

TreeHouse Foods, Inc.  
Form 8-K  
January 26, 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 20, 2016**

**TREEHOUSE FOODS, INC.**

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

**Commission File Number: 001-32504**

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

**2021 Spring Road**

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

**60523**

**Suite 600**

**Oak Brook, IL**

**(Address of Principal Executive Offices)**

**(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 1.01. Entry into a Material Definitive Agreement  
Underwriting Agreement**

On January 20, 2016, TreeHouse Foods, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Wells Fargo Securities, LLC, BMO Capital Markets Corp. and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named therein (the Underwriters ), relating to the issuance and sale by the Company of 11,538,461 shares (the Shares ) of the Company s common stock, par value \$0.01 per share (the Common Stock ), at a price to the public of \$65.00 per share. The Company also granted to the Underwriters the right to purchase up to an additional 1,730,769 shares of Common Stock, which right the Underwriters exercised on January 21, 2016. The Shares were offered and sold pursuant to the Company s automatic shelf registration statement (Registration No. 333-192440) (the Registration Statement ).

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

Certain of the Underwriters and their respective affiliates perform and have performed commercial and investment banking and advisory services for the Company and its affiliates from time to time for which they receive and have received customary fees and expenses. In addition, the Underwriters and their respective affiliates may, from time to time, engage in transactions with and perform services for the Company and its affiliates in the ordinary course of business for which they will receive fees and expenses.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein. The above description of the material terms of the Underwriting Agreements does not purport to be complete and is qualified in its entirety by reference to Exhibit 1.1.

The Company expects to use the net proceeds from the offering of the Shares to fund, in part, the Acquisition; however, the common stock offering is not conditioned on the closing of such acquisition of the Private Brands Business.

**Item 8.01. Other Events**

On January 26, 2016, the Company closed the public offering for an aggregate of 13,269,230 shares of Common Stock, which included an additional 1,730,769 shares that were sold pursuant to an option granted to the underwriters. This offering was made pursuant to the Company s effective registration statement on Form S-3 (File No. 333-192440) filed with the Securities and Exchange Commission on November 20, 2013 and the related prospectus supplement. A legal opinion relating to the Shares is included as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

<b>Exhibit</b>	<b>Exhibit</b>
<b>Number</b>	<b>Description</b>

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- 1.1 Underwriting Agreement, dated January 20, 2016, among Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Wells Fargo Securities, LLC, BMO Capital Markets Corp. and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named therein and the Company
- 5.1 Opinion of Winston & Strawn LLP

**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 26, 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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5.1	Opinion of Winston & Strawn LLP