

**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): **October 4, 2018**

The Simply Good Foods Company

(Exact name of registrant as specified in its charter)



DELAWARE

(State or other jurisdiction of
incorporation or organization)

001-38155

(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))

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 x

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. x

Item 8.01. Other Events.

On October 4, 2018, The Simply Good Foods Company (the “Company”) issued a press release announcing the redemption of its outstanding public warrants. A copy of the press release is being filed as Exhibit 99.1 hereto and is incorporated herein by reference.

A copy of the Notice of Redemption mailed to each registered holder of the outstanding public warrants is being filed as Exhibit 99.2 hereto and is incorporated herein by reference.

Neither this Current Report on Form 8-K, the press release attached hereto as Exhibit 99.1 nor the Notice of Redemption attached hereto as Exhibit 99.2 constitutes an offer to sell or the solicitation of an offer to buy any Company securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Description
99.1	Press release dated October 4, 2018
99.2	Notice of Redemption dated October 4, 2018

SIGNATURES

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.

THE SIMPLY GOOD FOODS COMPANY

Date: October 4, 2018

By: /s/ Todd E. Cunfer

Name: Todd E. Cunfer

Title: Chief Financial Officer

(Principal Financial Officer)

The Simply Good Foods Company Announces Redemption of Public Warrants

Denver, CO, October 4, 2018 - The Simply Good Foods Company (NASDAQ: SMPL, SMPLW) (“Simply Good Foods,” or the “Company”), a developer, marketer and seller of branded nutritional foods and snacking products, today announced that the Company will redeem all of its public warrants (the “Public Warrants”) that remain outstanding immediately after 5:00 p.m. New York City time on November 5, 2018, the date for redemption fixed by the Company. Under the terms of the warrant agreement governing the public warrants (the “Warrant Agreement”), the Company is entitled to redeem all of the outstanding Public Warrants if the last sales price of the Company’s common stock is at least \$18.00 per share on each of twenty trading days within any thirty-day trading period. This share price performance target was achieved as of October 1, 2018.

In accordance with the Warrant Agreement, the Board of Directors has elected to require that all Public Warrants be exercised on a cashless basis. Accordingly, holders may no longer exercise Public Warrants in exchange for payment in cash of the \$11.50 per share exercise price. Instead, a holder exercising a Public Warrant will be deemed to pay the \$11.50 exercise price by the surrender of 0.61885 of a share of common stock (such fraction determined as described below) that such holder would have been entitled to receive upon a cash exercise of each Public Warrant. Accordingly, by virtue of the cashless exercise of the Public Warrants, exercising warrant holders will receive 0.38115 of a share of the Company’s common stock for each Public Warrant surrendered for exercise.

Any Public Warrants that remain unexercised immediately after 5:00 p.m. New York City time on November 5, 2018, the redemption date, will be void and no longer exercisable, and the holders of those Public Warrants will be entitled to receive only a redemption price of \$0.01 per Public Warrant.

At the direction of the Company, Continental Stock Transfer & Trust Company, in its capacity as warrant agent, has mailed a notice of redemption to each of the registered holders of the outstanding Public Warrants.

In accordance with the terms of the Public Warrants, the 0.61885 of a share that each exercising warrant holder will surrender by virtue of the cashless exercise (instead of paying the \$11.50 per share cash exercise price) was calculated in accordance with the terms of the Warrant Agreement by dividing the \$11.50 exercise price, by \$18.583, the average of the last sale price of the Company’s common stock over the ten trading days ending on October 1, 2018.

If any holder of Public Warrants would, after taking into account all of such holder’s Public Warrants exercised at one time, be entitled to receive a fractional interest in a share of the Company’s common stock, the number of shares the holder will be entitled to receive will be rounded down to the nearest whole number of shares.

Through October 1, 2018, 9,242,448 Public Warrants were exercised for cash, resulting in the Company receiving cash exercise price proceeds of \$106.3 million, in the aggregate. As of October 2, 2018, there were 4,174,195 Public Warrants outstanding. Assuming that all of the Public Warrants currently outstanding are exercised on a cashless basis, the Company will have a total of approximately 81.4 million shares of common stock issued and outstanding immediately after the redemption date. In addition, the Company's 6,700,000 private placement warrants will remain outstanding and, under treasury stock methodology, will continue to be included in the fully diluted shares outstanding calculation.

The shares of common stock underlying the Public Warrants have been registered by the Company under the Securities Act of 1933, as amended, and are covered by a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-217244).

