

Amplify Snack Brands, INC
 Form 4
 May 27, 2016

FORM 4

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

OMB APPROVAL

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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 *
 TA ASSOCIATES, L.P.

2. Issuer Name and Ticker or Trading Symbol
 Amplify Snack Brands, INC [BETR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 CLARENDON STREET, 56TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 05/25/2016

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

(Street)
 BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/25/2016		S		6,543,666	D	\$ 10.7719 <u>(1)</u>	\$ 25,034,669	I	By TA XI L.P. <u>(2)</u>
Common Stock	05/25/2016		S		851,625	D	\$ 10.7719 <u>(1)</u>	3,258,136	I	By TA Atlantic and Pacific VII-A L.P. <u>(2)</u>
Common Stock	05/25/2016		S		1,446,593	D	\$ 10.7719 <u>(1)</u>	5,534,352	I	By TA Atlantic and

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Common Stock	05/25/2016	S	176,838	D	\$ 10.7719 (1)	676,543	I	Pacific VII-B L.P. (2) By TA Investors IV L.P. (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES, L.P. 200 CLARENDON STREET 56TH FLOOR BOSTON, MA 02116	X	X		
TA XI, L.P. 200 CLARENDON STREET 56TH FLOOR BOSTON, MA 02116	X	X		
TA Atlantic & Pacific VII-A L.P. 200 CLARENDON STREET 56TH FLOOR	X	X		

BOSTON, MA 02116

TA Atlantic & Pacific VII-B L.P.
 200 CLARENDON STREET X X
 56TH FLOOR
 BOSTON, MA 02116

TA INVESTORS IV, L.P.
 200 CLARENDON STREET X X
 56TH FLOOR
 BOSTON, MA 02116

Signatures

/s/ Jeffrey C. Hadden, General Counsel of TA Associates, L.P.	05/27/2016
__Signature of Reporting Person	Date
TA XI L.P., By TA Associates XI GP L.P., its General Partner, By TA Associates L.P., its General Partner, by Jeffrey C. Hadden, Chief Financial Officer	05/27/2016
__Signature of Reporting Person	Date
TA Atlantic and Pacific VII-A L.P., By TA Associates AP VII GP L.P., its General Partner, By TA Associates L.P., its General Partner, by Jeffrey C. Hadden, Chief Financial Officer	05/27/2016
__Signature of Reporting Person	Date
TA Atlantic and Pacific VII-B L.P., By TA Associates AP VII GP L.P., its General Partner, By TA Associates L.P., its General Partner, by Jeffrey C. Hadden, Chief Financial Officer	05/27/2016
__Signature of Reporting Person	Date
TA Investors IV L.P., By TA Associates L.P., its General Partner, by Jeffrey C. Hadden, Chief Financial Officer	05/27/2016
__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) Note that due to field restrictions the last two decimal places do not appear. The purchase price is \$10.771875.
- The shares are held directly by TA XI L.P., TA Atlantic and Pacific VII-A L.P., TA Atlantic and Pacific VII-B L.P. and TA Investors IV L.P. (the "TA Associates Funds"). TA Associates, L.P. is either the direct or indirect general partner of the TA Associates Funds and has investment and voting control over the shares held by the TA Associates Funds. Voting and investment decisions on behalf of TA Associates, L.P. with respect to such shares are made by a four-person investment committee at TA Associates, L.P. consisting of the following partners or employees of TA Associates, L.P. or its affiliates: Jeffrey S. Barber, William D. Christ II, Roger B. Kafker and Richard D. Tadler. Messrs. Barber and Christ are Directors of the Issuer and serve as representatives of TA Associates, L.P. and the TA Associates Funds on the Issuer's board of directors. TA Associates, L.P. disclaims beneficial ownership of such securities, except to the extent of any pecuniary interest in such shares, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.