

Amplify Snack Brands, INC  
 Form 4  
 November 18, 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 \*  
**BARBER JEFFREY S**  
  
 (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 (D) Price |                                                                                               |                                                          |                                   |
| Common Stock                    | 08/10/2015                           |                                                    | A                              | 93,844                                                            | A<br>(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 Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                               | Director      | 10% Owner | Officer | Other |
| BARBER JEFFREY S<br>C/O AMPLIFY SNACK BRANDS, INC.<br>500 WEST 5TH STREET<br>AUSTIN, TX 78701 |               | X         |         |       |

## Signatures

By Jeffrey C. Hadden as Attorney-in-Fact to the Reporting Person 11/18/2015

\_\_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.

### Remarks:

This filing corrects that certain Form 4 erroneously filed on August 12, 2015 on behalf of an incorrect individual.  
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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