) 07/31/2023			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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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			
Common Stock								435,435	D	
Common Stock								434,525	I	By Chris Roper FT <sup>(1)</sup>
Common Stock								434,525	I	By Peter Roper FT <sup>(2)</sup>
Common Stock								100,000	I	By Spouse
Common Stock								434,525	I	By Thomas Roper FT <sup>(3)</sup>

**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				
Non-Qualified Stock Option (right to buy)	\$10.178	07/31/2023 <sup>(4)</sup>		A		579,670		07/31/2023 <sup>(4)</sup>	09/19/2029	Common Stock	579,670	\$0	579,670 <sup>(4)</sup>	D	
Non-Qualified Stock Option (right to buy)	\$10.178							(5)	01/11/2031	Common Stock	40,950		40,950	D	
Non-Qualified Stock Option (right to buy)	\$15							(6)	10/21/2031	Common Stock	298,507		298,507	D	
Non-Qualified Stock Option (right to buy)	\$16.91							(7)	03/10/2033	Common Stock	46,875		46,875	D	

**Explanation of Responses:**

- These shares are held by the Christopher G. Roper Exempt Family Trust.
- These shares are held by the Peter S. Roper Exempt Family Trust.
- These shares are held by the Thomas L. Roper Exempt Family Trust.

4. The stock option vests upon certain events, including (i) an initial public offering and (ii) (a) if the equity value of the Issuer (defined as enterprise value less net debt) is equal to or greater than \$1 billion USD at the time of the initial public offering, or (b) the total market cap of the Issuer (defined as total Issuer shares outstanding multiplied by trading price) is equal to or greater than \$1 billion USD for a period of at least ninety consecutive trading days post-initial public offering. On July 31, 2023, the performance criteria were met, resulting in vesting of the option in full.

5. The stock option vests in two equal installments on January 11, 2023 and January 11, 2025.

6. The stock option vests in four equal annual installments beginning on November 27, 2022.

7. The stock option vests in four equal annual installments beginning on March 10, 2023.

By: Yolanda Goetsch,

Attorney-in-Fact For: Martin      08/02/2023

Roper

\*\* 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.**