

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Matthews Timothy Allen</u> <hr/> (Last) (First) (Middle) <u>1225 17TH STREET, SUITE 1000</u> <hr/> (Street) <u>DENVER CO 80202</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Simply Good Foods Co [SMPL]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Controller and CAO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2018</u>					
			4. 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 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			
Common Stock	11/08/2018		A		4,540 ⁽¹⁾	A	\$0	4,540	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options to Purchase Common Stock	\$19.89	11/08/2018		A		8,109		(2)	11/08/2028	Common Stock	8,109	\$0	8,109	D	

Explanation of Responses:

1. Represents performance-based restricted stock units ("PSUs") granted under the issuer's 2017 Omnibus Incentive Plan. Each PSU represents the contingent right to receive one share of the issuer's common stock. The PSUs vest at the end of a three-year period as follows, subject to the reporting person's continuous service with the issuer as of the vesting date: (i) 50% of the PSUs vest on November 8, 2021 if the closing price of the issuer's common stock for at least 20 of the 30 consecutive trading days immediately prior to November 8, 2021, equals or exceeds 100%, but less than 115%, of the closing price of the issuer's common stock on the grant date, and (ii) 100% of the PSUs vest on November 8, 2021 if the closing price of the issuer's common stock for at least 20 of the 30 consecutive trading days immediately prior to November 8, 2021, meets or exceeds 115% of the closing price of the issuer's common stock on the grant date.

2. The stock options vest in three equal annual installments beginning on November 8, 2019, subject to the reporting person's continuous service with the issuer as of each vesting date.

Remarks:

/s/ Timothy A. Matthews 11/09/2018

** 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 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).

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.