

Alphabet Merger Sub Inc.
 Form 3
 December 27, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â HERSHEY CO</p> <p>(Last) (First) (Middle)</p> <p>100 CRYSTAL A DRIVE,Â</p> <p>(Street)</p> <p>HERSHEY,Â PAÂ 17033</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/17/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Amplify Snack Brands, INC [BETR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>See Footnote 2 and 3</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERSHEY CO 100 CRYSTAL A DRIVE HERSHEY, PA 17033	Â	Â X	Â	See Footnote 2 and 3
Alphabet Merger Sub Inc. C/O THE HERSHEY COMPANY 100 CRYSTAL A DRIVE HERSHEY, PA 17033	Â	Â X	Â	See Footnote 2 and 3

Signatures

/s/ Patricia A. Little, Senior Vice President, Chief Financial Officer of The Hershey Company 12/27/2017

__Signature of Reporting Person Date

/s/ Kathleen S. Purcell, Secretary of Alphabet Merger Sub Inc. 12/27/2017

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

On December 17, 2017, Issuer, The Hershey Company, a Delaware corporation ("Parent"), and Alphabet Merger Sub Inc., a Delaware corporation and wholly-owned subsidiary of Parent ("Acquisition Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Parent has agreed that Acquisition Sub will commence 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"). The Merger Agreement provides that, following the consummation of the Offer and subject to the terms and conditions of the Merger Agreement, Acquisition Sub will merge 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.

Parent and Acquisition Sub may be deemed to have beneficial ownership of 42,567,047 shares of Common Stock held by the directors, certain executive officers and certain stockholders of Issuer (collectively, the "Supporting Stockholders") as a result of entering into support agreements, dated as of December 17, 2017, with the Supporting Stockholders (the "Support Agreements"). A copy of the form of support agreement that Parent and Acquisition Sub entered into with the Supporting Stockholders was filed as an exhibit to Issuer's Current Report on Form 8-K filed on December 18, 2017.

(3) (continued from Footnote 2) Pursuant to the Support Agreements, the Supporting Stockholders agreed, among other things, to tender his, her or its shares (the "Subject Shares") of Common Stock pursuant to the Offer. The Subject Shares represent, in the aggregate, approximately 57% of the shares of Common Stock outstanding as of December 17, 2017 (including shares of Common Stock subject to equity awards granted to directors and executive officers). Subject to the terms and conditions of the Support Agreements, the Supporting Stockholders agreed, among other things, to tender their shares of Common Stock in the Offer no later than ten business days following the commencement of the Offer. Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Parent or Acquisition Sub that it is the beneficial owner of the Shares referred to herein and such beneficial ownership is expressly denied.

(4) Parent and Acquisition Sub do not have any pecuniary interest in any of the Subject Shares.

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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