

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Jacobs Andrew Wilson</b>		2. Issuer Name and Ticker or Trading Symbol <b>Hostess Brands, Inc. [TWNK]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks	
(Last) (First) (Middle) <b>C/O HOSTESS BRANDS, INC., 1 EAST ARMOUR BOULEVARD</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/23/2017</b>			
(Street) <b>KANSAS CITY, MO 64111</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<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			
Restricted Stock Units (1)	03/23/2017		A		80,000	A	\$ 0	80,000	D	

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 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$ 15.78	03/23/2017		A		78,749	(2)	03/22/2027	Class A Common Stock	78,749	\$ 0	78,749	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacobs Andrew Wilson C/O HOSTESS BRANDS, INC. 1 EAST ARMOUR BOULEVARD KANSAS CITY, MO 64111			See Remarks	

## Signatures

/s/ Thomas Peterson, Attorney-in-Fact		03/24/2017
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).

- Consists of a grant of restricted stock units. Each restricted stock unit represents the right to receive a share of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock") of Hostess Brands, Inc. (the "Company"), upon vesting. Such restricted stock units shall vest in equal or nearly equal installments on each of January 1, 2018, November 4, 2018 (1) and November 4, 2019 (a "Vesting Date"), assuming continued employment through the applicable Vesting Date. Notwithstanding the foregoing, no installment will vest on a Vesting Date if the Company's earnings per share as reported to investors for the fiscal year ending immediately prior to such Vesting Date is not positive.
- (2) Consists of a grant of options to purchase shares of Class A Common Stock. Such options are subject to vesting in equal or nearly equal installments on November 4 of each of 2017, 2018, 2019 and 2020 (an "Option Vesting Date"), assuming continued employment through the applicable Option Vesting Date.

**Remarks:**

Senior Vice President, Chief Customer Officer

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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