UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): November 9, 2022

BEYOND MEAT, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-38879	26-4087597
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

119 Standard Street
El Segundo, California 90245
(Address of principal executive offices, including zip code)

(866) 756-4112
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value	**BYND**	**The Nasdaq Stock Market LLC**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.☐

Item 2.02. Results of Operations and Financial Condition.

On November 9, 2022, Beyond Meat, Inc. (the “Company”) issued a press release announcing its financial results for the third quarter ended October 1, 2022. The full text of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information contained or incorporated in this Item 2.02, including the press release furnished herewith as Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such a filing.

Note Regarding Forward-Looking Statements

Certain statements in this Current Report on Form 8-K constitute “forward-looking statements” within the meaning of the federal securities laws. These statements are based on management’s current opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results. These forward-looking statements are only predictions, not historical fact, and involve certain risks and uncertainties, as well as assumptions. Actual results, levels of activity, performance, achievements and events could differ materially from those stated, anticipated or implied by such forward-looking statements. While the Company believes that its assumptions are reasonable, it is very difficult to predict the impact of known factors, and, of course, it is impossible to anticipate all factors that could affect actual results. There are many risks and uncertainties that could cause actual results to differ materially from forward-looking statements made herein including the risks discussed under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on March 2, 2022, the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended July 2, 2022 filed with the SEC on August 11, 2022, and the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2022 to be filed with the SEC, as well as other factors described from time to time in the Company's filings with the SEC. Such forward-looking statements are made only as of the date of this Current Report on Form 8-K. The Company undertakes no obligation to publicly update or revise any forward-looking statement because of new information, future events or otherwise, except as otherwise required by law. If it does update one or more forward-looking statements, no inference should be made that the Company will make additional updates with respect to those or other forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release of Beyond Meat, Inc. dated November 9, 2022
104	Cover page interactive data file (embedded with the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BEYOND MEAT, INC.

By: /s/ Lubi Kutua

Lubi Kutua

Chief Financial Officer and Treasurer

Date: **November 9, 2022**

Exhibit 99.1

For immediate release

Beyond Meat® Reports Third Quarter 2022 Financial Results

EL SEGUNDO, Calif. — November 9, 2022 (GLOBE NEWSWIRE)—Beyond Meat, Inc. (NASDAQ: BYND) ("Beyond Meat" or "the Company"), a leader in plant-based meat, today reported financial results for its third quarter ended October 1, 2022.

Third Quarter 2022 Financial Highlights[1]

- Net revenues were $82.5 million, a decrease of 22.5% year-over-year.
- Gross profit was a loss of $14.8 million, or gross margin of -18.0% of net revenues. Gross profit was negatively impacted by approximately $7.2 million, or -8.8 percentage points of gross margin, of underutilization fees and one-time termination costs associated with certain co-manufacturing agreements. Approximately $5.9 million in underutilization and one-time termination costs were associated with Beyond Meat Jerky which negatively impacted gross profit by $5.8 million, or -7.0 percentage points of gross margin, during the period.
- Net loss was $101.7 million, or $1.60 per common share. Net loss as a percentage of net revenues was -123.2%.
- Adjusted EBITDA was a loss of $73.8 million, or -89.5% of net revenues.

Beyond Meat President and CEO Ethan Brown commented, "As we shared last month, Beyond Meat is executing a full force pivot to a sustainable growth model, emphasizing the achievement of cash flow positive operations within the second half of 2023. This transition is designed to fortify our business in the near-term as record inflation continues to pose a challenge for our brand and category, positioning Beyond Meat to endure and advance toward our long-term objective of being a major protein provider within the $1.4 trillion meat industry."

---

[1] This release includes references to non-GAAP financial measures. Refer to "Non-GAAP Financial Measures" later in this release for the definitions of the non-GAAP financial measures presented and a reconciliation of these measures to their closest comparable GAAP measures.

Brown continued, “Though this quarter’s results are disappointing, with a sharp decline in revenues and associated knock-on effects across the income statement including gross margin driven by a challenging macro environment, we are implementing aggressive measures with urgency to positively impact our near-term operations. Our path forward comprises 3 key actions: significant reduction of our operating expenses; intensified focus on cash flow accretive inventory management activities; and sales and marketing programs that are tightly focused on opportunities and segments that strike the right balance between near-term growth and our most valuable long-term opportunities. We are focusing on the key drivers of our business and are committed to sharing our progress toward delivering them over the coming quarters.”

