

Zadoks Jeff A
 Form 4
 November 15, 2018

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 *
 Zadoks Jeff A

(Last) (First) (Middle)

C/O POST HOLDINGS, INC., 2503
 S. HANLEY ROAD

(Street)

ST. LOUIS, MO 63144

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Post Holdings, Inc. [POST]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/13/2018

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)
 EVP & 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 Ownership (Instr. 4)
			Code	V Amount or Price			
Common Stock	11/13/2018		A	6,838 (1)	\$ 0	D	
Common Stock	11/13/2018		M	1,225	\$ 0	D	
Common Stock	11/13/2018		F	371 (2)	\$ 92.08	D	
Common Stock	11/14/2018		F	656 (3)	\$ 91.65	D	
Common Stock					8,350	I	By Trust

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- (2) Surrender of shares in payment of tax withholding due as a result of the vesting of 1,225 RSUs in accordance with Rule 16b-3.
- (3) Surrender of shares in payment of tax withholding due as a result of the vesting of 2,167 RSUs in accordance with Rule 16b-3.
- (4) The option to purchase 19,537 shares of common stock was awarded under the Post Holdings, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in equal annual installments over three years.
Each restricted stock unit represents a contingent right to receive one share of Post Holdings, Inc. common stock or a cash payment equal to the fair market value of one share of common stock at the Company's discretion upon vesting. The restricted stock units were awarded on November 13, 2017 under the Post Holdings, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in equal annual installments over three years.
- (5) One-third of the restricted stock units vest on each of the first, second, and third anniversaries of the date of grant without any action on the part of the participant.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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