FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average I	burden								

0.5

hours per response:

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

				2. Is	suer	Nama a	1.7.1						$\neg$								
JAMES N	./1	1. Name and Address of Reporting Person*					2. Issuer Name <b>and</b> Ticker or Trading Symbol Simply Good Foods Co [ SMPL ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	KILTS JAMES M				Simply Good Foods Go [ Simile ]									X	Director		10% (	Owner			
st) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 09/06/2017										Officer (give below)	title	Other below	(specify				
II JIKEEI	, 5011E 1500			4 16	A		Data	f Original	Filed	(Month/Do	/\/a	\	+	In divid	uel er leint/	`*a [	Filing (Chaol: A	nalicable			
CC	) 8	30265	4. 11	4. II Amendment, Date of Original Filed (Month/Day/Year)									ne)	Form filed by One Reporting Person							
															Form filed by More than One Reporting Person						
(Sta	ate) (	Zip)																			
	Tabl	e I - Nor	n-Deriv	ative	Sec	curitie	s Acc	quired,	Dis	posed o	f, or	Bene	eficia	lly O	wned						
Date				Exec eay/Year) if any		xecution	recution Date, any		Transaction Disposed Code (Instr. 5)					nd S B	Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount			Price	Т	ransaction(s)			(Instr. 4)			
Common Stock 09.			09/06	5/2017				A		7,500 <sup>0</sup>	(1)	A \$0		0 7,500 <sup>(2)</sup>			D				
	Та													/ Owi	ned						
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		Date,	Transaction Code (Instr. B)		of Derivative (Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)			Amo Secu Und Deri Secu	ount of urities erlying vative urity (In: 4) Amo or Nun	ount	Deriva Securi	tive derivat ty Securit 5) Benefic Owned Follow Report Transa	ive ies cially ng ed ction(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(Statecurity (Institute of Conversion of Exercise Price of Derivative)	(State) ( Table curity (Instr. 3)  Stock  Ta  2. Conversion or Exercise Price of Derivative	CO 80265  (State) (Zip)  Table I - Norecurity (Instr. 3)  Stock  Table II - I (  2. (Month/Day/Year)  Conversion or Exercise (Month/Day/Year) Price of Derivative  Table II - I (  A. Deeme Execution if any (Month/Day/Year)	CO 80265  (State) (Zip)  Table I - Non-Derivative (Month/E)  Stock  Table II - Derivatire (e.g., pt. 2)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year)	CO 80265  (State) (Zip)  Table I - Non-Derivative Execurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Si (e.g., puts, c)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  (Month/Day/Year)	CO 80265  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Courity (Instr. 3)  Table II - Derivative Security  Table II - Derivative Security  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Conversion Or Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Accurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquived (e.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (month/Day/Year)  (Stock  Table II - Derivative Securities Acquived (e.g., puts, calls, warrants, (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Execution Date, if any (Month/Day/Year) (e.g., puts, calls, warrants, options or Exercise Price of Derivative Security  2. Transaction Date (e.g., puts, calls, warrants, options of Exercise (Month/Day/Year) (Month/Day/Year)  3. Transaction (e.g., puts, calls, warrants, options of Exercise (Month/Day/Year) (Month/Day/Year)  3. Transaction (b.g., puts, calls, warrants, options of Exercise (Month/Day/Year) (Month/Day/Year)  3. 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Transaction (b.g., puts, calls, warrants, options of Execution Date, if any (Month/Day/Year) (Month/Day/Yea	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Stock)  Table II - Derivative Securities Acquired, Dispate (Stock)  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Stock)  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Stock)  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dispate (Month/Day/Year)  Stock  Table II - Derivative Securities Acqu	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of Securities Acquired (Instr. 8)  Table II - Derivative Securities Acquired (Instr. 8)  Table II - Derivative Securities Acquired (Instr. 8)  Table II - Derivative Securities Acquired (Instr. 8)  Date Expiration Date (Instr. 8)  Expiration Date (Instr. 8)  Expiration	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Excurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (Disposed of (Di	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities)  4. Source (A) or (D)	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 ard 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 ard 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction (Date (Instr. 8)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Yea	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ogenerate (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Own (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Own (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Own (e.g., puts, calls, warrants, options, convertible securities)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Own (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Scurities Acquired, Disposed of, or Beneficially Own (e.g., puts, calls, warrants, options, convertible securities)  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Scurities Acquired (A) or Disposed of, or Beneficially Own (e.g., puts, calls, warrants, options, convertible securities)  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Title and Amount of Securities Acquired (A) or Disposed of (D) (Month/Day/Year)  (Month/Day/Year)  4. Total Amount (A) or Disposed of (D) (D) (Instr. 3, 4 and 5)  Amount of Amount o	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction Date (Pegorted Transaction)   4. Securities Acquired (A) or (Disposed of Ordinary)   5. Amount of Securities Date (Pegorted Transaction)   5. Amount of Securities Date (Pegorted Transaction)   6. Individual or Joint/Cline)   7. Transaction Date (Pegorted Transaction)   6. Individual or Joint/Cline)   7. Transaction Date (Pegorted Transaction)   7. Transaction Date (Month/Day/Year)   8. Drivative Securities Securities Securities Securities Securities Securities Security (Instr. 3)   8. Price of Disposed of (D) (Instr. 3, 4, and 5)   8. Price of Disposed of (D) (Instr. 3, 4, and 5)   8. Price of Disposed of (D) (Instr. 3, 4, and 5)   8. Price of Disposed of (D) (Instr. 3, 4, and 5)   8. Price of Disposed of (D) (Instr. 3, 4, and 5)   9. Number Objectivative Security (Instr. 3)   9. Number Objectivative Security (Instr. 4)   9. Number Objectivative Security (Instr. 4)   9. Number Objectivative Security (Instr. 4)   9. Number Objectivative Security (Instr. 5)   9. Number Objectivative Security (Instr. 6)   9. Number Objectivative Security (Instr. 6)	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Form filed by More Person  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 4)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (month/Day/Year)  (M	CO 80265  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Stock 09/06/2017 A 7,500(1) A \$0 7,500(2) D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year) (Month/Da			

## Explanation of Responses:

1. Represents a grant of restricted stock units under the Issuer's 2017 Omnibus Incentive Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of the Issuer's common stock. The units are scheduled to vest on the first anniversary of the date of grant.

2. Includes 7,500 restricted stock units subject to vesting and forfeiture restrictions

## Remarks:

/s/ Annita M. Menogan, as Attorney-in-Fact for James M. 09/08/2017 Kilts

\*\* 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.