

(Print or Type Responses)

1. Name and Address of Reporting Person * Gernigin Michael		2. Issuer Name and Ticker or Trading Symbol Hostess Brands, Inc. [TWNK]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><div><input type="checkbox"/> Director</div><div><input checked="" type="checkbox"/> 10% Owner</div><div><input checked="" type="checkbox"/> Officer (give title below)</div><div><input type="checkbox"/> Other (specify below)</div></div> <div>See Remarks</div>			
(Last) (First) (Middle) C/O HOSTESS BRANDS, INC., 7905 QUIVIRA ROAD		3. Date of Earliest Transaction (Month/Day/Year) 01/26/2022					
(Street) LENEXA, KS 66215		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div><input type="checkbox"/> Form filed by More than One Reporting Person</div>			
(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	01/26/2022		F(1)	793 D \$ 19.41	13,982	D	
Restricted Stock Units (2)					19,960	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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	Title	Amount or Number of Shares			

Reporting Owners

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

Signatures

/s/ Jolyn J. Sebree, Attorney-in-Fact

Signature of Reporting Person

01/26/2022

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).

On January 26, 2022, the Company withheld 793 shares of Class A common stock to satisfy withholding taxes due in connection with the vesting of one-third of the shares (1) of Class A common stock underlying an award of restricted stock units previously granted to the reporting person. Such shares had a market value of \$19.41 per share, the closing price of the Class A common stock on January 21, 2022, the vesting date.

(2) Consists of previously disclosed restricted stock units that remained subject to time-based vesting criteria.

Remarks:

Senior Vice President, Chief Accounting Officer & Interim Chief Financial 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.