

TreeHouse Foods, Inc.
Form 3
August 03, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ROBERTS LORI G | | (Month/Day/Year) | TreeHouse Foods, Inc. [THS] | |
| (Last) | (First) | (Middle) | 07/31/2015 | |
| 2021 SPRING ROAD,Â SUITE 600 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| OAK BROOK,Â ILÂ 60523 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP of HR | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|-------|-------|--------------|-------|---------|---|---|
| Restricted Stock Unit | Â (1) | Â (1) | Common Stock | 840 | \$ (2) | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | Â (3) | Common Stock | 2,610 | \$ 90.7 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | Â (4) | Common Stock | 4,900 | \$ 76.3 | D | Â |
| Restricted Stock Unit | Â (5) | Â (5) | Common Stock | 990 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBERTS LORI G 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523 | Â | Â | Â SVP of HR | Â |

Signatures

Thomas E. O'Neill, by Power of Attorney

08/03/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 (January 30, 2015).
 - (2) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
 - (3) 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 (January 30, 2015).
 - (4) 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 (June 26, 2015).
 - (5) 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 (June 26, 2015).

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.