

☐ 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>Hess Galen Paul</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Product 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 <sup>(1)</sup>		93,312	A	(1)	236,859 <sup>(2)</sup>	D	
Common Stock	08/18/2021		S		8,893	D	\$16.875 <sup>(3)</sup>	227,966	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$18	07/27/2021		A <sup>(4)</sup>		202,451		(5)	10/23/2027	Common Stock	202,451	(4)	202,451	D	
Stock Options (Right to Buy)	\$18	07/27/2021		A <sup>(4)</sup>		45,278		(6)	12/01/2030	Common Stock	45,278	(4)	45,278	D	

Explanation of Responses:

1. Represents shares of restricted common stock received from the issuer in respect of unvested units held from three grants in Crackle Holdings L.P. prior to the consummation of the initial public offering of the issuer, of which (i) a portion will vest in equal installments on each October 23 and April 23 with a final vesting date of October 23, 2022, (ii) a portion will vest in equal installments on each December 1 and June 1 with a final vesting date of December 1, 2025 and (iii) a portion will vest subject to the satisfaction of certain performance-based vesting conditions on or prior to February 4, 2024. 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. On August 18, 2021, the underwriters of the initial public offering of the issuer exercised the over-allotment option in part. This amount represents the \$18.00 public offering price per share of the Common Stock of the Issuer less the underwriting discount of \$1.125 per share.
4. 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 Expiration Date on the Form 3 was incorrectly stated and has been corrected in the table above.
5. Of these options, as of July 27, 2021, 113,879 are unvested options which will vest as follows: (i) 37,960 will vest in equal installments on each October 23 and April 23 with a final vesting date of October 23, 2022 and (ii) 75,919 will vest subject to the satisfaction of certain performance-based vesting conditions on or prior to February 4, 2024.
6. Of these options, as of July 27, 2021, 45,278 are unvested options which will vest 20% on December 1, 2021 and thereafter in equal installments on each June 1 and December 1 with a final vesting date of December 1, 2025.

/s/ JD Ellis, Attorney-in-fact for 08/20/2021  
Galen Paul Hess

\*\* 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.