

Christenson Gregory Stephen  
 Form 4  
 January 31, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Christenson Gregory Stephen

(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   |  |   |
| Common Stock                    | 01/31/2018                           |  | D <sup>(1)</sup>               | 144,687 D   | \$ 12 0   | D  |   |

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)**

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| 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 Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 7.04  | 01/31/2018                           |  | D <sup>(2)</sup>               | 699,704   | <sup>(3)</sup>   | 09/11/2027  | Common Stock | 699,704                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| Christenson Gregory Stephen<br>C/O AMPLIFY SNACK BRANDS, INC.<br>500 WEST 5TH STREET<br>AUSTIN, TX 78701 |               |           |         | See Remarks |

## Signatures

/s/ Bradley C. Weber, as Attorney-in-Fact to the Reporting Person 01/31/2018

\*\*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).
- (1) Disposed of pursuant to 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 (the "Merger Agreement"), whereby, at the effective time of the merger contemplated therein (the "Effective Time"), all issued and outstanding shares of the Issuer's common stock, par value \$0.0001 per share (the "Issuer Common Stock"), including shares of restricted Issuer Common Stock, whether vested or unvested, and all issued and outstanding shares of restricted stock units issued by the Issuer, whether vested or unvested, were automatically cancelled and converted into the right to receive \$12.00 per share in cash without interest (the "Merger Consideration").
- Pursuant to the terms of the Merger Agreement, each option to purchase shares of Issuer Common Stock (each "Issuer Stock Option"), whether vested or unvested, was automatically cancelled or converted into the right to receive an amount in cash equal to the product
- (2) obtained by multiplying (i) the aggregate number of shares of Issuer Common Stock issuable upon exercise of settlement of such Issuer Stock Option immediately prior to the Effective Time and (ii) the Merger Consideration 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
- (3) 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:

Executive Vice President and Chief Financial Officer

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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