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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 6, 2017



Hostess Brands, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-37540
(Commission
File Number)

47-4168492
(I.R.S. Employer
Identification No.)

1 East Armour Boulevard, Kansas City, Missouri
(Address of principal executive offices)

64111
(Zip Code)

(816) 701-4600
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(c)

Hostess Brands, Inc. (the "Company"), today announced that Mr. Andrew W. Jacobs has been promoted to Executive Vice President and Chief Operating Officer of the Company. Mr. Jacobs has served as the Company's Executive Vice President and Chief Commercial Officer since June 1, 2017 and previously served as Senior Vice President and Chief Customer Officer.

Remaining biographical and other information of Mr. Jacobs required by Item 5.02(c) of Form 8-K is included in the Company's proxy statement on Schedule 14A for its 2017 annual meeting of stockholders filed with the Securities and Exchange Commission on April 28, 2017 and such information is incorporated by reference into this Item 5.02(c).

(e)

In connection with the promotion described in Item 5.02(c) above, Mr. Jacobs will receive an annual base salary of \$425,000. His target bonus will be 75% of his annual base salary. Mr. Jacobs received an award of 5,000 restricted stock units, vesting over a three-year period, and options to purchase 20,000 shares of Class A common stock, vesting over a four-year period. In the event that the employment of Mr. Jacobs is terminated within two years following the effective date of his promotion and in connection with such termination, Mr. Jacobs is entitled to severance under the Company's Key Executive Severance Benefit Plan (the "Severance Plan"), the severance payable to Mr. Jacobs will be the balance of his base salary at his then current salary level for the remainder of such two-year period, but in no event shall the severance payable to Mr. Jacobs be less than the amount he would otherwise receive under the Severance Plan. Any severance paid to Mr. Jacobs would first be paid under, and subject to, the terms of the Severance Plan, and any additional severance payable to Mr. Jacobs under the terms of his offer letter would be paid pursuant to such offer letter.

Item 7.01. Regulation FD Disclosure

On December 11, 2017, the Company issued a press release announcing the promotion of Mr. Jacobs, a copy of which is attached hereto as Exhibit 99.1. The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

[99.1 Press release issued on December 11, 2017](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HOSTESS BRANDS, INC.

Date: December 11, 2017

By: /s/ Thomas Peterson
Name: Thomas Peterson
Title: Executive Vice President, Chief Financial Officer



Hostess Brands, Inc. Promotes Andrew Jacobs to Chief Operating Officer

KANSAS CITY, MO., December 11, 2017- Hostess Brands, Inc. (NASDAQ: TWNK, TWNKW) (“Hostess” or the “Company”), today announced the promotion of Andrew (Andy) Jacobs to Executive Vice President and Chief Operating Officer. Mr. Jacobs has been the Company’s Executive Vice President and Chief Commercial Officer since June 2017. Prior to that, he served as the Company’s Senior Vice President and Chief Customer Officer from September 2014 through May 2017 and Senior Vice President, Strategic Channels from February 2014 through September 2014.

“Andy has a track record of consistent execution during his tenure at Hostess and he has made significant contributions across our customer, product and whitespace initiatives which makes him the right leader for this responsibility,” commented Bill Toler, President and Chief Executive Officer of Hostess. “Our Board of Directors and I look forward to continuing to work closely with Andy to deliver continued long-term growth and profitability.”

“I am excited to have the opportunity to build upon our culture of commercial excellence in my new position as we achieve further efficiencies and grow with our retail and trade partners over time,” said Mr. Jacobs.

Prior to joining Hostess, Mr. Jacobs served as President of Wolfgang Candy Company from September 2012 until February 2014 and was Vice President and General Manager (US Customers) for The Hershey Company from September 2003 through May 2012. Mr. Jacobs received a bachelor’s degree in history and communications from Denison University and a master’s degree in business administration from Wake Forest University Babcock Graduate School of Management.

About Hostess Brands, Inc.

The Company is one of the leading packaged food companies focused on developing, manufacturing, marketing, selling and distributing fresh sweet baked goods in the United States. The brand's history dates back to 1919, when the Hostess® CupCake was introduced to the public, followed by Twinkies® in 1930. Today, the Company produces a variety of new and classic treats including Ding Dongs®, Ho Hos®, Donettes®, Hostess SweetShop™ and Fruit Pies, in addition to Twinkies® and CupCakes.

For more information about Hostess products and Hostess Brands, please visit hostesscakes.com. Follow Hostess on Twitter: [@Hostess_Snacks](https://twitter.com/Hostess_Snacks); on Facebook: facebook.com/Hostess; on Instagram: [Hostess_Snacks](https://instagram.com/Hostess_Snacks); and on Pinterest: pinterest.com/hostesscakes.

Forward-Looking Statements

Certain statements in this press release are forward looking as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Any statements contained herein that are not statements of historical fact (including, but not limited to, statements to the effect that the Company or its management “anticipates,” “plans,” “estimates,” “expects,” “believes,” or the negative of these terms and other similar expressions) should be considered forward-looking statements. These statements involve certain risks and uncertainties that may cause actual results to differ materially from expectations as of the date of this release. These risks and uncertainties include, without limitation, factors set forth from time to time in the Company's SEC filings. The Company intends these forward-looking statements to speak only as of the time of this release and does not undertake to update or revise them as more information becomes available, except as required by law.

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