

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>SCALZO JOSEPH</u>  (Last) (First) (Middle) 1225 17TH STREET, SUITE 1000  (Street) DENVER CO 80202  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO and President</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year) 11/10/2020		

**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	11/08/2020		A		29,193 <sup>(1)</sup>	A	\$0	109,903	D	
Common Stock	11/08/2020		F <sup>(2)</sup>		2,094	D	\$20.28	107,809 <sup>(3)(4)</sup>	D	
Common Stock								384,973 <sup>(3)</sup>	I	By GRAT

**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	\$20.28	11/08/2020		A		81,967		<sup>(5)</sup>	11/08/2030	Common Stock	81,967	\$0	81,967	D	

**Explanation of Responses:**

- 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, 2021, subject to the reporting person's continuous service with the issuer as of each vesting date.
- Represents shares withheld by the Issuer to cover the tax withholding obligations upon the vesting of RSUs.
- Effective February 14, 2020, the reporting person transferred his ownership of 384,973 shares of the issuer's common stock from direct ownership to indirect ownership by a grantor retained annuity trust (GRAT) of which the reporting person is the sole beneficiary and the sole trustee. This ownership was inadvertently not included on the original Form 4 filed on November 10, 2020.
- This amendment is also being filed to correct an inadvertent error in the amount of securities beneficially owned following this reported transaction.
- 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.

**Remarks:**

/s/ Timothy R. Kraft, as  
Attorney-in-Fact for Joseph E. Scalzo 12/09/2020

\*\* 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.