

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

FORM 8-K

Current Report

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 7, 2022**

The Simply Good Foods Company

(Exact name of registrant as specified in its charter)



Delaware

(State or other jurisdiction of
incorporation or organization)

001-38115

(Commission File Number)

82-1038121

(I.R.S. Employer
Identification Number)

**1225 17th Street, Suite 1000
Denver, CO 80202**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(303) 633-2840**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	SMPL	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On January 10, 2022, The Simply Good Foods Company, a Delaware corporation (the “Company”), announced that Conyers Park Acquisition Corp. (“Conyers Park”), exercised their 6.7 million private placement warrants that were set to expire in July 2022 to acquire shares of the Company’s common stock.

In accordance with the Warrant Agreement, Conyers Park elected to exercise the warrants on a cashless basis on January 7, 2022. Accordingly, by virtue of the cashless exercise of the private warrants, Conyers Park’s net receipt of shares related to the transaction was 4,830,761 and resulted in an increase of their total shares beneficially owned from 8,936,017 to 13,766,778. After this issuance, the Company’s issued and outstanding share count will be 100,963,850 shares, which does not include shares related to employee stock options and non-vested stock that was the equivalent of about 2 million shares at the end of the fiscal first quarter ended November 27, 2021.

The Company issued a press release related to the exercise of the private placement warrants, and a copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this item, including Exhibit 99.1, is being furnished, not filed. Accordingly, the information in this item will not be incorporated by reference into any registration statement unless specifically identified therein as being incorporated by reference therein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 10, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

e: January 10, 2022 By: /s/ Todd E. Cunfer _____
Name: Todd E. Cunfer
Title: Chief Financial Officer
(Principal Financial Officer)



THE SIMPLY GOOD FOODS COMPANY ANNOUNCES EXERCISE OF PRIVATE WARRANTS BY CONYERS PARK

DENVER, January 10, 2022 - The Simply Good Foods Company (NASDAQ:SMPL) (“Simply Good Foods” or the “Company”), a developer, marketer and seller of branded nutritional foods and snacking products, today announced that Conyers Park Acquisition Corp. (“Conyers Park”), exercised their 6.7 million private placement warrants that were set to expire in July 2022 to acquire shares of the Company’s common stock.

In accordance with the Warrant Agreement, Conyers Park elected to exercise the warrants on a cashless basis. Accordingly, by virtue of the cashless exercise of the private warrants, Conyers Park’s net receipt of shares related to the transaction was 4,830,761 and resulted in an increase of their total shares beneficially owned from 8,936,017 to 13,766,778. After this issuance, the Company’s issued and outstanding share count will be 100,963,850 shares, which does not include shares related to employee stock options and non-vested stock that was the equivalent of about 2 million shares at the end of the fiscal first quarter ended November 27, 2021.

“Simply Good Foods has many attributes that make it a great company and compelling investment, particularly, two great brands – Atkins® and Quest® - with a unique consumer proposition, a solid business model, relevance with key retailers, and many exciting growth opportunities,” said James M. Kilts, Chairman of the Board of Directors of The Simply Good Foods Company and Co-Chief Executive Officer of Conyers Park Acquisition Corp. “The business is stronger today than when it began trading in July of 2017 and we believe that the company is well positioned to continue to drive organic growth and participate in M&A to further increase stockholder value.”

About The Simply Good Foods Company

The Simply Good Foods Company (NASDAQ: SMPL), headquartered in Denver, Colorado, is a consumer packaged food and beverage company that aims to lead the nutritious snacking movement with trusted brands that offer a variety of convenient, innovative, great-tasting, better-for-you snacks and meal replacements. The product portfolio we develop, market and sell consists primarily of protein bars, ready-to-drink (“RTD”) shakes, sweet and salty snacks and confectionery products marketed under the Atkins®, Atkins Endulge®, and Quest® brand names. Simply Good Foods is poised to expand its wellness platform through innovation and organic growth along with acquisition opportunities in the nutritional snacking space. For more information, please refer to <http://www.thesimplygoodfoodscompany.com>.

Investor Contact

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