

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
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1. Name and Address of Reporting Person* <u>Mara Shaun</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>10/27/2022</u>		3. Issuer Name and Ticker or Trading Symbol <u>Simply Good Foods Co [SMPL]</u>		
(Last)	(First)	(Middle)	4. 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>Chief Financial Officer</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
<u>1225 17TH ST. SUITE 1000</u>						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	
(Street)	(City)	(State)	(Zip)				
<u>DENVER</u>	<u>CO</u>	<u>80202</u>					
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>9,414</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Options to Purchase Common Stock</u>	<u>(1)</u>	<u>11/08/2031</u>	<u>Common Stock</u>	<u>4,063</u>	<u>40.88</u>	<u>D</u>
<u>Options to Purchase Common Stock</u>	<u>(2)</u>	<u>11/08/2030</u>	<u>Common Stock</u>	<u>8,922</u>	<u>20.28</u>	<u>D</u>
<u>Options to Purchase Common Stock</u>	<u>(3)</u>	<u>06/28/2029</u>	<u>Common Stock</u>	<u>33,848</u>	<u>24.08</u>	<u>D</u>

Explanation of Responses:

- The stock options vest in three substantially equal annual installments beginning on November 8, 2022, 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, 2021, 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 June 28, 2020, 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 Mara 11/02/2022

** 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 5 (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 Timothy R. Kraft and Neil J. Eckstein, signing singly, (i) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, director nominee, officer or beneficial owner of (ii) 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 (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 The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever required. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Securities

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of October, 2022.

By: /s/ Shaun Mara
Name: Shaun Mara
Title: Chief Financial Officer