

**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): **August 7, 2017**

The Simply Good Foods Company
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

001-38115
(Commission
File Number)

82-1038121
(I.R.S. Employer
Identification Number)

1050 17th Street, Suite 1500
Denver, CO
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(303) 633-2840**

Not Applicable
(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 7, 2017, Shaun Mara, Chief Administrative Officer and Chief Financial Officer of The Simply Good Foods Company (the “Company”), notified the Company that he would be resigning as the Company’s chief administrative officer and chief financial officer effective August 26, 2017. Mr. Mara has agreed to assist with the executive team transition and will continue to support the Company on strategic initiatives in an advisory role through November 30, 2017. In connection with the advisory role, Mr. Mara will remain an employee of the Company. Mr. Mara will remain eligible to receive his annual bonus for fiscal year 2017 from the Company.

In connection with Mr. Mara’s resignation, the Company determined on August 7, 2017 to promote Todd Cunfer, the Company’s Vice President Finance, to the position of Chief Financial Officer effective August 27, 2017. Mr. Cunfer is 52 years old. Mr. Cunfer joined the Company as Vice President Finance on July 10, 2017. Prior to joining the Company, Mr. Cunfer worked for The Hershey Company (NYSE: HSY) with over 20 years of financial planning and analysis, capital structure, treasury, supply chain management, strategic operations and merger and acquisition experience. Over his tenure with The Hershey Company, he served in a variety of senior executive finance roles leading the finance teams of multi-billion dollar businesses, including Vice President, Finance for the International business from March 2017 until July 2017, Vice President, Global Supply Chain Finance from February 2015 to March 2017, Vice President, North America Finance from February 2013 to February 2015, and Vice President, U.S. Finance from December 2010 to February 2013. Earlier in his career, Mr. Cunfer was a senior analyst for the United States Enrichment Corporation, a leading multi-billion dollar supplier of nuclear fuel to electric companies worldwide. He also served as Director, Financial Planning and Analysis for ICF Kaiser International, Senior Analyst, Financial Planning and International Finance for Lockheed Martin Corporation, and Corporate Finance, Venture Capital Officer for American Security Bank. Mr. Cunfer has a Master of Business Administration from The Darden School of Business, University of Virginia and Bachelor of Arts in Finance from College of William and Mary.

Mr. Cunfer has no family relationships that require disclosure pursuant to Item 401(d) of Regulation S-K and has not been involved in any transactions that require disclosure pursuant to Item 404(a) of Regulation S-K. There is no arrangement or understanding between Mr. Cunfer and any other person pursuant to which Mr. Cunfer was appointed as Chief Financial Officer of the Company.

Currently, pursuant to his offer letter (the “Offer Letter”) dated June 19, 2017, Mr. Cunfer receives a base salary of \$350,000 and participates in the Company’s annual bonus compensation program at a target level of 50% of his base salary. He also received a grant of options to purchase 132,147 shares of the Company’s common stock on July 14, 2017. It is anticipated that Mr. Cunfer’s cash and equity compensation may be adjusted in connection with his appointment, which adjustments have not been determined as of the date of this report.

The description of the Offer Letter set forth above is qualified in its entirety by the terms of the Offer Letter, a copy of which is attached as Exhibit 10.1 and is incorporated herein by reference. A press release announcing the resignation of Mr. Mara and Mr. Cunfer’s promotion to Chief Financial Officer is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	Offer Letter dated June 19, 2017 between Atkins Nutritionals, Inc. and Todd Cunfer.
99.1	Press Release dated August 11, 2017.

SIGNATURE

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.

Date: August 11, 2017

The Simply Good Foods Company

By: /s/ Annita M. Menogan
Annita M. Menogan
Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
10.1	Offer Letter dated June 19, 2017 between Atkins Nutritionals, Inc. and Todd Cunfer.
99.1	Press Release dated August 11, 2017.



June 15, 2017
(updated June 19, 2017)

Todd E. Cunfer

Dear Todd:

It is a pleasure to offer you the position of Vice President of Finance for Atkins Nutritionals, Inc. (the "Company") with a planned start date of Monday, July 10, 2017. You will report directly to Shaun Mara, Chief Administrative and Chief Financial Officer. In this role, you will lead our Financial Planning & Analysis organization. We believe your skills and experiences will be invaluable to Atkins Nutritionals as our organization grows and evolves over the next few years.

