

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>DAVENPORT DARCY HORN</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) PRES. AND CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2022</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			
Class A Common Stock	03/10/2022		D		44,552	D	(1)	85,515	D	
Class A Common Stock	03/10/2022		D		85,515 ⁽²⁾	D	(1)(2)	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						Title
Employee Stock Option (right to buy)	\$19.31	03/10/2022		D			76,000	(3)	11/20/2029	Class A Common Stock	76,000	(3)	0	D	
Employee Stock Option (right to buy)	\$20.05	03/10/2022		D			107,190	(4)	11/12/2030	Class A Common Stock	107,190	(4)	0	D	

Explanation of Responses:

- On March 10, 2022, Post Holdings, Inc. ("Post") and BellRing Intermediate Holdings, Inc. (formerly known as BellRing Brands, Inc.) ("Old BellRing") completed the transactions under the transaction agreement and plan of merger entered into on October 26, 2021, as amended on February 28, 2022, whereby 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 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").
- In connection with the Transactions, unvested restricted stock units of Old BellRing were assumed by New BellRing and continue to be subject to the same terms and conditions of the Old BellRing awards.
- Represents an option grant in the original amount of 96,000 shares which provided for vesting in equal annual installments over three years commencing November 20, 2020 (the "2019 Original Option"). The 2019 Original Option 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 2019 Original Option.
- Represents an option grant which provided for vesting in equal annual installments over three years commencing November 12, 2021 (the "2020 Original Option"). The 2020 Original Option 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 2020 Original Option.

Remarks:

/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 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.