

REED SAM K  
Form 4  
September 08, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
REED SAM K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2021 SPRING ROAD, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO, Chairman of the Board

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

OAK BROOK, IL 60523

(City) (State) (Zip)

**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)
Common Stock	09/07/2017		M <sup>(1)</sup>	V Amount (A) or (D)	Price \$ 24.06	70,647	D
Common Stock	09/07/2017		S <sup>(1)</sup>	V Amount (A) or (D)	Price \$ 65.95 (2)	69,667	D
Common Stock	09/07/2017		M <sup>(1)</sup>	V Amount (A) or (D)	Price \$ 24.06	79,867	D
Common Stock	09/07/2017		S <sup>(1)</sup>	V Amount (A) or (D)	Price \$ 66.33 (3)	69,667	D
	09/07/2017		M <sup>(1)</sup>	V Amount (A) or (D)	Price \$	69,967	D



## Signatures

Thomas E. O'Neill, by power of  
attorney

09/08/2017

\_\_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) Options exercised and underlying shares sold pursuant to a pre-established 10b5-1 trading plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.94 to \$65.98, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (2)
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.00 to \$66.83, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (3)
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.01 to \$67.02, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (4)
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.01 to \$67.02, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (5) The stock options were granted on June 27, 2008 and vested 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.