Third Quarter 2022

Net revenues decreased 22.5% to $82.5 million in the third quarter of 2022, compared to $106.4 million in the year-ago period. The decrease in net revenues was driven by a 12.8% decrease in total pounds sold and an approximately 11.2% decrease in net revenue per pound. All markets and channels were negatively impacted by a combination of weaker than expected demand in the category and certain customer and distributor changes such as reductions in targeted inventory levels, among other factors. The decrease in net revenue per pound was primarily attributable to strategic but limited price reductions in the U.S. and broader list price reductions in the EU implemented in the first quarter of 2022, increased trade discounts and unfavorable changes in foreign exchange rates. U.S. retail channel net revenues decreased 11.8% compared to the year-ago period primarily driven by an 11.8% decrease in pounds sold with net revenue per pound staying flat. U.S. foodservice channel net revenues increased 5.6% compared to the year-ago period primarily driven by a 32.2% increase in pounds sold, partially offset by lower net revenue per pound. The decrease in net revenue per pound was primarily due to changes in sales mix and, to a lesser extent, higher trade discounts. International retail channel net revenues decreased 52.3% compared to the year-ago period primarily driven by a 37.0% decrease in pounds sold and a 24.4% decrease in net revenue per pound. The decrease in net revenue per pound was primarily due to list price reductions in the EU implemented in the first quarter of 2022, unfavorable foreign exchange rate impact, changes in sales mix and increased trade discounts. International foodservice channel net revenues decreased 42.2% compared to the year-ago period primarily due to a 25.5% decrease in net revenue per pound and a 22.4% decrease in pounds sold. The decrease in net revenue per pound was primarily due to changes in sales mix and unfavorable foreign exchange rate impact.

Net revenues by channel (unaudited):

The following tables present our net revenues by channel for the periods presented:

	Three Months Ended		Change	
(in thousands)	October 1, 2022	October 2, 2021	Amount	%
U.S.:				
Retail	$ 46,177	$ 52,361	$ (6,184)	(11.8)%
Foodservice	15,994	15,139	855	5.6 %
U.S. net revenues	62,171	67,500	(5,329)	(7.9)%
International:				
Retail	10,195	21,391	(11,196)	(52.3)%
Foodservice	10,134	17,541	(7,407)	(42.2)%
International net revenues	20,329	38,932	(18,603)	(47.8)%
Net revenues	$ 82,500	$ 106,432	$ (23,932)	(22.5)%

	Nine Months Ended		Change	
(in thousands)	October 1, 2022	October 2, 2021	Amount	%
U.S.:				
Retail	$ 193,298	$ 193,382	$ (84)	— %
Foodservice	54,876	55,842	(966)	(1.7)%
U.S. net revenues	248,174	249,224	(1,050)	(0.4)%
International:				
Retail	50,024	67,134	(17,110)	(25.5)%
Foodservice	40,797	47,664	(6,867)	(14.4)%
International net revenues	90,821	114,798	(23,977)	(20.9)%
Net revenues	$ 338,995	$ 364,022	$ (25,027)	(6.9)%

Pounds sold by channel (unaudited):

The following table presents consolidated pounds sold by channel for the periods presented:

	Three Months Ended		Change		Nine Months Ended		Change	
(in thousands)	October 1, 2022	October 2, 2021	Amount	%	October 1, 2022	October 2, 2021	Amount	%
U.S.:								
Retail	8,861	10,041	(1,180)	(11.8)%	37,371	35,003	2,368	6.8 %
Foodservice	3,378	2,556	822	32.2 %	10,095	9,440	655	6.9 %
International:								
Retail	2,364	3,751	(1,387)	(37.0)%	10,955	11,485	(530)	(4.6)%
Foodservice	2,785	3,588	(803)	(22.4)%	10,408	9,257	1,151	12.4 %
Total pounds sold	17,388	19,936	(2,548)	(12.8)%	68,829	65,185	3,644	5.6 %

Gross profit was a loss of $14.8 million, or gross margin of -18.0% of net revenues, in the third quarter of 2022, compared to gross profit of $23.0 million, or gross margin of 21.6% of net revenues, in the year-ago period. Gross margin decreased primarily as a result of increased costs per pound and decreased net revenue per pound in the third quarter of 2022 compared to the year-ago period. The increase in cost per pound was primarily driven by higher manufacturing cost per pound including depreciation, as well as increased materials and logistics costs per pound. The Company's third quarter results were negatively impacted by approximately $7.2 million, or -8.8 percentage points of gross margin, of underutilization fees and one-time termination costs associated with certain co-manufacturing agreements, including approximately $5.9 million associated with Beyond Meat Jerky which, in total, negatively impacted gross profit by $5.8 million, or -7.0 percentage points of gross margin, during the period.

Loss from operations in the third quarter of 2022 was $89.7 million compared to $54.0 million in the year-ago period. The increase in loss from operations was primarily driven by lower gross profit partially offset by a reduction in operating expenses compared to the year-ago period. The reduction in operating expenses was primarily attributable to lower selling expenses, reduced general and administrative expenses, and lower non-production headcount expenses, partially offset by increased product donations and restructuring costs.

Net loss was $101.7 million in the third quarter of 2022 compared to $54.8 million in the year-ago period. Net loss per common share was $1.60 in the third quarter of 2022 compared to net loss per common share of $0.87 in the year-ago period. In addition to the expanded loss from operations, net loss in the third quarter of 2022 included $8.7 million of equity in losses associated with the Company's unconsolidated joint venture with PepsiCo, Inc., the Planet Partnership, LLC ("TPP"), and $3.6 million in unrealized foreign currency losses primarily due to unfavorable changes in foreign exchange rates of the Euro and Chinese Yuan compared to the year-ago period.

Adjusted EBITDA was a loss of $73.8 million, or -89.5% of net revenues in the third quarter of 2022 compared to an Adjusted EBITDA loss of $36.8 million, or -34.5% of net revenues, in the year-ago period.

