



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Executive Officer Equity Awards

On November 14, 2016, the Corporate Governance and Compensation Committee (the “Committee”) of the Board of Directors of Post Holdings, Inc. (the “Company”) approved awards of non-qualified stock options to certain executive officers under the Post Holdings, Inc. 2016 Long-Term Incentive Plan (the “Plan”), with an exercise price of \$71.32, the closing market price of the Company’s common stock on the date of grant. These stock options vest in equal annual installments on the first, second and third anniversaries of the date of grant, subject to certain acceleration events described in the award agreements. The following table sets forth the non-qualified stock options which were awarded to these executive officers:

| Name                 | Position  | Stock Options |
|----------------------|---|---------------|
| Robert V. Vitale     | President and Chief Executive Officer                 | 192,000       |
| Jeff A. Zadoks       | SVP and Chief Financial Officer                       | 24,000        |
| James E. Dwyer, Jr.  | EVP; President and CEO, Michael Foods                 | 43,000        |
| Richard R. Koulouris | EVP; President and CEO, Private Brands                | 10,000        |
| Diedre J. Gray       | SVP, General Counsel and Chief Administrative Officer | 21,000        |

Also on November 14, 2016, the Committee approved awards of restricted stock units (“RSUs”) to certain executive officers under the Plan. The RSUs vest in equal installments on the first, second and third anniversaries of the date of grant, subject to certain acceleration events described in the award agreements. The RSUs awarded to Mr. Vitale are settled in common stock of the Company upon vesting. The RSUs awarded to the other executive officers are settled in either common stock of the Company or cash at the Company’s discretion upon vesting. The following table sets forth the RSUs which were awarded to these executive officers:

| Name                 | Position  | RSUs   |
|----------------------|---|--------|
| Robert V. Vitale     | President and Chief Executive Officer                 | 20,000 |
| Jeff A. Zadoks       | SVP and Chief Financial Officer                       | 6,500  |
| James E. Dwyer, Jr.  | EVP; President and CEO, Michael Foods                 | 8,000  |
| Richard R. Koulouris | EVP; President and CEO, Private Brands                | 6,000  |
| Diedre J. Gray       | SVP, General Counsel and Chief Administrative Officer | 6,500  |

(e) Approval of New Form of Award Agreements

Effective November 14, 2016, the Committee approved new forms of award agreements which will be used for grants of stock options, stock-settled and cash-settled restricted stock awards under the Plan, including the awards above. The new form of non-qualified stock option agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The new form of stock-settled restricted stock unit agreement is attached hereto as Exhibit 10.2 and is incorporated herein by reference. The new form of cash-settled restricted stock unit agreement is attached hereto as Exhibit 10.3 and is incorporated herein by reference. The new form of stock- or cash-settled restricted stock unit agreement is attached hereto as Exhibit 10.4 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

See Exhibit Index.

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 thereunto duly authorized.

Date: November 16, 2016 Post Holdings, Inc.  
(Registrant)

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

EXHIBIT INDEX

Number Description

- 10.1 Form of Non-Qualified Stock Option Agreement
- 10.2 Form of Stock-Settled Restricted Stock Unit Agreement
- 10.3 Form of Cash-Settled Restricted Stock Unit Agreement
- 10.4 Form of Stock- or Cash-Settled Restricted Stock Unit Agreement