

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Thompson Donald</u>			2. Issuer Name and Ticker or Trading Symbol <u>BEYOND MEAT, INC. [BYND]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O BEYOND MEAT, INC. 119 STANDARD STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	EL SEGUNDO CA 90245							
(City)	(State)	(Zip)						

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	05/06/2019		P		15,000 ⁽¹⁾	A	\$25	15,000	D	
Common Stock	05/06/2019		P		1,500 ⁽¹⁾	A	\$25	1,500	I ⁽²⁾⁽³⁾	By Beyond Meat, CA LLC
Common Stock	05/06/2019		P		1,500 ⁽¹⁾	A	\$25	1,500	I ⁽²⁾⁽⁴⁾	By CA Food I Fund, LLC
Common Stock	05/06/2019		C		53,213	A	\$0	455,876	I ⁽²⁾⁽⁵⁾	By Cleveland Manor Investments II, LLC
Common Stock	05/06/2019		C		148,894	A	\$0	150,394	I ⁽²⁾⁽⁴⁾	By CA Food I Fund, LLC
Common Stock	05/06/2019		C		43,742	A	\$0	499,618	I ⁽²⁾⁽⁵⁾	By Cleveland Manor Investments II, LLC
Common Stock	05/06/2019		C		1,862,511	A	\$0	1,864,011	I ⁽²⁾⁽³⁾	By Beyond Meat, CA LLC
Common Stock	05/06/2019		C		20,563	A	\$0	520,181	I ⁽²⁾⁽⁵⁾	By Cleveland Manor Investments II, LLC
Common Stock	05/06/2019		C		6,129	A	\$0	156,523	I ⁽²⁾⁽⁴⁾	By CA Food I Fund, LLC
Common Stock	05/06/2019		C		76,669	A	\$0	1,940,680	I ⁽²⁾⁽³⁾	By Beyond Meat, CA LLC

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
Series F Convertible Preferred Stock	(6)	05/06/2019		C			53,213	(6)	(6)	Common Stock	53,213	\$0	0	I ⁽⁵⁾	By Cleveland Manor Investments II LLC
Series F Convertible Preferred Stock	(6)	05/06/2019		C			148,894	(6)	(6)	Common Stock	148,894	\$0	0	I ⁽⁴⁾	By CA Food I Fund, LLC
Series G Convertible Preferred Stock	(6)	05/06/2019		C			43,742	(6)	(6)	Common Stock	43,742	\$0	0	I ⁽⁵⁾	By Cleveland Manor Investments II LLC
Series G Convertible Preferred Stock	(6)	05/06/2019		C			1,862,511	(6)	(6)	Common Stock	1,862,511	\$0	0	I ⁽³⁾	By Beyond Meat, CA LLC
Series H Convertible Preferred Stock	(6)	05/06/2019		C			20,563	(6)	(6)	Common Stock	20,563	\$0	0	I ⁽⁵⁾	By Cleveland Manor Investments II LLC
Series H Convertible Preferred Stock	(6)	05/06/2019		C			6,129	(6)	(6)	Common Stock	6,129	\$0	0	I ⁽⁴⁾	By CA Food I Fund, LLC
Series H Convertible Preferred Stock	(6)	05/06/2019		C			76,669	(6)	(6)	Common Stock	76,669	\$0	0	I ⁽³⁾	By Beyond Meat, CA LLC

Explanation of Responses:

- Represents shares acquired pursuant to a directed share program in connection with the Issuer's initial public offering of Common Stock.
- The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.
- Cleveland Avenue Food and Beverage Fund Holdings LLC ("CA F & B") is the sole member of Beyond Meat CA LLC ("BM CA"), Cleveland Avenue GP, LLC ("CA GP") is the sole manager of CA F & B. Cleveland Avenue, LLC ("CA LLC") is the sole manager of CA GP. Reporting Person is the sole manager of CA LLC and may be deemed to have sole voting and dispositive power over the shares held by BM CA.
- CA LLC is the sole manager of CA Food I Fund, LLC ("CA Food"). Reporting Person is the sole manager of CA LLC and may be deemed to have sole voting and dispositive power over the shares held by CA Food.
- Reporting Person is the sole manager of Cleveland Manor Investments II LLC ("Cleveland Manor") and may be deemed to have sole voting and dispositive power over the shares held by Cleveland Manor.
- Shares of Series F, Series G, Series H Convertible Preferred Stock automatically converted into shares of Common Stock on a 1-to-1 basis immediately upon the closing of the Issuer's initial public offering and had no expiration date.

Remarks:

/s/ Mark J. Nelson, as Attorney-In-Fact for Donald Thompson 05/08/2019

** 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.

POWER OF ATTORNEY

The undersigned as a Section 16 reporting person of Beyond Meat, Inc. (the "Company"), hereby constitutes and appoints Mark J. Nelson and Sowmya Rajan, and each of them, as its attorneys-in-fact, to:

- (1) execute, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4, and 5 in connection with the Company's securities;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4, and 5 in connection with the Company's securities;
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party;
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, proper and convenient in all respects to carry out the foregoing duties and powers, and to execute and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4, and 5 in connection with the Company's securities.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's securities.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of November, 2018.

/s/ Donald Thompson

Signature

DONALD THOMPSON

Print Name