

Amplify Snack Brands, INC
Form POS AM
February 08, 2018

As filed with the Securities and Exchange Commission on February 7, 2018

Registration No. 333-214604

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Amplify Snack Brands, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

47-1254894
(I.R.S. employer

incorporation or organization)

identification no.)

500 West 5th Street, Suite 900

Austin, TX 78701

(512) 600-9893

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Thomas C. Ennis

President and Chief Executive Officer

500 West 5th Street, Suite 900

Austin, TX 78701

(512) 600-9893

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Martha E. McGarry

Thomas W. Greenberg

Maxim O. Mayer-Cesiano

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, NY 10036

(212) 735-3000

Approximate date of commencement of proposed sale to the public: Not applicable

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 (this Post-Effective Amendment), filed by Amplify Snack Brands, Inc., a Delaware corporation (the Company), relates to the Registration Statement on Form S-3 (Registration Number 333-214604) filed by the Company with the U.S. Securities and Exchange Commission on November 14, 2016 (the Registration Statement) pertaining to the registration of the securities described in the Registration Statement.

On December 17, 2017, the Company entered into an Agreement and Plan of Merger with The Hershey Company, a Delaware corporation (Parent), and Alphabet Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Parent (Purchaser), providing for, among other things, the merger of Purchaser with and into the Company, with the Company surviving as a wholly owned subsidiary of Parent (the Merger). The Merger became effective on January 31, 2018 (the Effective Time), pursuant to a Certificate of Merger filed with the Secretary of State of the State of Delaware.

As of the Effective Time, any issued and outstanding shares of Company common stock (the Shares) (other than any (i) Shares held in the treasury of the Company, (ii) Shares owned by Parent or Purchaser or their subsidiaries, (iii) Shares irrevocably accepted for purchase in the tender offer and (iv) Shares held by Company stockholders who properly demanded and perfected appraisal rights under Delaware law) were converted into the right to receive an amount in cash equal to \$12.00 per Share, net to the seller in cash, without any interest, but subject to and reduced by any required withholding of taxes.

As a result of the Merger, the Company has terminated any and all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking in the Registration Statement to remove from registration, by means of a post-effective amendment, any and all securities that were registered for issuance but remain unsold at the termination of the offering, the Company hereby removes from registration all securities registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on February 7, 2018.

AMPLIFY SNACK BRANDS, INC.

/s/ Thomas C. Ennis
By: Thomas C. Ennis

President and Chief Executive Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.