Balance Sheet and Cash Flow Highlights

The Company's cash and cash equivalents balance was $390.2 million and total outstanding debt was $1.1 billion as of October 1, 2022. Net cash used in operating activities was $270.3 million for the nine months ended October 1, 2022, compared to $191.0 million for the year-ago period. Capital expenditures totaled $60.0 million for the nine months ended October 1, 2022, compared to $104.3 million for the year-ago period. Net cash used in investing activities also included $10.0 million of payments for investment in the Company's joint venture, TPP, in the nine months ended October 1, 2022. There were no such payments in the year-ago period.

Outlook

The Company's operating environment continues to be affected by near-term uncertainty related to macroeconomic issues, including inflation and rising interest rates, increasing concerns about the likelihood of a recession, COVID-19 and its potential impact on consumer behavior and demand levels, challenges related to labor availability and supply chain disruptions, partially attributable to recent geopolitical tensions, and increased competition. Management's outlook considers the potential impact from these factors assuming present day conditions, but the Company acknowledges its operating results may differ materially from the expectations set forth below if its assumptions related to the aforementioned variables, among others, do not materialize. Based on management's best assessment of the environment today, the Company is providing the following outlook:

- 2022 net revenues are expected to be in the range of approximately $400 million to $425 million, representing a decrease of approximately 14% to 9% compared to 2021.
- On October 14, 2022, the Company announced a reduction-in-force affecting approximately 19% of its global workforce. As a result, the Company estimates that it will incur one-time cash charges of approximately $4 million in connection with the reduction-in-force, primarily consisting of notice period and severance payments, employee benefits, and related costs. The majority of these charges will be incurred in the fourth quarter 2022, and the Company expects the reduction-in-force to be substantially complete by the end of 2022, subject to local law and consultation requirements, which may extend the process beyond the end of 2022 in certain countries. The charges that we expect to incur are subject to assumptions, including local law requirements, and actual charges may differ from the estimate disclosed above.
- In aggregate, over the next twelve months, the reduction-in-force, combined with the elimination of certain open positions and recent changes to the executive leadership team, as described in a Form 8-K filed with the Securities and Exchange Commission ("SEC") on October 14, 2022, is expected to result in approximately $27 million in cash operating expense savings, and an additional approximately $12 million in non-cash savings related to previously granted, unvested stock-based compensation which would have vested over the next twelve months. In addition, as a result of these actions, the Company expects to recognize approximately $3 million of one-

time non-cash savings related to the reversal of previously expensed, unvested stock-based compensation in the third and fourth quarters of 2022.

- The Company is targeting cash flow positive operations within the second half of 2023.

Total distribution points by channel (unaudited):

The following table presents the approximate number of distribution outlets by channel for the periods presented:

	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Q1 2022	Q2 2022	Q3 2022
U.S.:							
Retail[1]	32,000	34,000	34,000	34,000	35,000	78,000	78,000
Foodservice	39,000	34,000	36,000	38,000	39,000	41,000	42,000
International:							
Retail	24,000	29,000	32,000	30,000	31,000	33,000	35,000
Foodservice	23,000	22,000	26,000	28,000	30,000	31,000	33,000
Total distribution points	118,000	119,000	128,000	130,000	135,000	183,000	188,000

(1) Q2 and Q3 2022 includes distribution points associated with Beyond Meat Jerky. Excluding Beyond Meat Jerky, total U.S. retail distribution outlets was approximately 34,000 in Q3 2022.

Conference Call and Webcast

The Company will host a conference call and webcast to discuss these results with additional comments and details today at 5:00 p.m. Eastern, 2:00 p.m. Pacific. Investors interested in participating in the live call can dial 412-902-4255. The conference call webcast will be available live over the Internet through the “Investors” section of the Company’s website at www.beyondmeat.com and later archived.

About Beyond Meat

Beyond Meat, Inc. (NASDAQ: BYND) is a leading plant-based meat company offering a portfolio of revolutionary plant-based meats made from simple ingredients without GMOs, no added hormones or antibiotics, and 0 mg of cholesterol per serving. Founded in 2009, Beyond Meat products are designed to have the same taste and texture as animal-based meat while being better for people and the planet. Beyond Meat’s brand commitment, Eat What You Love®, represents a strong belief that there is a better way to feed our future and that the positive choices we all make, no matter how small, can have a great impact on our personal health and the health of our planet. By shifting from animal-based meat to plant-based protein, we can positively impact four growing global issues: human health, climate change, constraints on natural resources and animal welfare. As of September 2022, Beyond Meat branded products were available at approximately 188,000 retail and foodservice outlets in over 85 countries worldwide. Visit www.BeyondMeat.com and follow @BeyondMeat, #BeyondBurger and #GoBeyond on Facebook, Instagram, Twitter and TikTok.

Forward-Looking Statements

Certain statements in this release constitute “forward-looking statements" within the meaning of the federal securities laws, including statements related to the Company’s expectations with respect to its full year 2022 revenue outlook, cost-reduction initiatives, expected charges and savings related to its workforce reduction and executive leadership changes, and the timing and success of achieving its cash flow positive targets. The charges associated with the reduction-in-force and executive leadership changes may be greater than anticipated, completion of the reduction-in-force may take longer than anticipated, the Company may be unable to realize the contemplated benefits in connection with the workforce reduction, executive leadership changes and other potential cost-reduction initiatives, and the workforce reduction, executive leadership changes and cost-reduction initiatives may have an adverse impact on the Company’s performance. Additionally, the Company’s ability to meet its cash flow positive targets is subject to a number of assumptions and uncertainties, including, without limitation, the Company’s ability to reduce costs and achieve positive gross margins; the Company’s ability to meet certain revenue and operating expense targets, which may be subject to factors beyond the Company’s control; and the Company’s ability to monetize inventory and manage working capital.