Questions concerning redemption and exercise of the Public Warrants can be sent by email to mpogharian@thesimplygoodfoodscompany.com or directed to Continental Stock Transfer & Trust Company, 1 State Street, New York, New York 10004, Attention: Compliance Department, telephone number (212) 509-4000.

For a copy of the notice of redemption sent to the holders of our Public Warrants and a prospectus relating to the shares of common stock issuable upon exercise of the Public Warrants, please send an email request to mpogharian@thesimplygoodfoodscompany.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any Company securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful.

About The Simply Good Foods Company

The Simply Good Foods Company (Nasdaq: SMPL), headquartered in Denver, Colorado, is a highly-focused food company with a product portfolio consisting primarily of nutrition bars, ready-to-drink shakes, snacks and confectionery products marketed under the Atkins®, SimplyProtein®, Atkins Endulge®, and Atkins Harvest Trail brand names. Simply Good Foods is poised to expand its wellness platform through innovation and organic growth along with investment opportunities in the snacking space and broader food category. Over time, Simply Good Foods aspires to become a portfolio of brands that bring simple goodness, happiness and positive experiences to consumers and their families. For more information, please visit <http://www.thesimplygoodfoodscompany.com>.

Forward Looking Statements

Certain statements made herein are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by or include words such as "will", "expect", "aspire", "outlook" or other similar words, phrases or expressions. These forward-looking statements include statements regarding future plans for the Company, the estimated or anticipated future results and benefits of the Company's future plans and operations, future opportunities for the Company, and other statements that are not historical facts. These statements are based on the current expectations of the Company's management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties and the Company's business and actual results may differ materially. These risks and uncertainties include, but are not limited

to: our ability to compete successfully in the highly competitive nutritional snacking industry; our ability to continually enhance our brand recognition, increase our product distribution, attract new customers, and introduce new and innovative products; our ability to add additional shelf or retail space for our products; our ability to react to changes in consumer preferences, perceptions of healthy food products and discretionary spending; our ability to react to a situation in which our brands or reputation is damaged; our ability to expend resources to maintain consumer awareness of our brands; our ability to implement our growth strategies; and other risk factors described from time to time in the Company's Form 10-K, Form 10-Q, and Form 8-K reports (including all amendments to those reports) filed with the U.S. Securities and Exchange Commission from time to time. In addition, forward-looking statements provide the Company's expectations, plans or forecasts of future events and views as of the date of this communication. Except as required by law, the Company undertakes no obligation to update such statements to reflect events or circumstances arising after such date, and cautions investors not to place undue reliance on any such forward-looking statements. These forward-looking statements should not be relied upon as representing the Company's assessments as of any date subsequent to the date of this communication.

Investor Contact

Mark Pogharian
Vice President, Investor Relations, Treasury and Business Development
The Simply Good Foods Company
717-307-8197
mpogharian@thesimplygoodfoodscompany.com

The Simply Good Foods Company
1225 17th Street, Suite 1000
Denver, CO 80202

October 4, 2018

NOTICE OF REDEMPTION

Dear Public Warrant Holder,

The Simply Good Foods Company (the “Company”) hereby gives notice that it is redeeming, on November 5, 2018, all of the Company’s outstanding public warrants to purchase common stock. As a result, any public warrants that remain unexercised immediately after 5:00 p.m. New York City time on November 5, 2018, will be void and no longer exercisable and their holders will have no rights with respect to those public warrants, except to receive the redemption price of \$0.01 per public warrant.

The public warrants trade on the NASDAQ Capital Market under the trading symbol “SMPLW.”

On October 1, 2018, the closing price of the public warrants was \$7.90 and the closing price of the shares of common stock was \$19.46. As a result of the redemption of the outstanding public warrants, the public warrants will cease to be listed on the NASDAQ Capital Market effective at the closing of trading on November 5, 2018.

TERMS OF REDEMPTION; CESSATION OF RIGHTS

The rights of the public warrant holders to exercise their public warrants will terminate immediately after 5:00 p.m. New York City time on November 5, 2018 (the “Redemption Date”). At 5:00 p.m. New York City time on the Redemption Date and thereafter, holders of unexercised public warrants will have no rights with respect to those warrants, except to receive, upon surrender of their public warrant certificates, the redemption price of \$0.01 per public warrant. We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your public warrants.

