

Shiesley Craig F
 Form 4
 September 21, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Shiesley Craig F

(Last) (First) (Middle)
 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)
 09/19/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)			
Stock Option (Right to Buy)	\$ 7.04	09/19/2017	D ⁽¹⁾			1,166,173	<u>(2)</u>	09/12/2027	Common Stock
Stock Option (Right to Buy)	\$ 7.06	09/19/2017	A ⁽³⁾		1,166,173		<u>(2)</u>	09/12/2027	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shiesley Craig F 500 WEST 5TH STREET AUSTIN, TX 78701			See Remarks	

Signatures

/s/ Bradley C. Weber, as Attorney-in-Fact to the Reporting Person	09/21/2017
**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) The Issuer purported to grant the Reporting Person an option to purchase 1,166,173 shares of its common stock on September 12, 2017. However, this grant was not effective and is null and void.

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.

On September 19, 2017, the Compensation Committee of the Issuer's Board of Directors granted the Reporting Person a stock option
 - (3) award subject to the terms of the Issuer's Form of Inducement Award Non-Qualified Stock Option Agreement, which award replaces in its entirety the option award that was purported to be granted to the Reporting Person on September 12, 2017.

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. 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.