Forward-looking statements are based on management's current opinions, expectations, beliefs, plans, objectives, assumptions and projections regarding financial performance, prospects, future events and future results, including ongoing uncertainty related to the COVID-19 pandemic, including the ultimate duration, magnitude and effects of the pandemic and, in particular, the impact to the foodservice channel, operations and supply chains, growth trends, our international expansion plans, market share, new and existing customers and expense trends, among other matters, and involve known and unknown risks that are difficult to predict. In some cases, you can identify forward-looking statements by the use of words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “project,” “predict,” “outlook,” “potential,” “continue,” “likely,” “will,” “would” and variations of these terms and similar expressions, or the negative of these terms or similar expressions. These forward-looking statements are only predictions, not historical fact, and involve certain risks and uncertainties, as well as assumptions. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which or whether, such performance or results will be achieved. Actual results, levels of activity, performance, achievements and events could differ materially from those stated, anticipated or implied by such forward-looking statements. While Beyond Meat believes that its assumptions are reasonable, it is very difficult to predict the impact of known factors and, in particular, the COVID-19 pandemic, and, of course, it is impossible to anticipate all factors that could affect actual results. There are many risks and uncertainties that could cause actual results to differ materially from forward-looking statements made herein including, but not limited to, the effects of the COVID-19 pandemic, including on our business, financial condition, cash flows and results of operations, including on our supply chain, the demand for our products, our product and channel mix, labor needs at the Company as well as in the supply chain and at customers, the timing and level of retail purchasing, the timing and level of foodservice purchasing, our manufacturing and co-manufacturing facilities and operations, our inventory levels, our ability to expand and produce in new geographic markets or the timing of such expansion efforts, the pace and success of new product introductions, the timing of new foodservice launches, and on overall economic conditions and consumer confidence and spending levels; the impact of uncertainty in our domestic and international supply chain, including labor shortages and disruption and shipping delays and disruption; a resurgence of COVID-19 and the impact of variants of the virus that causes COVID-19 which could slow, halt or reverse the reopening process, or result in the reinstatement of social distancing measures, business closures, restrictions on operations, quarantines, lockdowns and travel bans; the impact of inflation and rising interest rates across the economy, including higher food, grocery, raw materials, transportation, energy, labor and fuel costs; reduced consumer confidence and changes in consumer spending, including spending to purchase our products, and negative trends in consumer purchasing patterns due to consumers' disposable income, credit availability and debt levels, as well as due to recessionary and inflationary pressures; factors negatively impacting demand in the plant-based meat category; the effects of increased competition from our market competitors and new market entrants; the impact of uncertainty as a result of doing business in China and Europe; government or employer mandates requiring certain behaviors from employees due to COVID-19, including COVID-19 vaccine mandates, which could result in employee attrition at the Company, suppliers and customers as well as difficulty securing future labor and supply needs; the impact of adverse and uncertain economic and political conditions in the U.S. and international markets, including due to an economic recession, downturn or periods of rising or high inflation; the volatility of capital markets and other macroeconomic factors, including due to geopolitical tensions or the outbreak of hostilities or war; foreign exchange rate fluctuations; risks and uncertainties related to certain cost-reduction initiatives, workforce reductions, executive leadership changes, and the timing and success of achieving certain financial goals or cash flow positive targets; our ability to streamline operations and improve cost efficiencies, which could result in the contraction of our business and the implementation of significant cost cutting measures, such as downsizing and exiting certain operations, domestically and/or abroad; our ability to identify and execute cost-down initiatives intended to achieve price parity with animal protein; the success of operations conducted by joint ventures, such as the Planet Partnership, LLC with PepsiCo, Inc., where we share ownership and management of a company with one or more parties who may not have the same goals, strategies or priorities as we do and where we do not receive all of the financial benefit; changes in the retail landscape, including the timing and level of trade and promotion discounts, our ability to maintain and grow market share and increase household penetration, repeat purchases, buying rates (amount spent per buyer) and purchase frequency, and our ability to maintain and increase sales velocity of our products; changes in the foodservice landscape, including the timing and level of marketing and other financial incentives to assist in the promotion of our products, our ability to maintain and grow market share and attract and retain new foodservice customers or retain existing foodservice customers, and our ability to introduce and sustain offering of our products on menus; the timing and success of distribution expansion and new product introductions in increasing revenues and market share; the timing and success of strategic Quick Service Restaurant partnership launches and limited time offerings resulting in permanent menu items; our estimates of the size of our market opportunities and ability to accurately forecast market growth; our ability to effectively expand or optimize our manufacturing and production capacity, including effectively managing capacity for specific products with shifts in demand; risks associated with underutilization of capacity which could give rise to increased costs, underutilization fees and termination fees to exit certain supply chain arrangements and/or the write-off of certain equipment; our inability to sell our inventory in a timely manner requiring us to sell our products through liquidation channels at lower prices, write-down or write off obsolete inventory, or increase inventory reserves; our ability to accurately forecast our future results of operations and financial goals or targets, including fluctuations in demand for our products and in the plant-based meat category generally and increased competition; our ability to accurately forecast demand for our products and manage our inventory, including the impact of customer orders ahead of holidays and shelf reset activities, customer and distributor changes such as reductions in targeted inventory levels, and supply chain and labor disruptions; our operational effectiveness and ability to fulfill orders in full and on time; variations in product selling prices and costs, and the mix of products sold; our ability to successfully