

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 * Jacobs Andrew Wilson			2. Issuer Name and Ticker or Trading Symbol Hostess Brands, Inc. [TWNK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____		
(Last) (First) (Middle) C/O HOSTESS BRANDS, INC., 7905 QUIVIRA ROAD			3. Date of Earliest Transaction (Month/Day/Year) 06/04/2021			See Remarks		
(Street) LENEXA, KS 66215			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			
Class A Common Stock, par value \$0.0001 per share	06/04/2021		M		15,000	A	\$ 13.95	103,250	D	
Class A Common Stock, par value \$0.0001 per share	06/04/2021		M		78,749	A	\$ 15.78	181,999	D	
Class A Common Stock, par value \$0.0001 per share	06/04/2021		M		70,201	A	\$ 11.35	252,200	D	
Class A Common Stock, par value \$0.0001 per share	06/04/2021		M		19,163	A	\$ 13.9	271,363	D	
Class A Common Stock, par value \$0.0001 per share	06/04/2021		S		166,797	D	\$ 15.9638 (1)	104,566	D	
Restricted Stock Units (2)								72,755	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
Stock Options	\$ 13.95	06/04/2021		M		15,000	(3)	12/06/2027	Class A Common Stock	15,000	\$ 0	5,000	D	
Stock Options	\$ 15.78	06/04/2021		M		78,749	(4)	03/22/2027	Class A Common Stock	78,749	\$ 0	0	D	
Stock Options	\$ 11.35	06/04/2021		M		70,201	(5)	01/10/2029	Class A Common Stock	70,201	\$ 0	35,101	D	
Stock Options	\$ 13.9	06/04/2021		M		19,163	(6)	01/20/2030	Class A Common Stock	19,163	\$ 0	38,328	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacobs Andrew Wilson C/O HOSTESS BRANDS, INC. 7905 QUIVIRA ROAD LENEXA, KS 66215			See Remarks	

Signatures

/s/ Jolyn J. Sebree, Attorney-in-Fact		06/08/2021
		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).
Reflects the weighted average price of sales on June 4, 2021. The shares were sold in multiple transactions at prices ranging from \$15.90 to \$16.12, inclusive. The reporting person
- (1) undertakes to provide to Hostess Brands, Inc., any security holder of Hostess Brands, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (2) Consists of previously disclosed restricted stock units that remain subject to time-based vesting criteria.
- (3) Such options vested in equal or nearly equal installments on December 6 of each of 2018, 2019, and 2020 and became exercisable upon vesting. The remaining stock options will vest on December 6, 2021.
- (4) All of such options vested in equal or nearly equal installments on November 4, 2017, 2018, 2019 and 2020 and became exercisable upon vesting.
- (5) Such options vested in equal or nearly equal installments on January 11 of each of 2020 and 2021 and became exercisable upon vesting. The remaining stock options will vest on January 11, 2022.
- (6) Such options vested and became exercisable on January 21, 2021. The remaining stock options will vest in equal or nearly equal installments on January 11 of each of 2022 and 2023.

Remarks:

Executive Vice President, Chief Customer & Experience 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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