

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>STEIN ELLIOT JR</u>  (Last) (First) (Middle) <u>C/O BELLRING BRANDS, INC.</u> <u>2503 S. HANLEY ROAD</u>  (Street) <u>ST. LOUIS MO 63144</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BELLRING BRANDS, INC. [ BRBR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2023</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	02/01/2023		A		3,800 <sup>(1)</sup>	A	\$0	23,385 <sup>(2)</sup>	D	
Common Stock								2,535	I	By Trust

**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. Each restricted stock unit represents a contingent right to receive one share of BellRing Brands, Inc. common stock granted under the BellRing Brands, Inc. 2019 Long-Term Incentive Plan. The restricted stock units vest in full on the first anniversary of the date of grant subject to the terms of the award agreement.

2. In connection with the transactions under the transaction agreement and plan of merger entered into on October 26, 2021, as amended on February 28, 2022, whereby BellRing Intermediate Holdings, Inc. (formerly known as BellRing Brands, Inc.) ("Old BellRing") merged with a subsidiary of Issuer and each outstanding share of Old BellRing Class A common stock was converted into one share of Issuer common stock and \$2.97 in cash (the "Cash Consideration" and such transactions the "Transactions"), awards under the Old BellRing 2019 Long-Term Incentive Plan were adjusted to account for the Cash Consideration paid to holders of Old Bell Ring common stock in the Transactions. The amount of securities beneficially owned following the reported transaction includes 34 additional RSUs received in connection with such adjustment that we inadvertently omitted from Reporting Person's May 16, 2022 Form 4 filing, which RSUs are subject to the same vesting terms as the underlying awards.

**Remarks:**

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

02/03/2023

\*\* 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.

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