

| 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) CEO and President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/28/2021 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 12/28/2021 | | M | | 77,823 ⁽¹⁾ | A | \$12 | 123,378 | D | |
| Common Stock | 12/28/2021 | | S | | 77,823 | D | \$41.6903 ⁽²⁾ | 45,555 | D | |
| Common Stock | 12/29/2021 | | M | | 22,177 ⁽¹⁾ | A | \$12 | 67,732 | D | |
| Common Stock | 12/29/2021 | | S | | 22,177 | D | \$41.7628 ⁽³⁾ | 45,555 | 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 | \$12 | 12/28/2021 | | M | | 77,823 | | (4) | 07/14/2027 | Common Stock | 77,823 | \$12 | 1,122,177 | D | |
| Options to Purchase Common Stock | \$12 | 12/29/2021 | | M | | 22,177 | | (4) | 07/14/2027 | Common Stock | 22,177 | \$12 | 1,100,000 | D | |

Explanation of Responses:

- The shares reported were acquired by the Reporting Person from exercising a stock option pursuant to Rule 10b5-1 Trading Plan. The purchase and sale reported on this Form 4 was completed pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on 8/16/2021.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$41.50 to \$42.02, inclusive. The reporting person undertakes to provide to the issuer, any stockholder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$41.50 to \$42.03, inclusive. The reporting person undertakes to provide to the issuer, any stockholder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The stock options vested in three substantially equal annual installments beginning on July 14, 2018. As a result, these stock options are fully vested.

Remarks:

/s/ Timothy R. Kraft, as
Attorney-in-Fact for Joseph E. Scalzo 12/30/2021

** 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.