
**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): February 24, 2011

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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 24, 2011, the Board of Directors (the “Board”) of TreeHouse Foods, Inc. (the “Company”) amended Article I, Section 1.9 of the Amended and Restated By-laws of the Company (the “By-laws”) to adopt a majority vote standard in uncontested director elections. The new majority vote standard provides that to be elected in an uncontested election, a director nominee must receive the affirmative vote of a majority of the votes cast so that the number of votes cast “for” a director nominee exceeds the number of votes cast “against” that director nominee. A plurality vote standard will be retained for the election of directors only in the event of a contested election. Additionally, if an incumbent director nominee is not elected in a uncontested election, such director shall promptly tender his or her resignation to the Board for consideration in accordance with the Company’s Corporate Governance Guidelines. The amendment to the By-laws was effective as of February 24, 2011.

The text of the amendment to the By-laws is set forth in Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit Number	Description
3.1	Text of Amendment to the Amended and Restated By-laws of TreeHouse Foods, Inc.

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: February 25, 2011

By: /s/ Thomas E. O'Neill
Thomas E. O'Neill
General Counsel, Senior Vice President, Chief
Administrative Officer and officer duly
authorized to sign on behalf of the registrant

INDEX TO EXHIBITS

Exhibit Number	Description
3.1	Text of Amendment to the Amended and Restated By-laws of TreeHouse Foods, Inc.

**AMENDMENT TO THE
AMENDED AND RESTATED BY-LAWS
OF
TREEHOUSE FOODS, INC.**

Article I, Section 1.9 of the By-laws is amended as set forth below (with deletions indicated by strikethrough and additions indicated by underline):

1.9 Action at Meeting.

(a) When a quorum is present at any meeting, any matter other than the election of directors to be voted upon by the stockholders at such meeting shall be decided by the affirmative vote of the holders of a majority in voting power of the shares of stock present or represented and voting on such matter (or if there are two or more classes of stock entitled to vote as separate classes, then in the case of each such class, the holders of a majority in voting power of the shares of stock of that class present or represented and voting on such matter), except when a different vote is required by applicable law, the Restated Certificate of Incorporation or these By-laws. ~~When a quorum is present at any meeting, any election by stockholders of directors shall be determined by a plurality of the votes cast by the stockholders entitled to vote on the election.~~

(b) When a quorum is present at any meeting for the election of directors, each director shall be elected by the vote of a majority of votes cast with respect to that director's election, provided that if, as of the 10th day preceding the date the corporation first provides notice of such meeting in accordance with these By-laws, the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this Section 1.9, a "majority of votes cast" shall mean that the number of votes cast "for" a director's election exceeds the number of votes cast "against" that director's election (with "abstentions" and "broker non-votes" not counted as votes cast either "for" or "against" that director's election). In the event an incumbent director fails to receive a majority of votes cast in an election that is not a Contested Election, such incumbent director shall immediately tender his resignation in accordance with the procedures established by the Nominating and Corporate Governance Committee. The Board of Directors shall determine whether to accept the resignation or take other action, through a process managed by the Nominating and Corporate Governance Committee and following a recommendation of that committee. If such director's resignation is not accepted by the Board of Directors, such director shall continue to serve until his successor is duly elected, or until his subsequent death, retirement, removal or resignation in accordance with its terms.