

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

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>RODE PAUL A</u> <hr/> (Last) (First) (Middle) <u>C/O BELLRING BRANDS, INC.</u> <u>2503 S. HANLEY ROAD</u> <hr/> (Street) <u>ST. LOUIS MO 63144</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/10/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>BELLRING BRANDS, INC. [BRBR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <u>CFO</u> Other (specify below)	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 <input type="checkbox"/> 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	46,907 ⁽¹⁾⁽²⁾	D	
Common Stock	11,159 ⁽¹⁾⁽³⁾	I	By 401(k)

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			
Employee Stock Option (right to buy)	(4)	11/12/2030	Common Stock	34,610 ⁽⁴⁾	20.05 ⁽⁴⁾	D	

Explanation of Responses:

1. Reflects securities held upon completion of the transactions under the transaction agreement and plan of merger entered into on October 26, 2021, as amended on February 28, 2022, whereby Post Holdings, Inc. ("Post") contributed its membership units of BellRing Brands, LLC into a newly-formed subsidiary, BellRing Distribution, LLC (which converted into a Delaware corporation prior to the distribution and was renamed "BellRing Brands, Inc.") ("New BellRing"), in exchange for New BellRing stock and New BellRing debt securities and distributed a portion of its New BellRing stock to Post shareholders in a pro-rata distribution, following which BellRing Intermediate Holdings, Inc. (formerly known as BellRing Brands, Inc.) ("Old BellRing") merged with a subsidiary of New BellRing and each outstanding share of Old BellRing Class A common stock was converted into one share of New BellRing common stock and \$2.97 in cash (collectively, the "Transactions").

2. Includes unvested restricted stock units of New BellRing received in the Transactions in respect of unvested restricted stock units of Old BellRing previously held by the Reporting Person, which awards continue to be subject to the same terms and conditions of the Old BellRing awards. Such awards may be adjusted to account for the cash consideration payable to stockholders of Old BellRing in the Transactions.

3. Reflects an approximate number of shares of NewBellRing received in connection with the Transactions in respect of shares of Post held by the Reporting Person through the Reporting Person's 401(k) account.

4. Reflects an option to purchase common stock of New BellRing, which was received by the Reporting Person in the Transactions. The original option grant of Old BellRing provided for vesting in equal annual installments over three years commencing November 12, 2021 (the "Original Option") and was assumed by New BellRing in connection with the Transactions and replaced with an option to purchase an equal number shares of New BellRing common stock, under the same terms and conditions as the Original Option. Such award may be adjusted to account for the cash consideration payable to stockholders of Old BellRing in the Transactions.

Remarks:

See attached Exhibit 24 - Power of Attorney.

/s/ Craig L. Rosenthal,
Attorney-in-Fact

03/10/2022

** 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 Craig L. Rosenthal, 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 BellRing Brands, Inc. (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 BellRing Brands, Inc. unless earlier revoked in writing. The undersigned acknowledges that Craig L. Rosenthal is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

By: /s/ Paul A. Rode

Name: Paul A. Rode

Date: March 10, 2022