

Shiesley Craig F  
Form 4  
January 31, 2018

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

## Edgar Filing: Shiesley Craig F - Form 4

| (Instr. 3)                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |           |     |                     |                    |                 |                            |
|--------------------------------------|------------------------------------|------------------|------------------|------------------------------------------------------------|-----------|-----|---------------------|--------------------|-----------------|----------------------------|
|                                      |                                    |                  | Code             | V                                                          | (A)       | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 7.06                            | 01/31/2018       | D <sup>(1)</sup> |                                                            | 1,166,173 |     | <sup>(2)</sup>      | 09/12/2027         | Common<br>Stock | 1,166,                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |         |             |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------------|
|                                                                                               | Director      | 10% Owner | Officer | Other       |
| Shiesley Craig F<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).

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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