FORM 4

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL			
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						01 000	tion 30(n) of th	ic investmen	t Compt	arry 7 tot or	1340							
Name and Address of Reporting Person* <u>KRAFT TIMOTHY RICHARD</u>					2. Issuer Name and Ticker or Trading Symbol Simply Good Foods Co [ SMPL ]								(Check all	nship of Reporting Pe applicable) Director	,,	10% Own		
(Last) (First) (Middle) 1225 17TH STREET, SUITE 1000					3. Date of Earliest Transaction (Month/Day/Year) 11/08/2019								x	X Officer (give title below) Other (specify below)  Chief Legal Officer, Secretary				
(Street) DENVER CO	O tate)	80. (Ziş	202		4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individu X	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person				
			1	Table I -	Non-Der	ivative S	ecurities A	cquired,	Dispo	sed of	, or Bene	ficially Own	ied					
, (			2. Transact Date (Month/Day	/Year) Exe		Code (Instr. 8) 3, 4 and		·			Beneficially Owned F		. Ownership Form: birect (D) or Indirect (I) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr.				
Common Stock	on Stock			11/08/2	<u> </u>	onth/Day/Year)	Code	V	Amount 4.8	377 <sup>(1)</sup>	(A) or (D)	Price (	(Instr. 3 and 4) 38.892	-	D	4)		
Common Stock					11/08/2	-		F <sup>(2)</sup>			,830	D	\$24.15	37,062		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Title of Derivative Security (Instr. 3)	Conversion Date Execution Date, or Exercise (Month/Day/Year) if any		Execution Date,	4. Transac (Instr. 8)	tion Code	5. Number of Securities Ac Disposed of (I and 5)		r Expiration	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Derivative Security (Instr. 3 and 4			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following	Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisa		cpiration ate	Title		Amount or Number of Shar	es	Reported Transaction (Instr. 4)	n(s)		
Options to Purchase Common Stock	\$24.15	11/08/2019		A		15,055		(3)	11	/08/2029	Comn	non Stock	15,055	\$0	15,055	j D		

## Explanation of Responses:

- Explanation or Asparation Section 1. Represents time-based restricted stock units ("RSUs") granted under the issuer's 2017 Omnibus Incentive Plan. Each RSU represents the contingent right to receive one share of the issuer's common stock. The RSUs vest in three equal annual installments beginning on November 8, 2020, subject to the reporting person's continuous service with the issuer as of each vesting date.

  2. Represents harms withheld by the issuer to cover the tax withholding obligations upon the vesting of RSUs.

  3. The stock options vest in three equal annual installments beginning on November 8, 2020, subject to the reporting person's continuous service with the issuer as of each vesting date

## Remarks:

/s/ Timothy R. Kraft

11/13/2019

\*\* Signature of Reporting Person

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Neil J. Eckstein and Timothy A. Matthews, signing singly, the undersigned's texecute for and on behalf of the undersigned, in the undersigned's capacity as a director, director nominee, officer or beneficial owner of shares of commodial do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or pi This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 or Section 16

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of November, 2019.

By: /s/ Timothy R. Kraft
Name: Timothy R. Kraft
Title: Chief Legal Officer, Secretary