

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

The Simply Good Foods Company

Delaware

(State or other jurisdiction of incorporation)

81-1038121

(I.R.S. Employer Identification No.)

**1 Greenwich Office Park, 2nd Floor
Greenwich, CT**

(Address of principal executive offices)

06831

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Exchange Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Common Stock, \$0.01 par value

The NASDAQ Stock Market LLC

**Warrants, each exercisable for one share of Common Stock at an
exercise price of \$11.50 per share**

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form relates: 333-217244

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are common stock, \$0.01 par value per share (the "Common Stock"), and warrants to purchase shares of Common Stock (the "Warrants"), of The Simply Good Foods Company, a Delaware corporation. The description of the Common Stock and the Warrants set forth under the caption "Description of The Simply Good Foods Company's Securities" in the proxy statement/prospectus forming a part of the Registration Statement on Form S-4, as originally filed with the Securities and Exchange Commission (the "Commission") on April 11, 2017 (Registration No. 333-217244), as thereafter amended from time to time (the "Registration Statement"), is hereby incorporated by reference. In addition, the above-referenced descriptions included in any proxy statement/prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed herewith or incorporated by reference, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 15, 2017

THE SIMPLY GOOD FOODS COMPANY
(Registrant)

By: /s/ Brian Ratzan
Name: Brian Ratzan
Title: Vice President