

| 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>Geist John C</u> (Last) (First) (Middle) <u>C/O THE BOSTON BEER COMPANY, INC.</u> <u>ONE DESIGN CENTER PLACE</u> (Street) <u>BOSTON MA 02210</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>BOSTON BEER CO INC [SAM]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>Chief Sales Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2020</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 | 03/01/2020 | | A | | 3,418 ⁽¹⁾ | A | \$0.00 | 5,064 ⁽²⁾ | 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 |
| Stock Options (Right to buy) | \$191.1 | 03/01/2020 | | A | | 1,007 | | 03/01/2020 ⁽³⁾ | 12/31/2027 | Class A Common | 1,007 | \$0.00 | 1,007 | D | |
| Stock Option (Right to Buy) | \$370.79 | 03/01/2020 | | A | | 1,883 | | 03/01/2022 ⁽⁴⁾ | 02/28/2030 | Class A Common | 1,883 | \$0.00 | 1,883 | D | |

Explanation of Responses:

- Represents two grants of Restricted Stock Units ("RSUs") under the Issuer's Restated Employee Equity Incentive Plan ("EEIP"). The first grant is for 722 shares, which will vest in four equal installments over a four year period, provided that the Reporting Person remains employed by the Issuer on the applicable vesting date. The second grant is for 2,696 shares, which will vest on March 1, 2025, provided that the Reporting Person remains employed by the Issuer on that date.
- The shares reported include 5,064 shares of restricted stock subject to vesting conditions.
- The Performance-Based Stock Options were granted pursuant to the Issuer's EEIP. The extent to which the options were exercisable was dependent upon the Company achieving certain compounded annual growth rate targets based on net revenue growth in Fiscal Year 2019 over Fiscal Year 2017. The determination of the eligibility for vesting of these options was made by the Compensation Committee before March 1, 2020.
- The Performance-Based Stock Options were granted pursuant to the Issuer's EEIP. The extent to which the options may become exercisable will be dependent upon the Company achieving certain compounded annual growth rate targets based on net revenue growth in Fiscal Year 2021 over Fiscal Year 2019. The determination of the eligibility for vesting of these options will be made by the Compensation Committee before March 1, 2022.

Remarks:

Michael G. Andrews under
POA for the benefit of John C. Geist 03/02/2020

** 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.