

# FORM 4

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

OMB APPROVAL	
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## 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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>01/11/2019</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)	01/11/2019		A		35,487	A	\$ 0	35,487	D	
Restricted Stock Units (2)								43,271	D	
Class A Common Stock, par value \$0.0001 per share								46,882	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	\$ 11.35	01/11/2019		A		105,302	(3)	01/10/2029	Class A Common Stock	105,302	\$ 0	105,302	D	
Stock Options	\$ 15.78						(4)	03/22/2027	Class A Common Stock	78,749		78,749	D	
Stock Options	\$ 16.38						(5)	06/04/2027	Class A Common Stock	120,000		120,000	D	
Stock Options	\$ 13.95						(6)	12/06/2027	Class A Common Stock	20,000		20,000	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/ Jolyn J. Sebree, Attorney-in-Fact		01/15/2019
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) Consists of a grant of restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of Class A Common Stock. These restricted stock units will vest in equal or nearly equal installments on January 11 of each of 2020, 2021 and 2022, assuming continued employment through the applicable vesting date.
- (2) Consists of previously disclosed restricted stock units that remain subject to time-based vesting criteria.
- (3) 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 January 11 of each of 2020, 2021, and 2022, assuming continued employment through the applicable vesting date.
- (4) Consists of a grant of previously disclosed 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, assuming continued employment through the applicable vesting date.
- (5) Consists of a grant of previously disclosed options to purchase shares of Class A Common Stock. Such options are subject to vesting in equal or nearly equal installments on June 5 of each of 2018, 2019, 2020 and 2021, assuming continued employment through the applicable vesting date.
- (6) Consists of a grant of previously disclosed options to purchase shares of Class A Common Stock. Such options are subject to vesting in equal or nearly equal installments on December 6 of each of 2018, 2019, 2020 and 2021, assuming continued employment through the applicable vesting date.

### Remarks:

Executive Vice President, Chief Operating 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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