

Braun Clifford  
Form 3  
January 22, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Braun Clifford		(Month/Day/Year)	TreeHouse Foods, Inc. [THS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2021 SPRING RD,Â SUITE 600		01/11/2019		
(Street)			(Check all applicable)	
OAK BROOK,Â ILÂ 60523			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP, Chief Operations Officer	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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Non-Qualified Stock Option (Right to Buy)	Â (1)	Â (1)	Common Stock	4,700	\$ 79.36	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (2)	Â (2)	Common Stock	7,870	\$ 84.66	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (3)	Â (3)	Common Stock	7,680	\$ 98.28	D	Â
Restricted Stock Unit	Â (4)	Â (4)	Common Stock	477	\$ (5)	D	Â
Restricted Stock Unit	Â (6)	Â (6)	Common Stock	523	\$ (5)	D	Â
Restricted Stock Unit	Â (7)	Â (7)	Common Stock	9,890	\$ (5)	D	Â
Restricted Stock Unit	Â (8)	Â (8)	Common Stock	1,193	\$ (5)	D	Â
Restricted Stock Unit	Â (9)	Â (9)	Common Stock	7,140	\$ (5)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Braun Clifford 2021 SPRING RD SUITE 600 OAK BROOK, IL 60523	Â	Â	Â SVP, Chief Operations Officer	Â

## Signatures

Thomas E. O'Neill, by power of attorney

01/22/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The stock options have a ten-year term and will vest in three approximately equal installments on each of the first three anniversaries of the grant date (January 29, 2016).
  - (2) The stock options have a ten-year term and will vest in three approximately equal installments on each of the first three anniversaries of the grant date (March 31, 2017).
  - (3) The stock options have a ten-year term and will vest in three approximately equal installments on each of the first three anniversaries of the grant date (June 27, 2016).
  - (4) 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 (January 29, 2016).
  - (5) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
  - (6)

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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 (June 27, 2016).

- (7) The restricted stock units vest and settle in stock or cash as follows: 3,956 units on January 31, 2019 and 5,934 units on August 31, 2020.
- (8) 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 (March 31, 2017).
- (9) 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 (March 29, 2018).

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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