

Fleming Mark A  
Form 3  
January 22, 2019

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## 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 \*

Â Fleming Mark A

(Last) (First) (Middle)

2021 SPRING RD,Â SUITE 600

(Street)

OAK BROOK,Â ILÂ 60523

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/11/2019

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
SVP, Division President

5. If Amendment, Date Original Filed(Month/Day/Year)

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 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)

Common Stock

2,868

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### 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

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (Right to Buy)	Â (1)	Â (1)	Common Stock	2,130	\$ 79.94	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (2)	Â (2)	Common Stock	2,440	\$ 98.28	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (3)	Â (3)	Common Stock	2,560	\$ 84.66	D	Â
Restricted Stock Unit	Â (4)	Â (4)	Common Stock	217	\$ (5)	D	Â
Restricted Stock Unit	Â (6)	Â (6)	Common Stock	167	\$ (5)	D	Â
Restricted Stock Unit	Â (7)	Â (7)	Common Stock	386	\$ (5)	D	Â
Restricted Stock Unit	Â (8)	Â (8)	Common Stock	4,860	\$ (5)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fleming Mark A 2021 SPRING RD SUITE 600 OAK BROOK, IL 60523	Â	Â	Â SVP, Division President	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 (February 1, 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 (June 27, 2016).
- (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 (March 31, 2017).
- (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 (February 1, 2016).
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (6) 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).

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- (7) 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).
- (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 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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