

Alphabet Merger Sub Inc.  
Form 4  
February 02, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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 \_\_\_\_ ☒ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

**HERSHEY, PA 17033**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|---|
|  |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)  | Price   |
| Common<br>Stock, par<br>value<br>\$0.0001<br>per share | 01/31/2018                              |   | P                                    |   | 76,739,908<br>(1) (2) (3)  | A   | \$ 12 1,000 (4)   |
|  |   |   |                                      |   |  | D   |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

## Edgar Filing: Alphabet Merger Sub Inc. - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

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

## Edgar Filing: Alphabet Merger Sub Inc. - Form 4

- (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).

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

- (4) 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.

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.