

TA Atlantic & Pacific VII-A L.P.
 Form 4
 February 01, 2018

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)
 01/31/2018

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	01/31/2018		D ⁽¹⁾	24,053,120	D \$ 12 0	I	By TA XI L.P. ⁽²⁾
Common Stock	01/31/2018		D ⁽¹⁾	3,130,392	D \$ 12 0	I	By TA Atlantic and Pacific VII-A L.P. ⁽²⁾
Common Stock	01/31/2018		D ⁽¹⁾	5,317,363	D \$ 12 0	I	By TA Atlantic and Pacific

Common Stock	01/31/2018	D ⁽¹⁾	650,017	D	\$ 12 0	I	VII-B L.P. ⁽²⁾ By TA Investors IV L.P. ⁽²⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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 500 WEST 5TH STREET BOSTON, MA 02116	X	X		

TA INVESTORS IV, L.P.
 200 CLARENDON STREET, 56TH FLOOR X X
 BOSTON, MA 02116

Signatures

/s/ Jeffrey C. Hadden, General Counsel of TA Associates, L.P.	01/31/2018
**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 Jeffrey C. Hadden, General Counsel	01/31/2018
**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 Jeffrey C. Hadden, General Counsel	01/31/2018
**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 Jeffrey C. Hadden, General Counsel	01/31/2018
**Signature of Reporting Person	Date
TA Investors IV L.P., By TA Associates L.P., its General Partner, by Jeffrey C. Hadden, General Counsel	01/31/2018
**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) Disposed of pursuant to the Agreement and Plan of Merger by and among The Hershey Company, Alphabet Merger Sub Inc. and Amplify Snack Brands, Inc. (the "Issuer") dated as of December 17, 2017, whereby, at the effective time of the merger contemplated therein, all issued and outstanding shares of the Issuer's common stock, par value \$0.0001 per share, were automatically cancelled and converted into the right to receive \$12.00 per share in cash without interest.

(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 investment and voting control over the shares held by the TA Associates Funds. Voting and investment decisions on behalf of TA Associates, L.P. with respect to such shares are made by 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 and serve as representatives of TA Associates, L.P. and the TA Associates Funds on the Issuer's board of directors. TA Associates, L.P. disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest in such shares, if any.

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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