

# FORM 4

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

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

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### 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 <sup>*</sup><br><b>OConnell Frank Joseph</b><br>(Last) (First) (Middle)<br><b>2021 SPRING ROAD, SUITE 600</b><br>(Street)<br><b>OAK BROOK, IL 60523</b><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)  |  |  |  |
|   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>2/28/2017</b>                    |  |  |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |  |
|   |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                   |  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |  |
|   |  |  |   |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                       |  |  |  |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) 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 Form:<br>Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|---|-------|---|--|
|                                    |                |                                   | Code                         | V | Amount   | (A) or (D) | Price   |       |   |  |
| Common Stock                       | 2/28/2017      |                                   | M                            |   | 8200   | A          | \$26.48   | 11000 | D   |  |
| Common Stock                       | 2/28/2017      |                                   | S                            |   | 8200   | D          | \$85.00   | 2800  | D   |  |

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |           | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security:<br>Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|----------------|-----------------------------------|------------------------------|---|---|-----------|--|---|--|---|---|
|   |  |                |                                   |                              |   | Code                                    | V         |  |   |  |   |   |
| Non-Qualified Stock Option (Right to Buy)     | \$26.48  | 2/28/2017      |                                   | M                            | 8200  | 6/27/2008<br>(1)                        | 6/27/2017 | Common Stock   | 8200  | \$0.00   | 0   | D   |

#### Explanation of Responses:

(1) The stock options were granted on June 27, 2007, and vested in three separate 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 |
| OConnell Frank Joseph<br>2021 SPRING ROAD<br>SUITE 600<br>OAK BROOK, IL 60523 | X             |           |         |       |

#### Signatures

/s/ Thomas E. O'Neill, by Power of Attorney

2/28/2017

       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.

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