

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Wagers Kenneth R III</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>C/O SNAP ONE HOLDINGS CORP.</p> <p>1800 CONTINENTAL BLVD., SUITE 200</p> <hr/> <p>(Street)</p> <p>CHARLOTTE NC 28273</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Snap One Holdings Corp. [SNPO]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>06/14/2024</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>Rule 10b5-1(c) Transaction Indication</p> <p><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</p>		

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	06/14/2024		D ⁽¹⁾		38,379	D	\$10.75 ⁽¹⁾	0	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					

Explanation of Responses:

1. On June 14, 2024, Resideo Technologies, Inc. ("Resideo") acquired the Issuer pursuant to an Agreement and Plan of Merger, dated as of April 14, 2024 (the "Merger Agreement"), by and among the Issuer, Resideo and Pop Acquisition Inc., a Delaware corporation and a wholly owned subsidiary of Resideo ("Merger Sub"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer (the "Merger") with the Issuer surviving the Merger as a wholly owned subsidiary of Resideo. At the Effective Time (as defined in the Merger Agreement), each issued and outstanding share of Issuer common stock, par value \$0.01 per share (the "Common Stock") (other than certain Excluded Shares (as defined in the Merger Agreement)) automatically converted into the right to receive \$10.75 per share in cash, without interest and less any applicable withholding taxes (the "Merger Consideration"). Any stock options held by the reporting person, if any, were cancelled in the Merger.

Remarks:

/s/ Joshua D. Ellis, Attorney-
in-fact for Kenneth R. Wagers 06/14/2024
III

** 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.