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 burden	
hours per response:	0.5

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

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Name and Address of Reporting Person*     HEALEY JAMES E				2. Issuer Name and Ticker or Trading Symbol Simply Good Foods Co [ SMPL ]							,	o Issuer			
(Last) (First) (Middle) 1225 17TH STREET, SUITE 1000				3. Date of Earliest Transaction (Month/Day/Year) 09/06/2019							Officer (give title below) Other (specify below)				
(Street)  DENVER CO 80202  (City) (State) (Zip)				If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
				3. Transaction 4. Secur Code (Instr. 8) 3, 4 and		4. Securi 3, 4 and 5	urities Acquired (A) or Disposed Of (C id 5)			Beneficially Owned		Following Direct (D) o		7. Nature of Indirect Beneficial	
					ode V Amount			(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		Ownership (Instr. 4)	
Common Stock				Α		3,0	3,011 <sup>(1)</sup> A		\$ <mark>0</mark>	50,178	50,178		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
3) Conversion or Exercise Price of Derivative Security				6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration		Derivative Security (Instr. 3 and 4		Amount or	Derivative Security (Instr. 5)		/e es ally ng d tion(s)	Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Table I	Simply  3. Date of 09/06/20  4. If Amen  2. Transaction date (Month/Day.  09/06/20  Table II - Deriva (e.g., p. 4. Transaction Code (Instr. 8)	2. Issuer Name and Tick Simply Good Fo  3. Date of Earliest Trans 09/06/2019  4. If Amendment, Date of Earliest Trans 09/06/2019  Table II - Derivative Securit any (Month Open Control of Earliest Actions of Earliest Transaction Code (Instr. 8)	2. Issuer Name and Ticker or Trading Simply Good Foods Co [  3. Date of Earliest Transaction (Month 09/06/2019  4. If Amendment, Date of Original File Acquired (Month/DaylYear) [August 24, 12] [August 24] [August 25] [August 26] [Augu	2. Issuer Name and Ticker or Trading Symbol Simply Good Foods Co [SMPL]  3. Date of Earliest Transaction (Month/Day/Yea 09/06/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Code (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Deemed Execution Date, if any (Month/Day/Year)  2. Transaction Date (Code (Instr. 1 any Code (Instr. 2 and 5))  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. Transaction Code (Instr. 3)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Date Date	2. Issuer Name and Ticker or Trading Symbol Simply Good Foods Co [ SMPL ]  3. Date of Earliest Transaction (Month/Day/Year) 09/06/2019  4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 2. Transaction Date (e.g., puts, calls, warrants, options, cor (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Dispose of of (D) (Instr. 3, 4 (Month/Day/Year) 6. Date Exercisa Sequiration Date (Instr. 8) Date E	2. Issuer Name and Ticker or Trading Symbol Simply Good Foods Co [SMPL]  3. Date of Earliest Transaction (Month/Day/Year) 09/06/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. 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Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)  3. Transaction Code (Instr. 8)  5. Relationship of Reporting P (Check all applicable) X Director Officer (give title  6. Individual or Joint/Group Fil X Form filed by Mo  5. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 8) 4. A Sound of Securities Acquired (A) or (D) Price (Instr. 3 and 4)  7. Title and Amount or Securities Underlying Derivative Security (Instr. 3 and 4)  8. Price of Derivative Security (Instr. 3 and 4)  8. Price of Derivative Security (Instr. 3 and 4)  8. Price of Derivative Security (Instr. 3 and 4)  8. Price of Derivative Security (Instr. 3)  9. Date Expiration Date (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol Simply Good Foods Co [ SMPL ]  3. Date of Earliest Transaction (Month/Day/Year) 09/06/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Month/Day/Year)  2. Transaction Port (Month/Day/Year)  2. Transaction Port (Month/Day/Year)  2. 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Securities Acquired (A) or Disposed Of (D) (Instr. 3)  4. So So So, 178  5. Amount of Securities Beneficially Owned Price (Instr. 4)  6. Deemed  7. Title and Amount of Securities Underlying Deemed  8. Price of Derivative Security (Instr. 3 and 4)	2. Issuer Name and Ticker or Trading Symbol Simply Good Foods Co [ SMPL ]  3. Date of Earliest Transaction (Month/Day/Year) 09/06/2019  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Whonth/Day/Year)  3. Transaction Code (Instr. 8)  3. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  5. Number of Derivative Securities Acquired (A) or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  4. Transaction Code (Instr. 8)  5. Number of Derivative Security (Instr. 3 and 4)  7. Title and Amount or Securities Underlying Date Expiration Date Expiration Date Expiration Date Expiration Amount or  5. Number of Derivative Security (Instr. 3 and 4)  8. Price of Derivative Security (Instr. 3 and 4)  8. Price of Derivative Security (Instr. 3 and 4)  9. Number of Derivative Security (Instr. 4)  10. Ownership Form: Direct (I) or indirect (I) (I)	

## Explanation of Responses:

1. Represents 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 on the first anniversary of the grant date

## Remarks:

/s/ Timothy R. Kraft, as Attorney-in-Fact for 09/10/2019 James E. Healey

\*\* 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Timothy R. Kraft and Timothy A. Matthews, signing singly, the undersigned's 1 (i) 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 common stor (ii) 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, Schedule (iii) 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 best 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 property 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 8th day of November, 2018.

By: /s/ James E. Healey
Name: James E. Healey
Title: Director