

ONeill Thomas Emmet III
 Form 4
 June 28, 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 *
 ONeill Thomas Emmet III

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

OAK BROOK, IL 60523

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/26/2018

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)
 Exec VP, Gen Counsel & CAO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/26/2018 | | M ⁽¹⁾ | 1,170 A \$ 0 | 134,416 | D | |
| Common Stock | 06/26/2018 | | F ⁽²⁾ | 329 D \$ 53.71 | 134,087 | D | |
| Common Stock | 06/26/2018 | | A ⁽³⁾ | 1,172 A \$ 0 | 135,259 | D | |
| Common Stock | 06/26/2018 | | F ⁽⁴⁾ | 330 D \$ 53.71 | 134,929 | D | |
| Common Stock | 06/27/2018 | | M ⁽¹⁾ | 1,083 A \$ 0 | 136,012 | D | |

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Common Stock 06/27/2018 F(2) 305 D \$ 53.22 135,707 D

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

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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 of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit | (5) | 06/26/2018 | | M(1) | 1,170 | (6) (6) | Common Stock | 1,170 |
| Restricted Stock Unit | (5) | 06/27/2018 | | M(1) | 1,083 | (7) (7) | Common Stock | 1,083 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| ONEILL Thomas Emmet III 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523 | Director 10% Owner Officer Other Exec VP, Gen Counsel & CAO |

Signatures

Thomas E. O'Neill 06/28/2018
 **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).

- (1) Settlement of restricted stock units into shares of common stock.
- (2) Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
- (3) Settlement of non-derivative performance units for the performance period ended December 31, 2017, granted under the TreeHouse Equity and Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- (4) Shares withheld to satisfy minimum tax withholding requirements upon settlement of non-derivative performance units.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (6) The grant date of the restricted stock units was June 26, 2015. The restricted stock units vest and settle in stock or cash in three approximately equal installments on each of the first three anniversaries of the grant date.
- (7) The grant date of the restricted stock units was June 27, 2016. The restricted stock units vest and settle in stock or cash 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.

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