

TREEHOUSE FOODS, INC.

FORM 8-K (Unscheduled Material Events)

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**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): November 16, 2005 (November 16, 2005)

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.)

Two Westbrook Corporate Center

Suite 1070

Westchester, IL 60154

(Address of Principal Executive Offices)

60515

(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))

Item 2.05. Costs Associated with Exit or Disposal Activities

On November 16, 2005, TreeHouse Foods, Inc. (NYSE: THS) (the “Company”) issued a press release announcing the intention of its Bay Valley Foods division to close its facilities in La Junta, Colorado by June 1, 2006. Also, on November 16, 2005, employees of the La Junta facilities were notified of the Company’s intentions.

The closing of the La Junta facilities is the result of a reduction in the Company’s pickle business and a significant increase in overhead costs, making it necessary to consolidate the Company’s manufacturing network. Included in the estimated \$13.7 million to \$14.9 million fourth quarter pre-tax charge to operating income are cash expenditures of approximately \$3.5 million. Included in the cash expenditures are estimated severance and benefit costs of \$1.1 million, costs to remove, relocate and install manufacturing equipment at other Company facilities of \$.5 million, costs to maintain and secure facilities prior to sale or other disposition of \$.5 million, costs to terminate leases and contracts of \$.4 million, and costs to transfer raw material and finished goods inventory to other Company facilities of \$.3 million. The Company estimates that approximately \$1.0 million of the cash expenditures will be incurred in 2006, \$2.0 million will be incurred in 2007 with the remaining \$.5 million incurred in 2007 and 2008.

A copy of the Company’s press release is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

Exhibit Number	Exhibit Description
99.1	Press Release dated November 16, 2005, announcing the Company’s decision to close its La Junta facilities.

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: November 16, 2005

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

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release dated November 16, 2005, announcing the Company's decision to close its La Junta facilities.

BAY VALLEY FOODS ANNOUNCES PLANS TO CLOSE LA JUNTA, COLORADO FACILITY

LA JUNTA, CO. – November 16, 2005 – Bay Valley Foods, LLC, a division of TreeHouse Foods, Inc. (NYSE:THS), today announced its intention to close its La Junta, Colorado pickle and relish plant on or about February 3, 2006. The plant, together with an adjacent distribution center, has 153 employees, 39 of whom have been on layoff status since March of this year. The distribution center is planned for closing on June 1, 2006.

Rod Bacon, Senior Vice President – Operations, said, “The plan to close the La Junta plant and distribution center has been difficult because of its impact on employees, families and the community. The La Junta employees have demonstrated exceptional loyalty and dedication. Unfortunately, Bay Valley Foods has experienced a reduction in our pickle business and a significant increase in overhead costs, making it necessary to consolidate our manufacturing network. The La Junta facility is a high-cost plant with the lowest utilization among Bay Valley Foods’ pickle plants. Production at La Junta will be reallocated among our five remaining pickle production facilities.”

Mr. Bacon said the company will in the short-term increase production at La Junta to convert existing raw materials to finished product. Consequently, certain employees currently on layoff will be asked to return to work between now and the planned closing in February. “We anticipate a smooth transition for our customers,” Bacon said.

The La Junta plant first opened in 1940. The plant was acquired in 2002 by Dean Foods. Dean Foods spun-off its Specialty Division on June 27, 2005 and renamed the business Bay Valley Foods, LLC, a division of TreeHouse Foods, Inc. Buyers will be sought for both the 200,000 square-foot plant and distribution center.

TreeHouse Foods, Inc. will incur estimated pre-tax charges to operating income of \$13.7 to \$14.9 million, or \$.27 to \$.29 per share, for the closing of the La Junta facilities. \$.22 to \$.24 per share will be recorded in the fourth fiscal quarter ending December 31, 2005; \$.04 per share will be recorded in 2006; and \$.01 per share will be recorded in 2007. Included in the estimated pre-tax charges are cash expenditures of approximately \$3.5 million. Ongoing annual cost savings from the closing are expected to be approximately \$2 million, of which \$1.1 million was realized in 2005 and \$0.9 million will be realized in 2006.

ABOUT BAY VALLEY FOODS

Bay Valley Foods is a division of TreeHouse Foods, Inc. and one of the nation’s leading suppliers of pickles, peppers, relishes, aseptic sauces, powdered products and other specialty food products to major retailers, foodservice, bulk and ingredient and international customers. The company has a leading share of private label retail and foodservice pickle sales in the United States with pickles, peppers and relishes marketed throughout the nation. Including La Junta, the company has eleven manufacturing facilities located throughout the U.S.

FORWARD LOOKING STATEMENTS

This press release contains “forward-looking statements.” Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as “may,” “should,” “could,” “expects,” “seek to,” “anticipates,” “plans,” “believes,” “estimates,” “intends,” “predicts,” “projects,” “potential” or “continue” or the negative of such terms and other comparable terminology. These statements are only predictions. The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that may cause the company or its industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements. TreeHouse’s Registration Statement on Form 10 discusses some of the factors that could contribute to these differences. You are cautioned not to unduly rely on such forward-looking statements, which speak only as of the date made. The company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, to reflect any change in its expectations with regard thereto, or any other change in events, conditions or circumstances on which any statement is based.

End of Filing

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