

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**TREEHOUSE FOODS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**20-2311383**

(I.R.S. Employer Identification No.)

**2021 Spring Road, Suite 600**

**Oak Brook, Illinois 60523**

(Address of Principal Executive Offices, Zip Code)

**TreeHouse Foods, Inc. Equity and Incentive Plan**

(Full title of the plan)

**Kristy N. Waterman**

**Executive Vice President, Chief Human Resources Officer, General Counsel, and Corporate Secretary  
TreeHouse Foods, Inc.**

**2021 Spring Road, Suite 600**

**Oak Brook, Illinois 60523**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

**Krista P. Hanvey  
Gibson, Dunn & Crutcher LLP  
2001 Ross Avenue, Suite 2100  
Dallas, TX 75201-2923  
(214) 698-3425**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 is being filed by TreeHouse Foods, Inc., a Delaware corporation (the “Registrant”), in order to register an additional 5,000,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”), that may be issued under the TreeHouse Foods, Inc. Equity and Incentive Plan (f/k/a the TreeHouse Foods, Inc. 2005 Long-Term Stock Incentive Plan), as amended and restated effective April 27, 2023 (the “Plan”), which shares of Common Stock are securities of the same class and relate to the same employee benefit plan as those shares registered on the Registrant’s registration statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on June 28, 2005 ([Registration No. 333-126161](#) as amended by the [Post-Effective Amendment No. 1 filed on April 2, 2008](#)), April 2, 2008 ([Registration No. 333-150053](#)), August 15, 2012 ([Registration No. 333-183321](#)), August 6, 2015 ([Registration No. 333-206161](#)), March 23, 2018 ([Registration No. 333-223899](#)), and April 30, 2019 ([Registration No. 333-231122](#)) which are hereby incorporated by reference.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	<a href="#">Restated Certificate of Incorporation of TreeHouse Foods, Inc., as amended on May 26, 2023 (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed with the Commission on May 30, 2023).</a>
4.2	<a href="#">Amended and Restated By-Laws of TreeHouse Foods, Inc., as amended on May 26, 2023 (incorporated by reference to Exhibit 3.3 to the Registrant’s Current Report on Form 8-K filed with the Commission on May 30, 2023).</a>
4.3	<a href="#">TreeHouse Foods, Inc. Equity and Incentive Plan, as amended and restated effective April 27, 2023 (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on May 2, 2023).</a>
5.1*	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP.</a>
23.1*	<a href="#">Consent of Independent Registered Accounting Firm, Deloitte &amp; Touche LLP.</a>
23.2*	<a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included on the signature page to this Registration Statement).</a>
107.1*	<a href="#">Filing Fee Table.</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oak Brook, State of Illinois, on, June 2, 2023.

TreeHouse Foods, Inc.

By: /s/ Kristy N. Waterman  
Name: Kristy N. Waterman  
Title: Executive Vice President,  
Chief Human Resources  
Officer, General Counsel, and  
Corporate Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven Oakland and Kristy N. Waterman and each of them (with full power to each of them to act alone), his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Steven Oakland Steven Oakland	Chief Executive Officer, President and Chairman ( <i>principal executive officer</i> )	June 2, 2023
/s/ Patrick M. O'Donnell Patrick M. O'Donnell	Executive Vice President and Chief Financial Officer ( <i>principal financial and accounting officer</i> )	June 2, 2023
/s/ Mark R. Hunter Mark R. Hunter	Director	June 2, 2023
/s/ Linda K. Massman Linda K. Massman	Director	June 2, 2023
/s/ Scott D. Ostfeld Scott D. Ostfeld	Director	June 2, 2023
/s/ Jill A. Rahman Jill A. Rahman	Director	June 2, 2023
/s/ Joseph E. Scalzo Joseph E. Scalzo	Director	June 2, 2023
/s/ Jean E. Spence Jean E. Spence	Director	June 2, 2023
/s/ Jason J. Tyler Jason J. Tyler	Director	June 2, 2023

## GIBSON DUNN

Gibson, Dunn & Crutcher LLP  
2001 Ross Avenue  
Dallas, TX 75201  
Tel 214.698.3100  
gibsondunn.com

June 2, 2023

TreeHouse Foods, Inc.  
2021 Spring Road, Suite 600  
Oak Brook, Illinois 60523

Re: TreeHouse Foods, Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “Registration Statement”), of TreeHouse Foods, Inc., a Delaware corporation (the “Company”) filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), in connection with the offering by the Company of up to 5,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), issuable to eligible individuals under the TreeHouse Foods, Inc. Equity and Incentive Plan (as amended and restated, the “Plan”).

We have examined the Plan and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. We have also made such other investigations as we have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the shares of Common Stock issuable under the Plan, when issued and sold in accordance with the terms of the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

# GIBSON DUNN

TreeHouse Foods, Inc.  
June 2, 2023  
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We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the “DGCL”). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the law of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ GIBSON, DUNN & CRUTCHER LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 13, 2023 relating to the financial statements of TreeHouse Foods, Inc. and the effectiveness of TreeHouse Foods, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of TreeHouse Foods, Inc. for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois  
June 2, 2023

**Calculation of Filing Fee Tables****FORM S-8**  
(Form Type)**TREEHOUSE FOODS, INC.**  
(Exact Name of Registrant as Specified in its Charter)Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	Rule 457(a) (2)	5,000,000 (3)	\$48.47	\$242,350,000	\$110.20 per \$1,000,000	\$26,706.97
<b>Total Offering Amounts</b>					\$242,350,000		\$26,706.97
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$26,706.97

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall be deemed to cover any additional shares of common stock, par value \$0.01 per share (the “Common Stock”) of TreeHouse Foods, Inc. that may be issued pursuant to the TreeHouse Foods, Inc. Equity and Incentive Plan (the “Plan”) to prevent dilution from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on the New York Stock Exchange, on May 26, 2023.
- (3) Represents 5,000,000 additional shares of Common Stock reserved for issuance under the Plan.