

Amplify Snack Brands, INC  
 Form 4  
 August 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Christ II William David

(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		88,443	A (1)	\$ 0	88,443	I	See Footnote (2)
Common Stock	08/10/2015		S		19,471	D	\$ 18	68,972	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 Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Christ II William David C/O AMPLIFY SNACK BRANDS, INC. 500 WEST 5TH STREET AUSTIN, TX 78701		X		

## Signatures

William D. Christ II 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 88,443 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 68,972 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. 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.