

Post Holdings, Inc.  
Form 8-K  
August 07, 2017

**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): August 7, 2017**

**Post Holdings, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**1-35305**  
**(Commission File**  
**Number)**

**45-3355106**  
**(IRS Employer Identification**  
**Number)**

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**2503 S. Hanley Road**

**St. Louis, Missouri 63144**

**(Address, including Zip Code, of Principal Executive Offices)**

**Registrant's telephone number, including area code: (314) 644-7600**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On August 7, 2017, Post Holdings, Inc. (the Company ) announced that it intends to commence a private offering to eligible purchasers, subject to market and other conditions, of \$500.0 million in aggregate principal amount of 5.75% senior notes due 2027 (the Offering ). The Company intends to use the net proceeds from the proposed offering for general corporate purposes, which could include, among other things, financing acquisitions, repayment of indebtedness, working capital and capital expenditures.

This Current Report on Form 8-K is not an offer to purchase or a solicitation of an offer to sell any of the senior notes.

A copy of the press release issued in connection therewith is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

See Exhibit Index.

**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 thereunto duly authorized.

Date: August 7, 2017

**Post Holdings, Inc.**  
(Registrant)

By: /s/ Diedre J. Gray

Name: Diedre J. Gray

Title: SVP, General Counsel & Chief

Administrative Officer, Secretary

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>                 |
|--------------------|------------------------------------|
| 99.1               | Press Release dated August 7, 2017 |