

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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.,</u> <u>SUITE 200</u> (Street) <u>CHARLOTTE NC</u> <u>28273</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/28/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Snap One Holdings Corp.</u> [<u>SNPO</u>]	
		4. 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>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	236,859 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to Buy)	(2)	07/27/2031	Common Stock	247,729	18	D	

Explanation of Responses:

1. Represents shares of common stock 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. and 93,312 additional shares of restricted common stock received from the issuer in respect of unvested units in Crackle Holdings L.P., of which (i) a portion will vest in equal installments on October 23 and April 23 with a final vesting date of October 23, 2022, (ii) a portion will vest in equal installments on 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.

2. Of these options, 159,175 are unvested options which will vest as follows: (i) 37,960 options will vest in equal installments on October 23 and April 23 with a final vesting date of October 23, 2022, (ii) 45,278 will vest 20% on December 1, 2021 and thereafter in equal installments on June 1 and December 1 with a final vesting date of December 1, 2025 and (iii) 75,919 will vest subject to the satisfaction of certain performance-based vesting conditions on or prior to February 4, 2024.

Remarks:

/s/ Joshua D. Ellis,
Attorney-in-fact for Galen 07/28/2021
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 5 (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, does hereby make, constitute and appoint each of Joshua D. Ellis, John Heyman and Michael Carlet, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Snap One Holdings Corp. (i) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, statements on Form 3, Form 4 and Form 5 (including any amendments thereto) and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID. The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to his or her ownership of or transactions in securities of Snap One Holdings Corp., unless earlier revoked in writing. The undersigned acknowledges that Joshua D. Ellis, John Heyman and Michael Carlet, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

By: /s/ Galen Paul Hess

Name: Galen Paul Hess

Date: July 8, 2021