

## UNDERWRITING

Merrill Lynch, Pierce, Fenner & Smith Incorporated is acting as representative of each of the underwriters named below. Subject to the terms and conditions set forth in an underwriting agreement among us, the selling stockholders and the underwriters, we and the selling stockholders have agreed to sell to the underwriters, and each of the underwriters has agreed, severally and not jointly, to purchase from us and the selling stockholders, the number of shares of common stock set forth opposite its name below.

<u>Underwriter</u>	<u>Number of Shares</u>
Merrill Lynch, Pierce, Fenner & Smith Incorporated	4,730,000
SunTrust Robinson Humphrey, Inc.	860,000
William Blair & Company, L.L.C.	430,000
Canaccord Genuity Inc.	430,000
Janney Montgomery Scott LLC	430,000
Piper Jaffray & Co.	430,000
RBC Capital Markets, LLC	430,000
Wells Fargo Securities, LLC	430,000
Rabo Securities USA, Inc.	215,000
Santander Investment Securities Inc.	215,000
Total	<u>8,600,000</u>

Subject to the terms and conditions set forth in the underwriting agreement, the underwriters have agreed, severally and not jointly, to purchase all of the shares sold under the underwriting agreement if any of these shares are purchased. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the non defaulting underwriters may be increased or the underwriting agreement may be terminated.

We and the selling stockholders have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

### Commissions and Discounts

The representative has advised us and the selling stockholders that the underwriters propose initially to offer the shares to the public at the public offering price set forth on the cover page of this prospectus and to dealers at that price less a concession not in excess of \$1.59 per share. After the initial offering, the public offering price, concession or any other term of the offering may be changed.

The following table shows the public offering price, underwriting discount and proceeds, before expenses, to us and the selling stockholders. The information assumes either no exercise or full exercise by the underwriters of their overallotment option described below.

	<u>Per Share</u>	<u>Without Option</u>	<u>With Option</u>
Public offering price	\$71.00	\$610,600,000	\$702,190,000
Underwriting discount	\$2.6625	\$22,897,500	\$26,332,125
Proceeds, before expenses, to Green Mountain Coffee Roasters, Inc.	\$68.3375	\$559,652,963	\$647,808,338
Proceeds, before expenses, to the selling stockholders	\$68.3375	\$28,049,537	\$28,049,537



Marsico Capital Management  
COMMISSION REPORT  
From 05-05-11 To 05-05-11

Sort Category: Broker

Name: Harbor Flexible Capital Fund

			Shares			Principal			Comm Per Share		Gross Comm			
Date	B/S	Symbol	Actual	Implied	Price	Actual	Implied		Actual	Implied	Actual	Implied	Portfolio	Purpose
Canaccord Capital														
	5/5/2011 B	gmcr			104	71			7384	1.59			165.36	4740 Secondary
TOTAL					104				7384		0		165.36	
Janney Montgomery Scott														
	5/5/2011 B	gmcr			104	71			7384	1.59			165.36	4740 Secondary
TOTAL					104				7384		0		165.36	
Piper Jaffray														
	5/5/2011 B	gmcr			104	71			7384	1.59			165.36	4740 Secondary
TOTAL					104				7384		0		165.36	
RBC Capital Markets														
	5/5/2011 B	gmcr			104	71			7384	1.59			165.36	4740 Secondary
TOTAL					104				7384		0		165.36	
Santander Central Hispano														
	5/5/2011 B	gmcr			52	71			3692	1.59			82.68	4740 Secondary
TOTAL					52				3692		0		82.68	
SunTrust Robinson Humphrey														
	5/5/2011 B	gmcr			208	71			14768	1.59			330.72	4740 Secondary
TOTAL					208				14768		0		330.72	
Wells Fargo Securities														
	5/5/2011 B	gmcr			104	71			7384	1.59			165.36	4740 Secondary
TOTAL					104				7384		0		165.36	
William Blair														
	5/5/2011 B	gmcr			104	71			7384	1.59			165.36	4740 Secondary
TOTAL					104				7384		0		165.36	
GRAND TOTAL											0	1405.56		

**Domestic syndicated offerings - 2011**

<i>Syndicate Type</i>	<i>Trade Date</i>	<i>Ticker</i>	<i>Name</i>	<i>Total Offering Value</i>	<i>Price</i>	<i>Gross Spread</i>	<i>Gross Spread %</i>
IPO	3/17/11	CSOD	Cornerstone OnDemand, Inc.	\$136,500,000	\$13.00	\$0.93	7.14%
IPO	4/14/11	ZIP	Zipcar	\$174,313,962	\$18.00	\$1.26	7.00%
Secondary	4/20/11	TRGP	Targa Resources Corp.	\$179,274,500	\$31.73	\$1.08	3.40%