

Amplify Snack Brands, INC
 Form 4
 August 12, 2015

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 *
 Barber Paul V

(Last) (First) (Middle)

C/O AMPLIFY SNACK BRANDS, INC., 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)

08/10/2015

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)

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)
				Code	V Amount (A) or (D) Price			
Common Stock	08/10/2015		A	93,844	A (1) \$ 0	93,844	I	See Footnote (2)
Common Stock	08/10/2015		S	20,660	D \$ 18	73,184	I	See Footnote (3)

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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

Barber Paul V
C/O AMPLIFY SNACK BRANDS, INC.
500 WEST 5TH STREET
AUSTIN, TX 78701

X

Signatures

Jeffrey S. Barber by Thomas P. Alber,
Attorney-in-Fact

08/12/2015

__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) These shares were indirectly distributed to the Reporting Person in connection with the liquidation of TA Topco 1, LLC pursuant to the distribution provisions of its limited liability company agreement based on the value implied by the price of the shares of common stock sold in Issuer's initial public offering. This transaction was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rules 16b-3, 16a-13 and 16a-9 promulgated thereunder.

(2) The Reporting Person may be deemed to have an indirect pecuniary interest as a partner of TA Investors IV L.P. in 1,094,296 shares of Common Stock. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of 93,844 shares of Common Stock as to which he holds a pecuniary interest.

(3) The Reporting Person may be deemed to have an indirect pecuniary interest as a partner of TA Investors IV L.P. in 853,381 shares of Common Stock. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of 73,184 shares of Common Stock as to which he holds a pecuniary interest.

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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