

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

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Common Stock	06/27/2016	F <sup>(2)</sup>	396	D	\$ 98.28	52,440	D
Common Stock	06/27/2016	A <sup>(3)</sup>	8,240	A	\$ 0	60,680	D
Common Stock	06/27/2016	F <sup>(4)</sup>	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		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	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date			
Restricted Stock Unit	(5)	06/27/2016		A	V	(A)	(D)	(6)	(6)	Common Stock	3,9
Non-qualified Stock Option (right to buy)	\$ 98.28	06/27/2016		A		(A)		(7)	(7)	Common Stock	19,5
Restricted Stock Unit	(5)	06/26/2016		M <sup>(1)</sup>				(6)	(6)	Common Stock	1,5
Restricted Stock Unit	(5)	06/27/2016		M <sup>(1)</sup>				(6)	(6)	Common Stock	1,4
Restricted Stock Unit	(5)	06/27/2016		M <sup>(1)</sup>				(6)	(6)	Common Stock	1,3

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

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.

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