

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gernigin Michael</u> (Last) (First) (Middle) C/O HOSTESS BRANDS, INC. 7905 QUIVIRA ROAD (Street) LENEXA KS 66215 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/09/2021	3. Issuer Name and Ticker or Trading Symbol <u>Hostess Brands, Inc. [TWNK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks	5. If Amendment, Date of 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Stock Units ⁽¹⁾	1,504	D	
Restricted Stock Units ⁽²⁾	8,772	D	
Restricted Stock Units ⁽³⁾	3,572	D	
Restricted Stock Units ⁽⁴⁾	2,275	D	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	(5)	03/22/2027	Class A Common Stock	13,248	15.78	D	
Stock Options	(5)	05/31/2027	Class A Common Stock	13,000	15.98	D	
Stock Options	(6)	01/10/2029	Class A Common Stock	6,750	11.35	D	
Stock Options	(7)	01/20/2030	Class A Common Stock	8,711	13.9	D	

Explanation of Responses:

1. Consists of restricted stock units ("RSUs") granted under the Hostess Brands, Inc. 2016 Equity Incentive Plan ("Equity Plan"). Each RSU represents the right to receive, upon vesting, one share of Class A Common Stock. These RSUs will vest in equal or nearly equal installments on January 15 of each of 2022 and 2023, assuming continued employment through the applicable vesting date.

2. Consists of RSUs granted under the Equity Plan. Each RSU represents the right to receive, upon vesting, one share of Class A Common Stock. These RSUs will vest in equal or nearly equal installments on January 15 of each of 2022, 2023 and 2024, assuming continued employment through the applicable vesting date.

3. Consists of RSUs granted under the Equity Plan. Each RSU represents the right to receive, upon vesting, one share of Class A Common Stock. These RSUs will vest in equal or nearly equal installments on January 21 of each of 2022 and 2023, assuming continued employment through the applicable vesting date.

4. Consists of RSUs granted under the Equity Plan. Each RSU represents the right to receive, upon vesting, one share of Class A Common Stock. These RSUs will vest on January 11, 2022, assuming continued employment through the applicable vesting date.

5. Consists of fully vested options to purchase shares of Class A Common Stock granted under the Equity Plan.

6. Consists of options to purchase shares of Class A Common Stock granted under the Equity Plan. Such options are subject to vesting on January 11, 2022, assuming continued employment through the applicable vesting date.

7. Consists of options to purchase shares of Class A Common Stock granted under the Equity Plan. Such options are subject to vesting in equal or nearly equal installments on January 21 of each of 2022 and 2023, assuming continued employment through the applicable vesting date.

Remarks:

Senior Vice President, Chief Accounting Officer & Interim Chief Financial Officer Exhibit 24.1 Power of Attorney

/s/ Michael J. Gernigin

11/10/2021

** Signature of Reporting
Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned, Michael J. Gernigin, hereby constitutes and appoints each of Jolyn Sebree and Robert Weber and each of them acting individually, his true and lawful attorneys-in-fact to:

1. execute for and on behalf of the undersigned Forms 3, 4 and 5 relating to the Common Stock, par value \$0.0001 per share, of Hostess Brands, Inc. (the "Company") in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority, including NASDAQ; and

3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned caused this Power of Attorney to be executed as of this 10th day of November, 2021.

/s/ Michael J. Gernigin

Michael J. Gernigin

[Signature Page to Power of Attorney]