

TreeHouse Foods, Inc.  
Form 8-K  
January 22, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 21, 2016**

**TREEHOUSE FOODS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Commission File Number: 001-32504**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**20-2311383**  
**(IRS Employer**  
**Identification No.)**

**2021 Spring Road**

**Suite 600**

**Oak Brook, IL**

**(Address of Principal Executive Offices)**

**60523**

**(Zip Code)**

**Registrant's telephone number, including area code: (708) 483-1300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure**

On January 21, 2016, TreeHouse Foods, Inc. ( TreeHouse ) issued a press release announcing the pricing of its private offering of \$775 million in aggregate principal amount of senior notes due 2024 (the Notes ). TreeHouse expects to use the proceeds of the Notes offering to finance, in part, its previously announced acquisition of the private brands business of ConAgra Foods, Inc. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Notes will be offered only to qualified institutional buyers in reliance on the exemption from registration pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act ), and to persons outside of the United States in compliance with Regulation S under the Securities Act. The Notes have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities or blue sky laws and foreign securities laws. This Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The information contained in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits:

| <b>Exhibit</b> | <b>Exhibit</b>                       |
|----------------|--------------------------------------|
| <b>Number</b>  | <b>Description</b>                   |
| 99.1           | Press release dated January 21, 2016 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TreeHouse Foods, Inc.**

Date: January 21, 2016

By: /s/ Thomas E. O Neill  
Thomas E. O Neill  
General Counsel, Executive Vice President,

Chief Administrative Officer and officer duly  
authorized to sign on behalf of the registrant

INDEX TO EXHIBITS

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|----------------|--------------------------------------|
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