
**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): October 28, 2010

TREEHOUSE FOODS, INC.

(Exact Name of Registrant as Specified in Charter)

Commission File Number: 001-32504

Delaware

(State or Other Jurisdiction of Incorporation)

Two Westbrook Corporate Center
Suite 1070
Westchester, IL

(Address of Principal Executive Offices)

20-2311383

(IRS Employer Identification No.)

60154

(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))
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Item 2.01. Completion of Acquisition or Disposition of Assets

On October 28, 2010, TreeHouse Foods, Inc. (the “Company”) announced that it had completed the acquisition of all of the issued and outstanding shares of capital stock of STSF Holdings, Inc. (“Holdings”). S.T. Specialty Foods, Inc., a wholly-owned subsidiary of Holdings (“S.T. Specialty Foods”), headquartered in Brooklyn Park, Minnesota, produces private label macaroni and cheese, skillet dinners and other value-added side dishes and salads. The Company’s press release announcing the closing of the acquisition is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Company completed the acquisition pursuant to a Securities Purchase Agreement, dated as of September 13, 2010, among the Company, Holdings and STSF Holdings LLC (“Seller”), for a purchase price of \$180 million, excluding adjustments for working capital and other items. Pursuant to the terms of the Securities Purchase Agreement, the Company and Seller entered into an Earnout Agreement providing for the payment of up to an additional \$15 million to Seller if S.T. Specialty Foods achieves certain earnings targets for the 12-month period ending December 31, 2010. The Company financed the transaction through borrowings under its amended and restated credit agreement.

Following the completion of the acquisition, Holdings and S.T. Specialty Foods will become guarantors under the Company’s amended and restated credit agreement and the indentures governing the Company’s 6.03% senior notes due 2013 and 7.750% senior notes due 2018.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release dated October 28, 2010

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: October 28, 2010

By: /s/ Thomas E. O'Neill

Name: Thomas E. O'Neill

Title: General Counsel, Senior Vice President, Chief
Administrative Officer and officer duly
authorized to sign on behalf of the registrant

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release dated October 28, 2010



NEWS RELEASE

Contact: Investor Relations
708.483.1300 Ext 1331

TreeHouse Foods Completes Acquisition of S.T. Specialty Foods; Amends and Increases Credit Facility to \$750 Million

WESTCHESTER, Ill., October 28, 2010 /PRNewswire via COMTEX/ — TreeHouse Foods, Inc. (NYSE: THS) announced today that it has completed the previously announced acquisition of S.T. Specialty Foods for \$180 million, plus up to an additional \$15 million if the company achieves certain earnings targets for the 12 month period ending December 31, 2010. S.T. Specialty Foods, Inc., headquartered in Brooklyn Park, Minnesota, produces private label macaroni and cheese, skillet dinners and other value-added side dishes and salads.

Prior to the closing, on October 27, 2010, TreeHouse amended and restated its revolving credit facility. The Amended and Restated Credit Agreement extends the maturity of the Company's revolving credit facility from August 31, 2011 until October 27, 2015 and increases the amount available under the revolving credit facility from \$600 million to \$750 million. The covenants under the Amended and Restated Credit Agreement are substantially consistent with those contained in the Company's prior credit agreement. The interest rate under the Amended and Restated Credit Agreement is based on the Company's consolidated leverage ratio, and will be determined by either LIBOR plus a margin ranging from 1.50% to 2.50%, or a base rate (as defined in the Amended and Restated Credit Agreement) plus a margin ranging from 0.50% to 1.50%.

The proceeds of the Amended and Restated Credit Agreement were used to refinance the Company's existing credit facility, fund the acquisition purchase price, and pay related transaction costs. Upon closing of the S.T. Specialty Foods transaction, approximately \$200 million of the Amended and Restated Credit Agreement remained undrawn and available.

About TreeHouse Foods

TreeHouse is a food manufacturer servicing primarily the retail grocery and foodservice channels. Its products include non-dairy powdered coffee creamer; canned soup, salad dressings and sauces; sugar free drink mixes and sticks; instant oatmeal and hot cereals; macaroni and cheese, skillet dinners and other value-added side dishes and salads; salsa and Mexican sauces; jams and pie fillings under the E.D. Smith brand name; pickles and related products; infant feeding products; and other food products including aseptic sauces, refrigerated salad dressings, and liquid non-dairy creamer. TreeHouse believes it is the largest manufacturer of pickles and non-dairy powdered creamer in the United States and the largest manufacturer of private label salad dressings, drink mixes and instant hot cereals in the United States and Canada based on sales volume.