

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* Callahan Andrew P		2. Issuer Name and Ticker or Trading Symbol Hostess Brands, Inc. [TWNK]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" 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) C/O HOSTESS BRANDS, INC., 1 EAST ARMOUR BOULEVARD		3. Date of Earliest Transaction (Month/Day/Year) 01/11/2019		See Remarks	
(Street) KANSAS CITY, MO 64111		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)		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			
Restricted Stock Units (1)	01/11/2019		A		73,703	A	\$ 0	73,703	D	
Restricted Stock Units (2)								66,372	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		218,704	(3)	01/10/2029	Class A Common Stock	218,704	\$ 0	218,704	D	
Stock Options	\$ 13.99						(4)	07/31/2028	Class A Common Stock	207,808		207,808	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Callahan Andrew P C/O HOSTESS BRANDS, INC. 1 EAST ARMOUR BOULEVARD KANSAS CITY, MO 64111	X		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 May 7 of each of 2019, 2020, 2021 and 2022, assuming continued employment through the applicable vesting date.

Remarks:

President and Chief Executive Officer

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.