

Shiesley Craig F
Form 4
January 31, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shiesley Craig F

(Last) (First) (Middle)

C/O AMPLIFY SNACK BRANDS, INC., 500 WEST 5TH STREET

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Amplify Snack Brands, INC [BETR]

3. Date of Earliest Transaction (Month/Day/Year)

01/31/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 7.06	01/31/2018	D ⁽¹⁾	1,166,173					⁽²⁾	09/12/2027	Common Stock	1,166,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shiesley Craig F C/O AMPLIFY SNACK BRANDS, INC. 500 WEST 5TH STREET AUSTIN, TX 78701				See Remarks

Signatures

/s/ Bradley C. Weber, as Attorney-in-Fact to the Reporting Person	01/31/2018
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

* 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).

Pursuant to the terms of the Agreement and Plan of Merger by and among The Hershey Company, Alphabet Merger Sub Inc. and Amplify Snack Brands, Inc. (the "Issuer") dated as of December 17, 2017, each option to purchase shares of Issuer Common Stock (each an "Issuer Stock Option"), whether vested or unvested, was automatically cancelled or converted into the right to receive an amount in

(1) cash equal to the product obtained by multiplying (i) the aggregate number of shares of Issuer's common stock, par value \$0.0001 per share (the "Issuer Common Stock") issuable upon exercise of settlement of such Issuer Stock Option immediately prior to the effective time of the Merger contemplated therein, and (ii) the right to receive \$12.00 per share in cash without interest less any per share exercise price of such Issuer Stock Option.

The shares subject to the option will vest according to the following schedule: 1/3rd of the shares shall vest on September 12, 2018 and

(2) 1/36th of the shares shall vest on the last day of each month thereafter, provided that the Reporting Person continues to have a service relationship with the Issuer through each such date.

Remarks:

Chief Operating Officer and President, North America

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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