

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>Muth Charles</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Growth Officer | |
| (Last) (First) (Middle) <u>C/O BEYOND MEAT, INC.</u> <u>119 STANDARD STREET</u> | | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2019</u> | | | |
| (Street) <u>EL SEGUNDO CA 90245</u> | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 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 | |
| (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 | 11/05/2019 | | M | | 50,000 | A | \$3 | 244,191 | D | |
| Common Stock | 11/05/2019 | | S | | 48,756 | D | \$82.9985 ⁽¹⁾ | 195,435 | D | |
| Common Stock | 11/05/2019 | | S | | 1,244 | D | \$83.3918 ⁽²⁾ | 194,191 | 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 | | | | |
| Stock Option (right to buy) | \$3 | 11/05/2019 | | M | | | 50,000 | (3) | 02/14/2028 | Common Stock | 50,000 | \$0 | 231,260 | D | |

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$82.3100 to \$83.3000. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$83.3500 to \$83.5000. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide, upon request, to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- Exercise of stock option granted under the 2011 Equity Incentive Plan on February 15, 2018; the option vested and became exercisable as to 25% of the total shares on May 30, 2018, and 1/48th of the total shares vests and becomes exercisable monthly thereafter, such that the option is fully vested and exercisable on May 30, 2021, subject to the acceleration provisions of an Executive Change in Control Severance Agreement by and between the Reporting Person and the Issuer.

Remarks:

Exhibit 24.1 Power of Attorney attached.

/s/ Teri L. Witteman, as Attorney-In-fact for Charles Muth 11/06/2019

** 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.

The undersigned as a Section 16 reporting person of Beyond Meat, Inc. (the "Company"), hereby constitutes and appoints Mark J. Nelson and Teri L. Witteman, and each (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 (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 (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 Company.

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 allowable to be done in order to carry out the above purposes, and to execute and file the same, together with all instruments and documents which may be necessary or desirable to carry out the above purposes, and to execute and file the same, together with all instruments and documents which may be necessary or desirable to carry out the above purposes, and to execute and file the same, together with all instruments and documents which may be necessary or desirable to carry out the above purposes.

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 October, 2019.

/s/ Charles Muth
Signature

CHARLES MUTH
Print Name