

TreeHouse Foods, Inc.  
Form FWP  
February 25, 2014

**Filed Pursuant to Rule 433**

**Registration No. 333-192440**

**February 25, 2014**

Final Term Sheet

**4.875% Senior Notes due 2022**

**Term Sheet**

**February 25, 2014**

**Issuer:** TreeHouse Foods, Inc.  
**Principal Amount:** \$400,000,000  
**Title of Securities:** 4.875% Senior Notes due 2022  
**Ratings:** Moody's Investors Service, Inc.: Ba2  
Standard & Poor's Ratings Services: BB  
**Maturity:** March 15, 2022  
**Offering Price:** 100.000%  
**Coupon:** 4.875%  
**Yield to Maturity:** 4.875%  
**Interest Payment Dates:** Each March 15 and September 15, commencing September 15, 2014  
**Record Dates:** March 1 and September 1  
**Optional Redemption:** Make-whole call at T+50 until March 15, 2017.

On or after March 15, 2017, at the prices set forth below for the years beginning on the dates set forth below, plus accrued and unpaid interest:

<b>Year</b>	<b>Price</b>
2017	103.656%
2018	102.438%
2019	101.219%
2020 and thereafter	100.000%

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**Equity Clawback:** Up to 35% at 104.875% prior to March 15, 2017

**Joint Book-Running Managers:** Merrill Lynch, Pierce, Fenner & Smith

Incorporated

J.P. Morgan Securities LLC

Wells Fargo Securities, LLC

BMO Capital Markets Corp

SunTrust Robinson Humphrey, Inc.

**Co-Managers:** Barclays Capital Inc.

KeyBanc Capital Markets Inc.

**Trade Date:** February 25, 2014  
**Settlement Date:** March 11, 2014 (T+10)  
**Distribution:** Registered Offering  
**Net Proceeds:** We estimate that the net proceeds of this offering will be approximately \$394 million, after deducting commissions payable to the underwriters.  
**CUSIP Number:** 89469A AB0  
**ISIN Number:** US89469AAB08

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement including a prospectus and a preliminary prospectus supplement with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus and preliminary prospectus supplement in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by calling any of the Joint Book-Running Managers at the numbers below, or by emailing BofA Merrill Lynch at [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com):

<b>BofA Merrill Lynch</b>	<b>800-294-1322 (toll free)</b>
<b>J.P. Morgan Securities LLC</b>	<b>866-803-9204 (toll free)</b>
<b>Wells Fargo Securities, LLC</b>	<b>800-326-5897 (toll free)</b>
<b>BMO Capital Markets Corp</b>	<b>800-414-3627 (toll free)</b>
<b>SunTrust Robinson Humphrey, Inc.</b>	<b>404-926-5463 (collect)</b>

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