Goldberg Brian Form 4 August 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Ad Goldberg Bri	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Amplify Snack Brands, INC [BETR]	(Check all applicable)			
` '	` ,	, ,	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner			
C/O AMPLIFY SNACK BRANDS,			08/15/2017	_X_ Officer (give title Other (specify below)			
INC., 500 WEST 5TH STREET				Chief Financial Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
AUSTIN, TX 78701				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned			

		Tube 1 101 2011 util 6 500 util 100 120 posses of, 01 2010 tilling 6 miles								
1.Title of	2. Transaction Date		3.			quired (A)	5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Ownership Form:	Indirect Beneficial		
,		(Month/Day/Year)	(Instr. 8)	, ,			Owned	Direct (D)	Ownership	
							Following Reported	or Indirect (I)	(Instr. 4)	
					(A)		Transaction(s)	(Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	00450015		G(1)	20.000	_	\$	1.050.066			
Stock	08/15/2017		S <u>(1)</u>	20,000	D	6.7817 (2)	1,353,866	D		
						\$				
Common Stock	08/16/2017		S(1)	20,000	D	6.6465	1,333,866	D		
						(3)				

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

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date Exercisable	Expiration Date		or Number		
									of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Goldberg Brian C/O AMPLIFY SNACK BRANDS, INC. 500 WEST 5TH STREET **AUSTIN, TX 78701**

Chief Financial Officer

Signatures

/s/ Bradley Weber, 08/17/2017 Attorney-in-Fact

**Signature of Reporting Person

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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- This transaction was executed in multiple trades at prices ranging from \$6.56 to \$7.01. The price reported above reflects the weighted (2) average price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$6.53 to \$6.745. The price reported above reflects the weighted (3) average price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

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.

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