Christenson Gregory Stephen
Form 4
January 31, 2018

FORM 4

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

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

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).

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2018		D(1)		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)

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[(2)]			699,704	[(3)]	09/11/2027	Common Stock	699,704

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Christenson Gregory Stephen 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
[**]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").

(2) 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 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.

(3) 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 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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