

# FORM 4

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

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

### 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

|                                                                                                                                                                                                               |                                                                                     |                                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><b>REED SAM K</b><br><br>(Last) (First) (Middle)<br><b>2021 SPRING ROAD, SUITE 600</b><br><br>(Street)<br><b>OAK BROOK, IL 60523</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>TreeHouse Foods, Inc. [ THS ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>CEO, Chairman of the Board</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>6/27/2017</b>                                                                                                                                              |                                                                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|---------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price   |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 6/27/2017      |                                         | M (1)                        |   | 5003                                                                    | A             | \$0.00  | 54016                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2017      |                                         | F (2)                        |   | 1439                                                                    | D             | \$79.80 | 52577                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2017      |                                         | M (1)                        |   | 5610                                                                    | A             | \$0.00  | 58187                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2017      |                                         | F (2)                        |   | 2211                                                                    | D             | \$79.80 | 55976                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2017      |                                         | A (3)                        |   | 25214                                                                   | A             | \$0.00  | 81190                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2017      |                                         | F (4)                        |   | 11523                                                                   | D             | \$79.80 | 69667                                                                                               | D                                                                       |                                                                   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|-------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                |                                                                    |                   |                                         | Code                            | V |                                                                                                       | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Restricted Stock<br>Unit                       | (5)                                                                | 6/27/2017         |                                         | M (1)                           |   | 5003                                                                                                  | (6)                                        | (6)                | Common<br>Stock                                                                            | 5003                             | \$0.00                                              | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Restricted Stock<br>Unit                       | (5)                                                                | 6/27/2017         |                                         | M (1)                           |   | 5610                                                                                                  | (7)                                        | (7)                | Common<br>Stock                                                                            | 5610                             | \$0.00                                              | 11220                                                                                                                      | D                                                                                                     |                                                                    |

#### Explanation of Responses:

- Settlement of restricted stock units into shares of common stock.
- Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
- Settlement of non-derivative performance units for the performance period ended December 31, 2016, granted under the TreeHouse Equity and Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- Shares withheld to satisfy minimum tax withholding requirements upon settlement of non-derivative performance units.
- Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- The grant date of the restricted stock units was June 27, 2014. The restricted stock units vest and settle in stock or cash in three approximately equal installments on each of the first three anniversaries of the grant date.
- The grant date of the restricted stock units was June 27, 2016. The restricted stock units vest and settle in stock or cash in three approximately equal installments on each of the first three anniversaries of the grant date.

#### Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| REED SAM K                     |               |           |         |       |

