FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL			
OMB Number:	3235-0287		
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$\overline{}$	Check this box if no longer subject to Section 16. Form 4
	or Form E obligations may continue. Can Instruction 1/b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						or Section	11 30(11) 01 1116	investment C	ompany.	ACI 01 1940							
Name and Address of Reporting Person* Parker C Scott					2. Issuer Name and Ticker or Trading Symbol Simply Good Foods Co [SMPL]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director			er	
												X	Officer (give title	below)	Other (spe	ecify below)	
(Last) (First) (Middle) 1225 17TH STREET, SUITE 1000					3. Date of Earliest Transaction (Month/Day/Year) 11/08/2019								Cl	nief Marketi	ting Officer		
(Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individu	Individual or Joint/Group Filing (Check Applicable Line)				
DENVER C	0	80	202								X	X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (S	tate)	(Zip))														
			7	able I -	Non-Der	ivative Se	curities Ac	quired, D	ispose	d of, or Bene	ficially Ow	ned					
				2. Transact Date (Month/Day	Execu		3. Transaction 4. Securi Code (Instr. 8) 3, 4 and 9			rities Acquired (A) or Disposed Of (D d 5)		D) (Instr. 5. Amount of Securit Beneficially Owned F Reported Transaction		Ownership Form: rect (D) or Indirect (I) istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr.		
			(MOHUIDA)	(Mont	h/Day/Year)	Code V	ode V Amount		(A) or (D)		(Instr. 3 and 4)		311. 4)	4)			
Common Stock					11/08/2	019		A		6,593(1)	A	\$0	117,023		D		
				Table I						of, or Benefic rtible securit		d					
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. Transac (Instr. 8)	tion Code	Code 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 Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expira Date	tion Title		Amount or Number of Sha	es	Reported Transaction((Instr. 4)	ı(s)		
Options to Purchase Common Stock	\$24.15	11/08/2019		A		20.348	1	(2)	11/08/	2029 Com	non Stock	20 348	\$0	20.348	D		

Explanation of Responses:

- Explanation on responses.

 1. 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 equal annual installments beginning on November 8, 2020, subject to the reporting person's continuous service with the issuer as of each vesting date.

 2. The stock options vest in three equal annual installments beginning on November 8, 2020, 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 C. Scott Parker 11/13/2019

** Signature of Reporting Person

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Timothy R. Kraft, Neil J. Eckstein and Timothy A. Matthews, signing singly, to execute for and on behalf of the undersigned, in the undersigned's capacity as a director, director nominee, officer or beneficial owner of shares of commodial do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, so take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or pi This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 or Section 16

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of November, 2019.

By: /s/ C. Scott Parker
Name: C. Scott Parker
Title: Chief Marketing Officer