

TreeHouse Foods, Inc.
Form 4
July 29, 2015

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 *
Sliva Christopher D

(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)
07/27/2015

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)

Executive Vice President

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 | 07/27/2015 | | M ⁽¹⁾ | | 2,287 A \$ 0 | 7,975 | D |
| Common Stock | 07/27/2015 | | F ⁽²⁾ | | 712 D \$ 80.41 | 7,263 | D |
| Common Stock | 07/27/2015 | | A ⁽³⁾ | | 7,508 A \$ 0 | 14,771 | D |
| Common Stock | 07/27/2015 | | F ⁽⁴⁾ | | 2,335 D \$ 80.41 | 12,436 | D |

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

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(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 of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit | \$ 80.41 | 07/27/2015 | | M ⁽¹⁾ | 2,287 | (5) (5) | Common Stock | 2,287 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sliva Christopher D 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523 | | | Executive Vice President | |

Signatures

/s/Thomas E. O'Neill, as attorney-in-fact
07/29/2015
**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 obligations upon vesting of restricted stock award.
- (3) Settlement of non-derivative performance units for the performance period ended December 31, 2014, granted under the TreeHouse Equity and Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16(b)-3(d).
- (4) Shares withheld to satisfy minimum tax withholding requirements upon vesting of performance stock unit award.
- (5) 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.

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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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