

# 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>Peterson Thomas Alan</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)	
(Last) (First) (Middle) <b>C/O HOSTESS BRANDS, INC., 1 EAST ARMOUR BOULEVARD</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/06/2018</b>		See Remarks	
(Street) <b>KANSAS CITY, MO 64111</b>		4. If Amendment, Date Original Filed(Month/Day/Year)			
(City) (State) (Zip)		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			

### 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, par value \$0.0001 per share	03/06/2018		F(1)		10,136	D	\$ 14.35	21,530	D	
Restricted Stock Units (2)	03/07/2018		A		12,735	A	\$ 0	12,735	D	
Restricted Stock Units (3)								63,334	D	

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

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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)	Date Exercisable	Expiration Date					

## Reporting Owners

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

## Signatures

/s/ Thomas Peterson	03/07/2018
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## 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) On March 6, 2018, following the determination by the Compensation Committee of Hostess Brands, Inc. (the "Company") that the 2017 positive earnings per share condition to the vesting of one-third of the shares of Class A common stock underlying an award of restricted stock units granted to the reporting person on March 23, 2017 was satisfied, the Company withheld 10,136 shares of Class A common stock to satisfy withholding taxes due in connection with such vesting. Such shares had a market value of \$14.35 per share, the closing price of the Class A common stock on the immediately preceding trading date.

(2) On March 23, 2017, the Company granted an award of performance share units to the reporting person, the vesting of which is subject to the satisfaction of annual Adjusted EBITDA targets and continued employment during the three-year vesting period. On March 7, 2018, the Compensation Committee determined that, based upon the Company's Adjusted EBITDA for the year ended December 31, 2017, the performance condition with respect to the listed number of such performance share units was satisfied. The vesting of such units remains subject to the time-based vesting criteria.

(3) Consists of the remaining previously disclosed restricted stock units referred to in Note 1 above that remain subject to time-based vesting criteria.

### Remarks:

Executive Vice President, Chief Financial Officer and Treasurer

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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