

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 * <b>Gernigin Michael</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)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/13/2022</b>		See Remarks
C/O HOSTESS BRANDS, INC., 7905 QUIVIRA ROAD					
(Street) <b>LENEXA, KS 66215</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)			

### 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 (1)	01/13/2022		A		18,198	A	\$ 0	18,198	D	
Class A Common Stock, par value \$0.0001 per share	01/18/2022		F(2)		8,399	D	\$ 19.83	9,799	D	
Class A Common Stock, par value \$0.0001 per share	01/18/2022		F(3)		1,130	D	\$ 20.22	10,944	D	
Restricted Stock Units (4)								19,219	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)					

## 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		01/18/2022
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) Represents shares acquired by the reporting person upon the achievement of performance measures under performance share units ("PSUs") granted under Hostess Brands, Inc.'s 2016 Equity Incentive Plan.  
On January 18, 2022, Hostess Brands, Inc. (the "Company") withheld 8,399 shares of Class A common stock to satisfy withholding taxes due in connection with the vesting of the PSUs referred to above. Such shares had a market value of \$19.83 per share, the closing price of the Class A common stock on January 13, 2022, the date the Company's Talent & Compensation Committee certified the performance results.
- (2) On January 18, 2022, the Company withheld 1,130 shares of Class A common stock to satisfy withholding taxes due in connection with the vesting of one-third of the 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 \$20.22 per share, the closing price of the Class A common stock on January 11, 2022, the vesting date.
- (3) Consists of previously disclosed restricted stock units that remained subject to time-based vesting criteria.
- (4)

**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.