

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 \*  
 TA ASSOCIATES, L.P.

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)  
 200 CLARENDON STREET, 56TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 08/10/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
 BOSTON, MA 02116

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

**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	08/10/2015		A	V Amount \$ 0	40,493,111	I	By TA XI L.P. (2)
Common Stock	08/10/2015		A	V Amount \$ 0	5,269,974	I	By TA Atlantic and Pacific VII-A L.P. (2)
Common Stock	08/10/2015		A	V Amount \$ 0	8,951,712	I	By TA Atlantic and Pacific

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Common Stock	08/10/2015	A	1,094,296	A (1)	\$ 0	1,094,296	I	VII-B L.P. (2) By TA Investors IV L.P. (2)
Common Stock	08/10/2015	S	8,914,776	D	\$ 18	31,578,335	I	By TA XI L.P. (2)
Common Stock	08/10/2015	S	1,160,213	D	\$ 18	4,109,761	I	By TA Atlantic and Pacific VII-A L.P. (2)
Common Stock	08/10/2015	S	1,970,767	D	\$ 18	6,980,945	I	By TA Atlantic and Pacific VII-B L.P. (2)
Common Stock	08/10/2015	S	240,915	D	\$ 18	853,381	I	By TA Investors IV L.P. (2)

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

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(9-02)

**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 Beneficially Owned (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
TA ASSOCIATES, L.P. 200 CLARENDON STREET 56TH FLOOR BOSTON, MA 02116	X	X		
TA XI, L.P. 200 CLARENDON STREET 56TH FLOOR BOSTON, MA 02116	X	X		
TA Atlantic & Pacific VII-A L.P. 200 CLARENDON STREET 56TH FLOOR BOSTON, MA 02116	X	X		
TA Atlantic & Pacific VII-B L.P. 200 CLARENDON STREET 56TH FLOOR BOSTON, MA 02116	X	X		
TA INVESTORS IV, L.P. 200 CLARENDON STREET 56TH FLOOR BOSTON, MA 02116	X	X		

## Signatures

By Thomas P. Alber, Chief Financial Officer of TA Associates, L.P.	08/12/2015
__Signature of Reporting Person	Date
TA XI L.P., By TA Associates XI GP L.P., its General Partner, By TA Associates L.P., its General Partner, By Thomas P. Alber, Chief Financial Officer	08/10/2015
__Signature of Reporting Person	Date
TA Atlantic and Pacific VII-A L.P., By TA Associates AP VII GP L.P., its General Partner, By TA Associates L.P., its General Partner, By Thomas P. Alber, Chief Financial Officer	08/10/2015
__Signature of Reporting Person	Date
TA Atlantic and Pacific VII-B L.P., By TA Associates AP VII GP L.P., its General Partner, By TA Associates L.P., its General Partner, By Thomas P. Alber, Chief Financial Officer	08/10/2015
__Signature of Reporting Person	Date
TA Investors IV L.P., By TA Associates L.P., its General Partner, By Thomas P. Alber, Chief Financial Officer	08/10/2015
__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 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 shares are held directly by TA XI L.P., TA Atlantic and Pacific VII-A L.P., TA Atlantic and Pacific VII-B L.P. and TA Investors IV L.P. (the "TA Associates Funds"). TA Associates, L.P. is either the direct or indirect general partner of the TA Associates Funds and has the investment and voting control of the TA Associates Funds. Voting and investment power with respect to such shares is vested in a four-person investment committee at TA Associates, L.P. consisting of the following partners or employees of TA Associates, L.P. or its affiliates: Jeffrey S. Barber, William D. Christ II, Roger B. Kafker and Richard D. Tadler. Messrs. Barber and Christ are Directors of the Issuer. TA Associates, L.P. may be deemed to have an indirect pecuniary interest in such shares. TA Associates, L.P. disclaims beneficial ownership of such securities, except to the extent of any pecuniary interest in such shares, which is subject to indeterminable future events.

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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