

TreeHouse Foods, Inc.
Form 4
June 28, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Riordan Dennis F

(Last) (First) (Middle)

2021 SPRING ROAD, SUITE 600

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TreeHouse Foods, Inc. [THS]

3. Date of Earliest Transaction
(Month/Day/Year)

06/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Executive VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/26/2016 | | M ⁽¹⁾ | | 1,560 A \$ 0 | 50,905 | D |
| Common Stock | 06/26/2016 | | F ⁽²⁾ | | 449 D \$ 97.33 | 50,456 | D |
| Common Stock | 06/27/2016 | | M ⁽¹⁾ | | 1,410 A \$ 0 | 51,866 | D |
| Common Stock | 06/27/2016 | | F ⁽²⁾ | | 406 D \$ 98.28 | 51,460 | D |
| Common Stock | 06/27/2016 | | M ⁽¹⁾ | | 1,376 A \$ 0 | 52,836 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------|---|
| Common Stock | 06/27/2016 | F ⁽²⁾ | 396 | D | \$ 98.28 | 52,440 | D |
| Common Stock | 06/27/2016 | A ⁽³⁾ | 8,240 | A | \$ 0 | 60,680 | D |
| Common Stock | 06/27/2016 | F ⁽⁴⁾ | 2,913 | D | \$ 98.28 | 57,767 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---|-------|--|-----------------|---|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Unit | (5) | 06/27/2016 | | A | | 3,990 | | (6) | (6) | Common Stock | 3,990 |
| Non-qualified Stock Option (right to buy) | \$ 98.28 | 06/27/2016 | | A | | 19,520 | | (7) | (7) | Common Stock | 19,520 |
| Restricted Stock Unit | (5) | 06/26/2016 | | M ⁽¹⁾ | | | 1,560 | (6) | (6) | Common Stock | 1,560 |
| Restricted Stock Unit | (5) | 06/27/2016 | | M ⁽¹⁾ | | | 1,410 | (6) | (6) | Common Stock | 1,410 |
| Restricted Stock Unit | (5) | 06/27/2016 | | M ⁽¹⁾ | | | 1,376 | (6) | (6) | Common Stock | 1,376 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Riordan Dennis F
2021 SPRING ROAD
SUITE 600
OAK BROOK, IL 60523

Director 10% Owner Officer Other

Executive VP & CFO

Signatures

/s/Thomas E. O'Neill, as
attorney-in-fact

06/28/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Settlement of restricted stock units into shares of common stock.
 - (2) Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
 - (3) Settlement of non-derivative performance units for the performance period ended December 31, 2015, granted under the TreeHouse Equity and Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16(b)-3(d).
 - (4) Shares withheld by the Issuer to satisfy minimum tax withholding requirements.
 - (5) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
 - (6) The restricted stock units vest and settle in stock or cash in three approximately equal installments on each of the first three anniversaries of the grant date.
 - (7) The stock options have a ten-year term and will vest in three approximately equal installments on each of the first three anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.