The Company is exercising this right to redeem the public warrants pursuant to the terms of the Warrant Agreement, dated as of July 14, 2016, governing the public warrants (the “Warrant Agreement”). Pursuant to the Warrant Agreement, the Company has the right to redeem all of the outstanding public warrants if the last sales price of the Company’s common stock equals or exceeds \$18.00 per share on each of 20 trading days within any 30 day trading period ending on the third business day prior to the date on which a notice of redemption is given. The last sales price of the Company’s common stock has been at least \$18.00 per share on each of 20 trading days within the 30 day trading period ending on October 1, 2018 (which is the third business day prior to the date of this notice).

EXERCISE PROCEDURE

Public warrant holders have until 5:00 p.m. New York City time on November 5, 2018 to exercise their public warrants to purchase common stock of the Company. Each public warrant previously entitled the holder to purchase one share of common stock of the Company at a cash price of \$11.50 per public warrant share exercised.

In accordance with the Warrant Agreement, the Board of Directors has elected to require that all public warrants be exercised on a cashless basis.

As a result of the Board of Directors having made this election, holders may no longer exercise public warrants in exchange for payment in cash of the \$11.50 per share exercise price. Instead, a holder exercising a public warrant will be deemed to pay the \$11.50 exercise price by the surrender of 0.61885 of a share of common stock that such holder would have been entitled to receive upon a cash exercise of each public warrant. **Accordingly, by virtue of the cashless exercise of the public warrants, exercising warrant holders will receive 0.38115 of a share of the Company’s common stock for each public warrant surrendered for exercise.**

The 0.61885 of a share that each exercising warrant holder will surrender by virtue of the cashless exercise (instead of paying the \$11.50 per share cash exercise price) was calculated in accordance with the terms of the Warrant Agreement by dividing the \$11.50 exercise price, by \$18.583, the average of the last sale price of the Company's common stock over the ten (10) trading days ending on October 1, 2018, the third business day prior to the date of this notice.

If any holder of Public Warrants would, after taking into account all of such holder's Public Warrants exercised at one time, be entitled to receive a fractional interest in a share of the Company's common stock, the number of shares the holder will be entitled to receive will be rounded down to the nearest whole number of shares.

Those who hold their public warrants in "street name" should immediately contact their broker to determine their broker's procedure for exercising their public warrants.

Persons who are holders of record of their public warrants may exercise their public warrants by sending:

1. The public warrant certificate; and
2. A fully and properly completed "Election to Purchase" (which is located at the back of your public warrant certificate), duly executed and indicating, among other things, the number of public warrants being exercised,

to:

Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, NY 10004
Attention: Reorganization Department
Telephone: (212) 509-4000

The method of delivery of the public warrants is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

The public warrant certificate and the fully and properly completed Election to Purchase must be received by Continental Stock Transfer & Trust Company at or prior to 5:00 p.m. New York City time on November 5, 2018. Public warrants which are received on or after such time will not be exercised, but will be redeemed.

For holders of public warrants who hold their warrants in "street name," provided that an Election to Purchase is received by Continental Stock Transfer & Trust Company at or prior to 5:00 p.m. New York City time on November 5, 2018, broker-dealers shall have two business days to deliver the public warrant to Continental Stock Transfer & Trust Company.

Any public warrant received which is received without the Election to Purchase having been duly executed and fully and properly completed will be deemed to have been delivered for redemption (at \$0.01 per public warrant), and not for exercise.

PROSPECTUS

A prospectus covering the common stock issuable upon the exercise of the public warrants (and the supplements thereto) is included in a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-217244) (the "SEC"). A copy of this prospectus and the supplements thereto is available at the SEC's Public Reference Room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The SEC also maintains an Internet website that contains a copy of this registration statement. The address of this site is www.sec.gov. To obtain a copy of the prospectus (and the supplements thereto), please send an email request to mpogharian@thesimplygoodfoodscompany.com.

REDEMPTION PROCEDURE

Payment of the amount to be received on redemption (\$0.01 per public warrant) will be made by the Company upon presentation and surrender of the public warrant for payment after 5:00 p.m. New York City time on November 5, 2018. Those who hold their shares in "street name" should contact their broker to determine their broker's procedure for redeeming their public warrants. Persons who are holders of record of their public warrants may redeem their public warrants by delivering their certificates representing their public warrants to:

Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, NY 10004
Attention: Reorganization Department
Telephone: (212) 509-4000

Any questions you may have about redemption and exercising your public warrants, may be e-mailed to mpogharian@thesimplygoodfoodscompany.com or directed to Continental Stock Transfer & Trust Company at its address and telephone number set forth above.

Sincerely,

/s/ Joseph E. Scalzo

Joseph E. Scalzo

President and Chief Executive Officer