

Zadoks Jeff A
Form 4
November 15, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	11/13/2018		A	Amount 6,838 (1)	A \$ 0 14,506	D	
Common Stock	11/13/2018		M	1,225	A \$ 0 15,731	D	
Common Stock	11/13/2018		F	371 (2)	D \$ 92.08 15,360	D	
Common Stock	11/14/2018		F	656 (3)	D \$ 91.65 14,704	D	
Common Stock					8,350	I	By Trust

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 92.08	11/13/2018		A		19,537		<u>(4)</u>	11/13/2028	Common Stock	19,537
Restricted Stock Units	<u>(5)</u>	11/13/2018		M		1,225		<u>(6)</u>	11/13/2027	Common Stock	1,225

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zadoks Jeff A C/O POST HOLDINGS, INC. 2503 S. HANLEY ROAD ST. LOUIS, MO 63144	EVP & CFO

Signatures

/s/ Diedre J. Gray,
Attorney-in-Fact

11/15/2018

__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).

Each restricted stock unit represents a contingent right to receive one share of Post Holdings, Inc. common stock. The restricted stock units were granted under the Post Holding, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in equal annual installments over three years.

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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)
- (6) 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.

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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