

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Gores Sponsor LLC  (Last) (First) (Middle) 9800 WILSHIRE BLVD.,  (Street) BEVERLY HILLS, CA 90212  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Hostess Brands, Inc. [TWNK]  3. Date of Earliest Transaction (Month/Day/Year) 12/14/2016  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/14/2016		S		1,600	D	\$ 12.936	13,823,132	I	See footnote (1)
Class A Common Stock	12/15/2016		S		500	D	\$ 12.8957	13,822,632	I	See footnote (1)
Class A Common Stock	12/16/2016		S		29,200	D	\$ 12.7948 (2)	13,793,432	I	See footnote (1)
Class A Common Stock	12/19/2016		S		2,100	D	\$ 12.9198 (3)	13,791,332	I	See footnote (1)
Class A Common Stock	12/20/2016		S		165,681	D	\$ 12.9415 (4)	13,625,651	I	See footnote (1)
Class A Common Stock	12/21/2016		S		546,387	D	\$ 12.9983 (5)	13,079,264	I	See footnote (1)
Class A Common Stock	12/22/2016		S		158,732	D	\$ 12.9603 (6)	12,920,532	I	See footnote (1)
Class A Common Stock	12/23/2016		S		186,800	D	\$ 12.9412	12,733,732	I	See footnote (1)
Class A Common Stock	12/27/2016		S		36,502	D	\$ 12.92	12,697,230	I	See footnote (1)
Class A Common Stock	12/28/2016		S		19,698	D	\$ 12.9287	12,677,532	I	See footnote (1)
Class A Common Stock	12/29/2016		S		21,812	D	\$ 12.9142 (7)	12,655,720	I	See footnote (1)
Class A Common Stock	12/30/2016		S		98,663	D	\$ 13.0139	12,557,057	I	See footnote (1)
Class A Common Stock	01/03/2017		S		672,973	D	\$ 13.0104 (8)	11,884,084	I	See footnote (1)
Class A Common Stock	01/04/2017		S		232,057	D	\$ 12.9975 (9)	11,652,027	I	See footnote (1)
Class A Common Stock	01/05/2017		S		392,295	D	\$ 12.9586	11,259,732	I	See footnote (1)
Class A Common Stock	01/06/2017		S		600,000	D	\$ 12.9937 (10)	10,659,732	I	See footnote (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gores Sponsor LLC 9800 WILSHIRE BLVD. BEVERLY HILLS, CA 90212		X		
PLATINUM EQUITY LLC 360 NORTH CRESCENT DRIVE SOUTH BUILDING BEVERLY HILLS, CA 90210		X		
Gores Alec E 9800 WILSHIRE BLVD. C/O AEG HOLDINGS, LLC BEVERLY HILLS, CA 90212		X		
Gores Tom C/O PLATINUM EQUITY LLC 360 NORTH CRESCENT DRIVE SOUTH BUILDING BEVERLY HILLS, CA 90210		X		

## Signatures

GORES SPONSOR LLC, By: Platinum Equity, LLC, its managing member By: /s/ Mary Ann Sigler, Chief Financial Officer, By: AEG Holdings, LLC, its managing member By: /s/ Alec Gores, Managing Member		01/10/2017
**Signature of Reporting Person		Date
AEG HOLDINGS, LLC, By: /s/ Alec Gores, Managing Member		01/10/2017
**Signature of Reporting Person		Date
PLATINUM EQUITY, LLC, By: /s/ Mary Ann Sigler, Chief Financial Officer		01/10/2017
**Signature of Reporting Person		Date
/s/ Alec Gores		01/10/2017
**Signature of Reporting Person		Date
/s/ Mary Ann Sigler, Attorney-in-Fact for Tom Gores		01/10/2017
**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) The securities reported herein are held of record by Gores Sponsor, LLC ("Gores Sponsor"), Platinum Equity LLC ("Platinum Equity") and AEG Holdings, LLC ("AEG") are the managing member of Gores Sponsor and as a result share the power to vote and dispose of the securities held of record by Gores Sponsor. Tom Gores, the chairman and chief executive officer of Platinum Equity, is the ultimate beneficial owner of Platinum Equity. Alec Gores is the managing member of AEG. As such, each of Platinum Equity, AEG and Tom Gores and Alec Gores may be deemed to share beneficial ownership of the securities beneficially owned by Gores Sponsor.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.7697 to \$12.8997. The reporting persons undertake to provide Hostess Brands, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.8627 to \$12.9716. The reporting persons undertake to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.8826 to \$12.9716. The reporting persons undertake to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.8981 to \$13.2297. The reporting persons undertake to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.9590 to \$12.9607. The reporting persons undertake to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.9138 to \$12.9158. The reporting persons undertake to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.9806 to \$13.0267. The reporting persons undertake to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.9476 to \$13.0408. The reporting persons undertake to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.9701 to \$13.0173. The reporting persons undertake to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.