

FORM 4

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

1. Name and Address of Reporting Person * WATERMAN KRISTY N. (Last) (First) (Middle) 2021 SPRING ROAD, SUITE 600 (Street) OAK BROOK, IL 60523 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TreeHouse Foods, Inc. [THS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ☒ Officer (give title below) _____ Other (specify below) EVP, General Counsel and CHRO
3. Date of Earliest Transaction (MM/DD/YYYY) 2/11/2026		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/11/2026		D		32,324	D	(1)	0	D	
Common Stock (2)	2/11/2026		M		34,040	A	(1)(2)	34,040	D	
Common Stock (2)	2/11/2026		D		34,040	D	(1)(2)	0	D	
Common Stock	2/11/2026		A		60,398	A	(1)(4)	60,398	D	
Common Stock	2/11/2026		D		60,398	D	(1)(4)	0	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(2)	2/11/2026		M			34,040	(3)	(3)	Common Stock	34,040	(1)(3)	0	D	

Explanation of Responses:

- (1) Pursuant to the Agreement and Plan of Merger ("Merger Agreement"), dated as of November 10, 2025, by and among TreeHouse Foods, Inc. ("TreeHouse"), Industrial F&B Investments II, Inc. ("Parent"), and Industrial F&B Investments III, Inc. ("Merger Sub"), Merger Sub merged with and into TreeHouse, with TreeHouse surviving the merger as a wholly owned subsidiary of Parent (the "Merger"). At the effective time of the Merger (the "Effective Time"), each share of TreeHouse's common stock, par value \$0.01 per share, that was issued and outstanding immediately prior to the Effective Time was automatically canceled and converted into the right to receive (i) \$22.50 in cash, less applicable taxes and withholding and (ii) one contractual contingent value right, which represents the right to receive a portion of the net proceeds, if any, resulting from certain litigation relating to part of TreeHouse's coffee business (clauses (i) and (ii) collectively, the "Merger Consideration").
- (2) Reflects vested restricted stock units ("RSUs") further described in footnote three below.
- (3) Each RSU represents a contingent right to receive one share of common stock of TreeHouse. Pursuant to the Merger Agreement, each RSU that was outstanding as of immediately prior to the Effective Time became fully vested and was automatically canceled and converted into the right to receive the Merger Consideration, less applicable taxes and withholding.
- (4) Pursuant to the Merger Agreement, each performance share unit ("PSU") with respect to TreeHouse common stock subject to performance-based vesting conditions that was outstanding as of immediately prior to the Effective Time became vested in the number of shares of TreeHouse common stock assuming

that 130% of target level of performance had been achieved, and each such PSU was automatically canceled and converted into the right to receive the Merger Consideration, less applicable taxes and withholding, and any unvested portion was automatically canceled for no consideration.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATERMAN KRISTY N. 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523			EVP, General Counsel and CHRO	

Signatures

/s/ Kristy N. Waterman

2/11/2026

**
Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.