enter new geographic markets, manage our international expansion and comply with any applicable laws and regulations, including risks associated with doing business in foreign countries, substantial investments in our manufacturing operations in China and the Netherlands, and our ability to comply with the U.S. Foreign Corrupt Practices Act or other anti-corruption laws; the effects of global outbreaks of pandemics or contagious diseases or fear of such outbreaks, such as COVID-19; the success of our marketing initiatives and the ability to maintain and grow brand awareness, maintain, protect and enhance our brand, attract and retain new customers and grow our market share; our ability to attract, maintain and effectively expand our relationships with key strategic foodservice partners; our ability to attract and retain our suppliers, distributors, co-manufacturers and customers; our ability to procure sufficient high-quality raw materials at competitive prices to manufacture our products, especially those impacted by the conflict in the Ukraine or problems in the global supply chain exacerbated by COVID-19 lockdowns in China; the availability of pea and other proteins that meet our standards; our ability to diversify the protein sources used for our products; our ability to differentiate and continuously create innovative products, respond to competitive innovation and achieve speed-to-market; our ability to successfully execute our strategic initiatives; the volatility associated with ingredient, packaging, transportation and other input costs; real or perceived quality or health issues with our products or other issues that adversely affect our brand and reputation; our ability to accurately predict consumer taste preferences, trends and demand and successfully innovate, introduce and commercialize new products and improve existing products, including in new geographic markets; significant disruption in, or breach in security of our information technology systems and resultant interruptions in service and any related impact on our reputation, including related to data privacy; the ability of our transportation providers to ship and deliver our products in a timely and cost effective manner; management and key personnel changes, the attraction, training and retention of qualified employees and key personnel, and our ability to maintain our company culture; the effects of organizational changes including reductions-in-force, senior management changes and realignment of reporting structures; risks related to use of a professional employer organization to administer human resources, payroll and employee benefits functions for certain of our international employees, and use of certain third party service providers for the performance of several business operations including payroll and human capital management services; the effects of natural or man-made catastrophic or severe weather events particularly involving our or any of our co-manufacturers' manufacturing facilities or our suppliers' facilities; the impact of marketing campaigns aimed at generating negative publicity regarding our products, brand and the plant-based industry category; the effectiveness of our internal controls; accounting estimates based on judgment and assumptions that may differ from actual results; the requirements of being a public company and effects of increased administration costs related to compliance and reporting obligations; our significant indebtedness and ability to repay such indebtedness; risks related to our debt, including limitations on our cash flow from operations and our ability to satisfy our obligations under the convertible senior notes; our ability to raise the funds necessary to repurchase the convertible senior notes for cash, under certain circumstances, or to pay any cash amounts due upon conversion; provisions in the indenture governing the convertible senior notes delaying or preventing an otherwise beneficial takeover of us; and any adverse impact on our reported financial condition and results from the accounting methods for the convertible senior notes; estimates of our expenses, future revenues, capital expenditures, capital requirements and our needs for additional financing; our ability to meet our obligations under our campus innovation and headquarters lease, the timing of occupancy and completion of the build-out of our space, cost overruns, delays and the impact of COVID-19, workforce reductions or other cost-reduction initiatives on our space demands; our ability to meet our obligations under leases for our corporate offices, manufacturing facilities and warehouses, or risks related to excess space capacity under our leases due to workforce reductions or other cost-reduction initiatives; changes in laws and government regulation affecting our business, including the U.S. Food and Drug Administration and the U.S. Federal Trade Commission governmental regulation, and state, local and foreign regulation; new or pending legislation, or changes in laws, regulations or policies of governmental agencies or regulators, both in the U.S. and abroad, affecting plant-based meat, the labeling or naming of our products, or our brand name or logo; the failure of acquisitions and other investments to be efficiently integrated and produce the results we anticipate; risks inherent in investment in real estate; the financial condition of, and our relationships with our suppliers, co-manufacturers, distributors, retailers and foodservice customers, and their future decisions regarding their relationships with us; our ability and the ability of our suppliers and co-manufacturers to comply with food safety, environmental or other laws or regulations; seasonality, including increased levels of purchasing by customers ahead of holidays, customer shelf reset activity and the timing of product restocking by our retail customers; the sufficiency of our cash and cash equivalents to meet our liquidity needs and service our indebtedness, and our ability to access capital markets upon favorable terms, including due to rising interest rates and market volatility; economic conditions and the impact on consumer spending; the impact of increased scrutiny from stakeholders, institutional investors and governmental bodies on environmental, social and governance (“ESG”) practices, including expanding mandatory and voluntary reporting, diligence and disclosure on ESG matters; the outcomes of legal or administrative proceedings, or new legal or administrative proceedings filed against us; our, our suppliers’ and our co-manufacturers’ ability to protect our proprietary technology, intellectual property and trade secrets adequately; the impact of tariffs and trade wars; the impact of changes in tax laws; and the risks discussed under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on March 2, 2022, the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended July 2, 2022 filed with the SEC on August 11, 2022, and the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2022 to be filed with the SEC, as well as other factors described from time to time in the Company's filings with the SEC. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth above. Such forward-looking statements are made only as of the date of this release. Beyond Meat undertakes no obligation to publicly update or revise any forward-looking statement because of new information, future events, changes in assumptions or otherwise, except to the extent required by applicable laws. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements.