Summary offer terms:

- Your starting salary will be \$350,000.00 per year, payable in accordance with the Company's standard payroll practices and procedures.
- Your annual bonus target opportunity will be 50% of your annualized base salary and will be subject to the terms of the applicable Company bonus plans for the year at issue. Bonuses are paid out at the discretion of management and you must be an active employee of the Company on the payment date in order to receive any bonus. Your bonus opportunity will be prorated for fiscal 2017 based upon your starting employment date with the Company.
- You will be eligible to participate in the Simply Goods Foods Company 2017 Omnibus Incentive Plan once approved by our Board of Directors. Initial equity grant to be defined at a later date.
- Our Paid Time Off Program ("PTO") combines all accrued time off benefits into a single bank. It includes an employee's accrued vacation, personal, and sick days. During the first year of employment you will accrue paid time off at a rate of 2.25 days for every month of service. Under current policy, this equals a maximum of twenty-seven (27) days for a full calendar year.
- Company health benefits are available and include medical, dental, and vision plans as stipulated in the Atkins Nutritionals, Inc. Benefits Summary Sheet. Benefits begin on your first day of month following your start date of employment.

- In addition, the Company will provide relocation assistance to you, as you and your family relocates to the Denver, CO area as follows: the Company will arrange for temporary lodging from July 9 through July 31, we will provide you a housing stipend in the amount of \$3,000.00 per month for a maximum of twelve (12) months beginning August 1, 2017, and you will receive a miscellaneous relocation allowance, for all other incidentals, in the amount of \$5,000.00 to be paid within 30 days of your start date. All of these amounts are taxable income to you and will appear on your W-2 for the year the payment was disbursed to you or made on your behalf. These payments are considered taxable income and are subject to tax withholding in compliance with IRS regulations, therefore, you will receive a “net” check as reimbursement in the amounts listed herein. To help minimize your tax burden and to assist with the additional tax liability that results from reimbursed moving expenses, the Company will perform a tax assistance “gross-up” to you at year end.
- You will be eligible to participate in our 401(k) plan effective immediately. Although the Company may revise its policies at any time, currently the Company will match 50% of your 401(k) contribution up to 6% of your salary.
- You will be eligible for severance in the event of termination not for cause. The benefit is 18 months of base pay and bonus at the then target payout percentage of base salary for the role. A severance agreement will be provided separately.

As is customary, our offer of employment is subject to the satisfactory completion of all pre-employment processing, including reference checking and establishment of your identity and employment eligibility in the United States. In addition, you must inform us of any confidentiality agreements, non-disclosure agreements and/or non-compete agreements to which you are a party; failure to do so will result in immediate revocation of this offer or termination of employment. Your offer will also be contingent on our assessment of your ability to work with the Atkins team without breaching any such agreements.

This letter constitutes your entire offer and supersedes any previous verbal or written commitments. If you accept our offer, you will be required to adhere to the policies set forth in the Company’s employee handbook.

This offer is not intended to create a contract of employment for any specific period of time. The employment relationship is "at will," which means that if an employment relationship is established; the Company or employee may terminate the employment relationship at any time and for any reason, with or without notice or prior discipline.

You may indicate acceptance of this position by signing below and returning a signed copy of this letter to the Human Resources Department. We are pleased to make you the newest member of the Atkins Nutritionals, Inc. team. We are confident that you will make important contributions to the future success of the Company.

Sincerely,

Keri J. Sorce
Vice President of Human Resources
Atkins Nutritionals, Inc.

I acknowledge receipt of this letter and I accept the position offered.

