

Post Holdings, Inc.  
Form 8-K/A  
March 27, 2018

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

---

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 23, 2018

Post Holdings, Inc.

(Exact name of registrant as specified in its charter)

Missouri 1-35305 45-3355106

(State or other jurisdiction of (Commission File (IRS Employer Identification  
incorporation) Number) No.)

2503 S. Hanley Road

St. Louis, Missouri 63144

(Address, including Zip Code, of principal executive offices)

Registrant's telephone number, including area code: (314) 644-7600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.05. Costs Associated with Exit or Disposal Activities.

Post Holdings, Inc. (the “Company”) is filing this Amendment No. 1 to Form 8-K to provide estimates of the charges and costs it expects to incur in connection with the closure of its cereal manufacturing facility in Clinton, Massachusetts. On February 27, 2018, the Company announced its plan to close the facility. Subsequently, the Company engaged in discussions with the union representing the hourly employees at the Clinton facility to determine the impact to terms and conditions of employment for the unionized workers. These discussions were completed on March 21, 2018. The transfer of production capabilities and closure of the facility is currently expected to be completed by September 2019.

The Company currently expects to incur pre-tax charges of approximately \$22.1 million in connection with the closure and transfer of production capabilities to other Company facilities. Components of the pre-tax cash charges include approximately \$5.9 million in severance, retention and related expenses and non-cash charges of approximately \$16.2 million for accelerated depreciation expense. The Company estimates that approximately \$8.5 million and \$13.6 million of the charges will be incurred in fiscal years 2018 and 2019, respectively. Completion of the transfer and start-up of production at other Company facilities is estimated to require capital expenditures of approximately \$12.0 to 14.0 million.

Certain matters discussed in this Amendment No. 1 to Form 8-K are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the expected timing of the closure of the Clinton facility and the amount and timing of the expected charges associated with the closure. These forward-looking statements are sometimes identified from the use of forward-looking words such as “believe,” “should,” “could,” “potential,” “continue,” “expect,” “project,” “estimate,” “predict,” “anticipate,” “aim,” “intend,” “plan,” “forecast,” “target,” “is likely,” “will,” “can,” “may” or “would” or the negative of these expressions elsewhere in this Amendment No. 1 to Form 8-K. All forward-looking statements are subject to a number of important factors, risks, uncertainties and assumptions that could cause actual results to differ materially from those described in any forward-looking statements. These factors and risks include, but are not limited to, unanticipated developments that impact the expected timing and costs of the facility closure and other financial, operational and legal risks and uncertainties detailed from time to time in the Company’s cautionary statements contained in its filings with the Securities and Exchange Commission. These forward-looking statements represent the Company’s judgment as of the date of this Amendment No. 1 to Form 8-K. The Company disclaims, however, any intent or obligation to update these forward-looking statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 27, 2018 Post Holdings, Inc.  
(Registrant)

By: /s/ Diedre J. Gray  
Name: Diedre J. Gray  
Title: EVP, General Counsel & Chief Administrative Officer, Secretary