Non-GAAP Financial Measures

The Company refers to certain financial measures that are not recognized under U.S. generally accepted accounting principles (GAAP) in this press release, including: Adjusted net loss, Adjusted net loss per diluted common share, Adjusted EBITDA and Adjusted EBITDA as a % of net revenues. See “Non-GAAP Financial Measures” below for additional information and reconciliations of such non-GAAP financial measures.

Availability of Information on Beyond Meat's Website and Social Media Channels

Investors and others should note that Beyond Meat routinely announces material information to investors and the marketplace using SEC filings, press releases, public conference calls, webcasts and the Beyond Meat Investor Relations website. We also intend to use certain social media channels as a means of disclosing information about us and our products to consumers, our customers, investors and the public (e.g., @BeyondMeat, #BeyondBurger and #GoBeyond on Facebook, Instagram and Twitter, and @BeyondMeatOfficial on TikTok). The information posted on social media channels is not incorporated by reference in this press release or in any other report or document we file with the SEC. While not all of the information that the Company posts to the Beyond Meat Investor Relations website or to social media accounts is of a material nature, some information could be deemed to be material. Accordingly, the Company encourages investors, the media, and others interested in Beyond Meat to review the information that it shares at the "Investors" link located at the bottom of the Company's webpage at https://investors.beyondmeat.com/investor-relations and to sign up for and regularly follow the Company's social media accounts. Users may automatically receive email alerts and other information about the Company when enrolling an email address by visiting "Request Email Alerts" in the "Investors" section of Beyond Meat's website at https://investors.beyondmeat.com/investor-relations.

Contacts

Media:
Shira Zackai
shira.zackai@beyondmeat.com

Investors:
Fitzhugh Taylor and Raphael Gross
beyondmeat@icrinc.com

BEYOND MEAT, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(In thousands, except share and per share data)
(unaudited)

	Three Months Ended		Nine Months Ended	
	October 1, 2022	**October 2, 2021**	**October 1, 2022**	**October 2, 2021**
Net revenues	$ 82,500	$ 106,432	$ 338,995	$ 364,022
Cost of goods sold	97,340	83,456	359,807	260,986
Gross (loss) profit	(14,840)	22,976	(20,812)	103,036
Research and development expenses	13,413	14,862	49,293	44,610
Selling, general and administrative expenses	54,495	56,362	192,624	143,602
Restructuring expenses	6,993	5,750	14,321	12,068
Total operating expenses	74,901	76,974	256,238	200,280
Loss from operations	(89,741)	(53,998)	(277,050)	(97,244)
Other (expense) income, net				
Interest expense	(1,040)	(1,005)	(3,173)	(2,656)
Other, net	(2,151)	759	(8,177)	(631)
Total other expense, net	(3,191)	(246)	(11,350)	(3,287)
Loss before taxes	(92,932)	(54,244)	(288,400)	(100,531)
Income tax (benefit) expense	—	(23)	21	27
Equity in losses of unconsolidated joint venture	8,746	595	10,849	1,176
Net loss	$ (101,678)	$ (54,816)	$ (299,270)	$ (101,734)
Net loss per share available to common stockholders—basic and diluted	$ (1.60)	$ (0.87)	$ (4.71)	$ (1.61)
Weighted average common shares outstanding—basic and diluted	63,694,592	63,280,122	63,579,763	63,111,703

BEYOND MEAT, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(In thousands, except share and per share data)
(unaudited)

	October 1, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 390,176	$ 733,294
Accounts receivable, net	34,949	43,806
Inventory	246,987	241,870
Prepaid expenses and other current assets	23,868	33,078
Total current assets	$ 695,980	$ 1,052,048
Property, plant, and equipment, net	262,595	226,489
Operating lease right-of-use assets	88,335	26,815
Prepaid lease costs, non-current	80,533	59,188
Other non-current assets, net	6,670	6,836
Investment in unconsolidated joint venture	7,174	8,023
Total assets	$ 1,141,287	$ 1,379,399
Liabilities and Stockholders' (Deficit) Equity:		
Current liabilities:		
Accounts payable	$ 68,676	$ 69,040
Wages payable	2,348	155
Accrued bonus	148	128
Current portion of operating lease liabilities	4,585	4,458
Accrued expenses and other current liabilities	14,693	20,226
Short-term finance lease liabilities	226	182
Total current liabilities	$ 90,676	$ 94,189
Long-term liabilities:		
Convertible senior notes, net	$ 1,132,624	$ 1,129,674
Operating lease liabilities, net of current portion	56,484	22,599
Finance lease obligations and other long-term liabilities	3,547	442
Total long-term liabilities	$ 1,192,655	$ 1,152,715
Commitments and Contingencies		
Stockholders' (deficit) equity:		
Preferred stock, par value $0.0001 per share—500,000 shares authorized, none issued and outstanding	$ —	$ —
Common stock, par value $0.0001 per share—500,000,000 shares authorized; 63,735,625 and 63,400,899 shares issued and outstanding at October 1, 2022 and December 31, 2021, respectively	6	6
Additional paid-in capital	539,399	510,014
Accumulated deficit	(676,242)	(376,972)
Accumulated other comprehensive loss	(5,207)	(553)
Total stockholders' (deficit) equity	$ (142,044)	$ 132,495
Total liabilities and stockholders' (deficit) equity	$ 1,141,287	$ 1,379,399

