

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Thompson Donald</u> (Last) (First) (Middle) C/O BEYOND MEAT, INC. 119 STANDARD STREET (Street) EL SEGUNDO CA 90245 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>BEYOND MEAT, INC. [BYND]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	402,663	I	By Cleveland Manor Investments II, LLC

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series F Convertible Preferred Stock	(1)	(1)	Common Stock 148,894	(1)	I ⁽²⁾	By CA Food I Fund, LLC
Series F Convertible Preferred Stock	(1)	(1)	Common Stock 53,213	(1)	I ⁽²⁾	By Cleveland Manor Investments II LLC
Series G Convertible Preferred Stock	(1)	(1)	Common Stock 1,862,511	(1)	I ⁽²⁾	By Beyond Meat, CA LLC
Series G Convertible Preferred Stock	(1)	(1)	Common Stock 43,742	(1)	I ⁽²⁾	By Cleveland Manor Investments II LLC
Series H Convertible Preferred Stock	(1)	(1)	Common Stock 76,669	(1)	I ⁽²⁾	By Beyond Meat, CA LLC
Series H Convertible Preferred Stock	(1)	(1)	Common Stock 6,129	(1)	I ⁽²⁾	By CA Food I Fund, LLC
Series H Convertible Preferred Stock	(1)	(1)	Common Stock 20,563	(1)	I ⁽²⁾	By Cleveland Manor Investments II LLC

Explanation of Responses:

- Shares of preferred stock will automatically convert into shares of common stock on a 1-to-1 basis upon closing of the Issuer's initial public offering. The preferred stock has no expiration date.
- 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. 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. 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.

Remarks:

Ex. 24 Power of Attorney attached.

/s/ Mark J. Nelson, as Attorney-in-Fact for Donald Thompson

05/01/2019

** 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 5 (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 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 offerings, and 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 offerings, and to;
- (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 offerings, and to;
- (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 in connection with the Company's securities offerings, and to;
- (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 interests 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 undersigned's duties and obligations as a Section 16 reporting person of the Company, and to 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 offerings, and to.

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 offerings, and to.

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