

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Mara Shaun</u>			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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span>  <b>Chief Financial Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
1225 17TH ST. SUITE 1000			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) DENVER CO 80202						
(City) (State) (Zip)						

**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	11/08/2022		A		27,412 <sup>(1)</sup>	A	\$0	36,826	D	
Common Stock	11/08/2022		F		651 <sup>(2)</sup>	D	\$38.61	36,175	D	
Common Stock	11/08/2022		A		4,111 <sup>(3)</sup>	A	\$0	40,286	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	\$38.61	11/08/2022		A		9,369		(4)	11/08/2032	Common Stock	9,369	\$0	9,369	D	

**Explanation of Responses:**

- Represents 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. Of the total RSUs awarded, 75% will vest 18 months after the grant date and 25% will vest on the second anniversary of the grant date, in both cases subject to the reporting person's continued service with the issuer as of the vesting date.
- Represents shares withheld by the Issuer to cover the tax withholding obligations upon the vesting of restricted stock units.
- 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 substantially equal annual installments beginning on November 8, 2023, subject to the reporting person's continuous service with the issuer as of each vesting date.
- The stock options vest in three substantially equal annual installments beginning on November 8, 2023, subject to the reporting person's continuous service with the issuer as of each vesting date.

**Remarks:**

/s/ Timothy R. Kraft as  
Attorney-in-Fact for Shaun 11/10/2022  
Mara

\*\* 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.