Signature /s/ Todd Cunfer _____

Date 6/20/2017_____

The Simply Good Foods Company Announces Executive Leadership Transition Plan

Shaun Mara, Chief Financial Officer, to Leave the Company at the End of November

Todd Cunfer, Vice President Finance, and Veteran Consumer Packaged Goods Executive to Become Chief Financial Officer

Denver, CO, August 11, 2017 - The Simply Good Foods Company (NASDAQ: SMPL, SMPL.W) (“Simply Good Foods,” or the “Company”) today announced an executive leadership transition plan. Shaun Mara, Chief Administrative Officer and Chief Financial Officer, will step down from his role as of the fiscal year-end on August 26, 2017, and Todd Cunfer, Vice President Finance, will succeed him as Chief Financial Officer, effective August 27, 2017. Mr. Mara will assist with the executive team transition and continue to support the Company on strategic initiatives in an advisory role through November 30, 2017.

In addition, the Company announced Robert Gandert, Chief Customer and Business Development Officer will step down from his role as of fiscal year-end on August 26, 2017, and Jill Short, Senior Vice President of Sales, will be promoted to Chief Customer Officer, effective August 27, 2017. Ms. Short joined Atkins Nutritionals, Inc. in January 2008, and was part of the sales team that contributed to the turnaround and success of the Atkins® brand. Prior to joining Atkins, Ms. Short served in key sales leadership roles for more than 20 years with increasing responsibility at Muscle Milk, Abbott Nutrition including the EAS brand, and Kraft Foods.

“Shaun and Bob have played integral roles in our growth and development, including the completion of our successful merger transaction with Conyers Park, and on behalf of our board and management team, I want to thank them for their contributions,” commented Joseph E. Scalzo, President and Chief Executive Officer, of Simply Good Foods. “Over the next several weeks, Shaun will work closely with Todd through this transition. We are excited to have Todd, a seasoned leader with a proven track record of delivering results, assume the role of Chief Financial Officer. His significant financial and operational experience successfully managing and growing multi-billion dollar businesses will be integral as we further leverage our well-established brand and capitalize on our strategic growth initiatives.”

Mr. Scalzo continued, “Jill has significant experience in the nutritious snacking category and over the last few years her leadership with key customers has been instrumental for the growth and development of the Atkins brand. We look forward to her future contributions as we continue to grow Atkins consumption and execute on our compelling strategic growth initiatives.”

Mr. Cunfer, a veteran consumer packaged goods executive, joined The Simply Good Foods Company as Vice President Finance on July 10, 2017 from The Hershey Company (NYSE: HSY) with more than 20 years of financial planning and analysis, capital structure, treasury, supply chain management, commercial operations and merger and acquisition experience. Over his tenure with The Hershey Company, he served in a variety of senior executive finance roles, including head of finance for North America, Global Supply Chain, and International. Mr. Cunfer has a Master of Business Administration from The Darden School of Business, University of Virginia and Bachelor of Arts in Finance from College of William and Mary.

“I am proud of what we have built at Atkins over the last several years and believe the newly created Simply Good Foods Company is a very talented organization with a strong foundation for future growth,” commented Mr. Mara. “I look forward to supporting Todd to ensure a smooth transition, and then shifting my focus to continued corporate development activity.”

About The Simply Good Foods Company The Simply Good Foods Company, or “Simply Good Foods,” is the company created by the business combination of Conyers Park Acquisition Corp., with executive founders Jim Kilts and Dave West, long-time business leaders in the consumer products sector, and NCP-ATK Holdings, Inc. Today, our highly-focused product portfolio consists primarily of nutrition bars, ready-to-drink shakes, snacks and confectionery products marketed under the Atkins®, SimplyProtein®, Atkins Endulge®, Atkins Harvest Trail brand names. Simply Good Foods will look to expand its platform through 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 <https://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”, “believe”, “ensure”, “growth”, “continue”, “expect”, “aspires”, or the negative or other variations thereof and 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. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those described in the statements based on a number of factors, including but not limited to the following: changes in the business environment in which the Company operates including general financial, economic, regulatory and political conditions affecting the industry in which the Company operates; changes in consumer preferences and purchasing habits; the availability of or competition for other brands, assets or other opportunities for investment by the Company or to expand the Company’s business; changes in taxes, governmental laws, and regulations; competitive product and pricing activity; difficulties of managing growth profitably; the loss of one or more members of

Company's management teams; 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 Contacts

Katie Turner/ Rachel Perkins

ICR

646-277-1228

Katie.turner@icrinc.com

Rachel.perkins@icrinc.com