

Alphabet Merger Sub Inc.
Form 4
February 02, 2018

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

OMB APPROVAL

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

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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(9-02)

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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).

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.

- (4)

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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