

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * O'Leary Daniel James		2. Issuer Name and Ticker or Trading Symbol Hostess Brands, Inc. [TWNK]		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)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/03/2022		See Remarks
C/O HOSTESS BRANDS, INC., 7905 QUIVIRA ROAD					
(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	06/03/2022		F(1)		1,257	D	\$ 20.71	3,033	D	
Class A Common Stock, par value \$0.0001 per share	06/03/2022		F(2)		2,829	D	\$ 20.71	9,856	D	
Restricted Stock Units (3)								29,399	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	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

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

Signatures

/s/ Jolyn J. Sebree, Attorney-in-Fact	06/07/2022
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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 June 3, 2022, the Company withheld 1,257 shares of Class A common stock to satisfy withholding taxes due in connection with the vesting of 4,290 shares 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 \$20.71 per share, the closing price of the Class A common stock on June 2, 2022, the vesting date.

On June 3, 2022, the Company withheld 2,829 shares of Class A common stock to satisfy withholding taxes due in connection with the vesting of 9,652 shares 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 \$20.71 per share, the closing price of the Class A common stock on June 2, 2022, the vesting date.

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

Remarks:

Executive Vice President, Chief Growth 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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