

Alphabet Merger Sub Inc.
Form 4
February 02, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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 *
HERSHEY CO

2. Issuer Name and Ticker or Trading Symbol
Amplify Snack Brands, INC [BETR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
100 CRYSTAL A DRIVE,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

HERSHEY, PA 17033
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.0001 per share | 01/31/2018 | | P | 76,739,908 (1) (2) (3) | A \$ 12,100 (4) | 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)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HERSHEY CO 100 CRYSTAL A DRIVE HERSHEY, PA 17033 | | X | | |
| Alphabet Merger Sub Inc. C/O THE HERSHEY COMPANY 100 CRYSTAL A DRIVE HERSHEY, PA 17033 | | X | | |

Signatures

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

__Signature of Reporting Person Date

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

__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) 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.

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- (2) (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

- (3) 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.

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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