BEYOND MEAT, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(In thousands)
(unaudited)

	Nine Months Ended	
	October 1, 2022	October 2, 2021
Cash flows from operating activities:		
Net loss	$ (299,270)	$ (101,734)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	23,255	14,910
Non-cash lease expense	3,389	2,351
Share-based compensation expense	28,848	21,624
Loss on sale of fixed assets	946	199
Amortization of debt issuance costs	2,951	2,338
Loss on extinguishment of debt	—	1,037
Equity in losses of unconsolidated joint venture	10,849	1,176
Unrealized losses on foreign currency transactions	11,160	—
Net change in operating assets and liabilities:		
Accounts receivable	7,703	(13,495)
Inventories	(12,411)	(73,557)
Prepaid expenses and other assets	7,802	(13,249)
Accounts payable	(2,922)	965
Accrued expenses and other current liabilities	(3,429)	18,176
Prepaid lease costs, non-current	(49,063)	(49,456)
Operating lease liabilities	(3,177)	(2,332)
Long-term liabilities	3,022	—
Net cash used in operating activities	$ (270,347)	$ (191,047)
Cash flows from investing activities:		
Purchases of property, plant and equipment	$ (59,952)	$ (104,301)
Payment of security deposits	(752)	(132)
Payments for investment in joint venture	$ (10,000)	$ —
Net cash used in investing activities	$ (70,704)	$ (104,433)
Cash flows from financing activities:		
Proceeds from issuance of convertible senior notes	$ —	$ 1,150,000
Purchase of capped calls related to convertible senior notes	—	(83,950)
Debt issuance costs	—	(23,605)
Repayment of revolving credit facility	—	(25,000)
Principal payments under finance lease obligations	(152)	(130)

(continued on the next page)

BEYOND MEAT, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(In thousands)
(unaudited)

	Nine Months Ended	
	October 1, 2022	**October 2, 2021**
Proceeds from exercise of stock options	1,610	7,554
Payments of minimum withholding taxes on net share settlement of equity awards	(1,073)	(2,749)
Net cash provided by financing activities	$ 385	$ 1,022,120
Net (decrease) increase in cash and cash equivalents	$ (340,666)	$ 726,640
Effect of exchange rate changes on cash	(2,452)	675
Cash and cash equivalents at the beginning of the period	733,294	159,127
Cash and cash equivalents at the end of the period	$ 390,176	$ 886,442
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 3	$ 323
Taxes	$ 21	$ 24
Non-cash investing and financing activities:		
Non-cash additions to property, plant and equipment	$ 9,639	$ 2,653
Non-cash additions to financing leases	$ 280	$ 580
Operating lease right-of-use assets obtained in exchange for lease liabilities	$ 37,134	$ 14,269
Reclassification of prepaid lease costs to operating lease right-of-use assets	$ 27,718	$ —
Reclassification of other current liability to additional paid-in capital in connection with the share-settled obligation	$ —	$ 2,535

Non-GAAP Financial Measures

Beyond Meat uses the non-GAAP financial measures set forth below in assessing its operating performance and in its financial communications. Management believes these non-GAAP financial measures provide useful additional information to investors about current trends in the Company's operations and are useful for period-over-period comparisons of operations. In addition, management uses these non-GAAP financial measures to assess operating performance and for business planning purposes. Management also believes these measures are widely used by investors, securities analysts, rating agencies and other parties in evaluating companies in our industry as a measure of our operational performance. These non-GAAP financial measures should not be considered in isolation or as a substitute for the comparable GAAP measures. In addition, these non-GAAP financial measures may not be computed in the same manner as similarly titled measures used by other companies.

Adjusted net loss and Adjusted net loss per diluted common share

Adjusted net loss is defined as net loss adjusted to exclude, when applicable, costs attributable to special items, which are those items deemed not to be reflective of the Company's ongoing normal business activities.

Adjusted net loss per diluted common share is defined as Adjusted net loss divided by the number of diluted common shares outstanding.

We consider Adjusted net loss and Adjusted net loss per diluted common share to be useful indicators of operating performance because excluding special items allows for period-over-period comparisons of our ongoing operations. Adjusted net loss per diluted common share is a performance measure and should not be used as a measure of liquidity.

