

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HERSHEY CO</u>			2. Issuer Name and Ticker or Trading Symbol <u>Amplify Snack Brands, INC [BETR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2018</u>					
100 CRYSTAL A DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>HERSHEY PA 17033</u>					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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, par value \$0.0001 per share	01/31/2018		P		76,739,908 ⁽¹⁾⁽²⁾⁽³⁾	A	\$12	1,000 ⁽⁴⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
HERSHEY CO

(Last) (First) (Middle)

100 CRYSTAL A DRIVE

(Street)

HERSHEY PA 17033

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Alphabet Merger Sub Inc.

(Last) (First) (Middle)

C/O THE HERSHEY COMPANY

100 CRYSTAL A DRIVE

(Street)

HERSHEY PA 17033

(City) (State) (Zip)

Explanation of Responses:

- Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement") entered into on December 17, 2017 by and among Amplify Snack Brands, Inc. ("Issuer"), The Hershey Company ("Parent") and Alphabet Merger Sub Inc. ("Acquisition Sub"), Acquisition Sub commenced a cash tender offer (the "Offer") to acquire all of the issued and outstanding shares of common stock, par value \$0.0001 per share, of Issuer ("Common Stock") at a price of \$12.00 per share net to the seller in cash (less any required withholding taxes and without interest). The Offer period expired at 12:00 midnight, New York City time, at the end of January 30, 2018 (the "Expiration Time"), at which time approximately 70,483,915 shares of Common Stock had been validly tendered and not withdrawn pursuant to the Offer, including shares tendered pursuant to guaranteed delivery procedures. Such shares of Common Stock were accepted for purchase by Acquisition Sub shortly following the Expiration Time.
- (continued from Footnote 1) The shares of Common Stock purchased represented approximately 93.1746% of Issuer's outstanding shares of Common Stock.
- On January 31, 2018, pursuant to the terms and conditions of the Merger Agreement, Acquisition Sub merged with and into Issuer pursuant to Section 251(h) of the General Corporation Law of the State of Delaware, with Issuer being the surviving corporation (the "Merger"). The 76,739,908 shares of Common Stock also includes all of the outstanding shares of Common Stock not tendered in the Offer and

cancelled pursuant to the consummation of the Merger. At the effective time of the Merger, these shares of Common Stock were cancelled by operation of law pursuant to the Merger. Each share of Common Stock (subject to certain exceptions set forth in the Merger Agreement) was converted into the right to receive \$12.00 per share of Common Stock, net to the seller in cash (less any required withholding taxes and without interest).

4. Prior to the Merger, Parent held 1,000 shares of the common stock of Acquisition Sub, par value \$0.0001 per share, which shares represented all of the issued and outstanding capital stock of Acquisition Sub. Upon the effective time of the Merger, each share of Acquisition Sub held by Parent was converted into one share of the surviving corporation, and Acquisition Sub's separate corporate existence ceased. Issuer survived the Merger as a wholly owned subsidiary of Parent.

Remarks:

/s/ Patricia A. Little, Senior
Vice President, Chief Financial
Officer, on behalf of The 02/02/2018
Hershey Company.

/s/ Kathleen S. Purcell,
Secretary, on behalf of 02/02/2018
Alphabet Merger Sub Inc.

** Signature of Reporting Person Date

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

* 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).

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

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 Number.