

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ELLIS JOSHUA D.</u> (Last) (First) (Middle) <u>C/O SNAP ONE HOLDINGS CORP.</u> <u>1800 CONTINENTAL BLVD., SUITE 200</u> (Street) <u>CHARLOTTE NC 28273</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Snap One Holdings Corp. [SNPO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/27/2021</u>	
	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	07/27/2021		A ⁽¹⁾		27,358	A	(1)	48,660 ⁽²⁾	D	
Common Stock	07/30/2021		P		10,000	A	\$18	58,660	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		Date Exercisable	Expiration Date					
Stock Options (Right to Buy)	\$18	07/27/2021		A ⁽³⁾		83,334	(4)	08/01/2029	Common Stock 83,334	(3)	83,334	D	
Stock Options (Right to Buy)	\$18	07/27/2021		A ⁽³⁾		38,612	(5)	08/01/2030	Common Stock 38,612	(3)	38,612	D	

Explanation of Responses:

1. Represents shares of restricted common stock received from the issuer in respect of unvested units held from two grants in Crackle Holdings L.P. prior to the consummation of the initial public offering of the issuer, which shares will vest in equal installments semi-annually on each August 1 and February 1 with final vesting dates of August 1, 2024 and August 1, 2025, respectively. These securities were previously reported on the Form 3 filed by the Reporting Person.
2. Includes shares received in a distribution from Crackle Holdings L.P. in respect of certain of the reporting person's previously held interests in Crackle Holdings L.P.
3. Represents stock options received by the reporting person in respect of certain of the reporting person's previously held interests in Crackle Holdings L.P. These securities were previously reported on the Form 3 filed by the Reporting Person, although the options were previously reported together as one class with an Expiration Date that was incorrectly stated as 07/27/2031.
4. Of these options, 58,334 are unvested options which will vest in equal installments semi-annually on each August 1 and February 1 with a final vesting date of August 1, 2024.
5. These options are unvested and will vest 20% on August 1, 2021 and thereafter in equal installments of 10% semi-annually on each February 1 and August 1 with a final vesting date of August 1, 2025.

/s/ JD Ellis 08/03/2021

** 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.