Adjusted EBITDA and Adjusted EBITDA as a % of net revenues

Adjusted EBITDA is defined as net loss adjusted to exclude, when applicable, income tax (benefit) expense, interest expense, depreciation and amortization expense, restructuring expenses, share-based compensation expense, and Other, net, including interest income, loss on extinguishment of debt and foreign currency transaction gains and losses. Adjusted EBITDA as a % of net revenues is defined as Adjusted EBITDA divided by net revenues.

Limitations related to the use of non-GAAP financial measures

There are a number of limitations related to the use of Adjusted net loss, Adjusted net loss per diluted common share, Adjusted EBITDA and Adjusted EBITDA as a % of net revenues rather than their most directly comparable GAAP measures. Some of these limitations are:

- Adjusted net loss and Adjusted net loss per diluted common share exclude costs associated with activities deemed to be non-recurring or not part of the Company's normal business activities, which are subjective determinations made by management and may not actualize as expected;

- Adjusted EBITDA excludes depreciation and amortization expense and, although these are non-cash expenses, the assets being depreciated may have to be replaced in the future increasing our cash requirements;
- Adjusted EBITDA does not reflect interest expense, or the cash required to service our debt, which reduces cash available to us;
- Adjusted EBITDA does not reflect income tax payments that reduce cash available to us;
- Adjusted EBITDA does not reflect restructuring expenses that reduce cash available to us;
- Adjusted EBITDA does not reflect share-based compensation expense and therefore does not include all of our compensation costs;
- Adjusted EBITDA does not reflect Other, net, including interest income, loss on extinguishment of debt and foreign currency transaction gains and losses, that may increase or decrease cash available to us; and
- other companies, including companies in our industry, may calculate Adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

The following tables present the reconciliation of Adjusted net loss and Adjusted net loss per diluted common share to their most comparable GAAP measures, net loss and net loss per share available to common stockholders—basic and diluted, respectively, as reported (unaudited):

(in thousands)	Three Months Ended October 1, 2022	Three Months Ended October 2, 2021	Nine Months Ended October 1, 2022	Nine Months Ended October 2, 2021
Net loss, as reported	$ (101,678)	$ (54,816)	$ (299,270)	$ (101,734)
Loss on extinguishment of debt	—	—	—	1,037
Adjusted net loss	$ (101,678)	$ (54,816)	$ (299,270)	$ (100,697)

(in thousands, except share and per share amounts)	Three Months Ended October 1, 2022	Three Months Ended October 2, 2021	Nine Months Ended October 1, 2022	Nine Months Ended October 2, 2021
Numerator:				
Net loss, as reported	$ (101,678)	$ (54,816)	$ (299,270)	$ (101,734)
Aggregate non-GAAP adjustments as listed above	—	—	—	1,037
Adjusted net loss used in computing Adjusted net loss per diluted common share	$ (101,678)	$ (54,816)	$ (299,270)	$ (100,697)
Denominator:				
Weighted average shares used in computing Adjusted net loss per diluted common share	63,694,592	63,280,122	63,579,763	63,111,703
Adjusted net loss per diluted common share	$ (1.60)	$ (0.87)	$ (4.71)	$ (1.60)

	Three Months Ended October 1, 2022	Three Months Ended October 2, 2021	Nine Months Ended October 1, 2022	Nine Months Ended October 2, 2021
Net loss per share available to common stockholders—basic and diluted, as reported	$ (1.60)	$ (0.87)	$ (4.71)	$ (1.61)
Loss on extinguishment of debt	—	—	—	0.01
Adjusted net loss per diluted common share	$ (1.60)	$ (0.87)	$ (4.71)	$ (1.60)

The following table presents the reconciliation of Adjusted EBITDA to its most comparable GAAP measure, net loss, as reported (unaudited):

	Three Months Ended		Nine Months Ended	
(in thousands)	**October 1, 2022**	**October 2, 2021**	**October 1, 2022**	**October 2, 2021**
Net loss, as reported	$ (101,678)	$ (54,816)	$ (299,270)	$ (101,734)
Income tax (benefit) expense	—	(23)	21	27
Interest expense	1,040	1,005	3,173	2,656
Depreciation and amortization expense	8,435	5,703	23,255	14,910
Restructuring expenses(1)	6,993	5,750	14,321	12,068
Share-based compensation expense	9,250	6,385	28,848	21,624
Other, net(2)	2,151	(759)	8,177	631
Adjusted EBITDA	$ (73,809)	$ (36,755)	$ (221,475)	$ (49,818)
Net loss as a % of net revenues	(123.2)%	(51.5)%	(88.3)%	(27.9)%
Adjusted EBITDA as a % of net revenues	(89.5)%	(34.5)%	(65.3)%	(13.7)%

(1) Primarily comprised of legal and other expenses associated with the dispute with a co-manufacturer with whom an exclusive supply agreement was terminated in May 2017. Subsequent to the quarter ended October 1, 2022, on October 18, 2022, the parties entered into a confidential written settlement agreement and mutual release in connection with this matter.

(2) (a) Includes $3.9 million and $10.5 million in foreign currency transaction losses in the three and nine months ended October 1, 2022, respectively, and $0.2 million and $0.4 million in foreign currency transaction losses in the three and nine months ended October 2, 2021, respectively.
(b) Includes $1.0 million in loss on extinguishment of debt associated with termination of the Company's credit facility in the nine months ended October 2, 2021.