

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 AVE SOUTH SEVENTH 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) <b>Chief Marketing Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 09/14/2023	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/14/2023		M		45,091	A	\$10.178	168,189	D	
Common Stock	09/14/2023		S <sup>(1)</sup>		45,091	D	\$29.654 <sup>(2)</sup>	123,098	D	
Common Stock	09/15/2023		M		39,163	A	\$10.178	162,261	D	
Common Stock	09/15/2023		S <sup>(1)</sup>		39,163	D	\$27.232 <sup>(3)</sup>	123,098	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					
Non-Qualified Stock Option (right to buy)	\$10.178	09/14/2023		M		45,091	(4)	12/16/2029	Common Stock	45,091	\$0.0	84,584	D	
Non-Qualified Stock Option (right to buy)	\$10.178	09/15/2023		M		39,163	(4)	12/16/2029	Common Stock	39,163	\$0.0	45,421	D	
Non-Qualified Stock Option (right to buy)	\$10.178						(5)	02/10/2030	Common Stock	113,750		113,750	D	
Non-Qualified Stock Option (right to buy)	\$10.178						(6)	01/11/2031	Common Stock	27,300		27,300	D	
Non-Qualified Stock Option (right to buy)	\$15						(7)	10/21/2031	Common Stock	45,605		45,605	D	
Non-Qualified Stock Option (right to buy)	\$15.36						(8)	08/15/2032	Common Stock	42,980		42,980	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				
Non-Qualified Stock Option (right to buy)	\$16.91							(9)	03/10/2033	Common Stock	14,205		14,205	D	

**Explanation of Responses:**

- The sales of shares of common stock reported were effected pursuant to a Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.46 to \$31.90, 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 sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.00 to \$29.06, 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 sold at each separate price within the ranges set forth in this footnote.
- 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 installments on January 11, 2023 and January 11, 2025.
- The stock option vests in four equal annual installments beginning on November 27, 2022.
- The stock option vests in three equal annual installments beginning on August 15, 2025.
- The stock options vest in four annual equal installments beginning on March 10, 2024.

By: Yolanda Goettsch,      09/18/2023  
Attorney-in-Fact For: Jane Prior

\*\* 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.

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