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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 22, 2014**

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**TREEHOUSE FOODS, INC.**

(Exact Name of Registrant as Specified in Charter)

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**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**

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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 8.01. Other Events**

On July 22, 2014, TreeHouse Foods, Inc. (the “Company”) announced that it closed the public offering for an aggregate of 4,950,331 shares of TreeHouse common stock (the “Shares”), which included an additional 645,695 shares that were sold pursuant to an option granted to the underwriters. The Company expects to use the net proceeds from the offering of the Shares to fund, in part, the previously announced and pending acquisition of Flagstone Foods (“Flagstone”). The Company expects to finance the remaining portion of the acquisition of Flagstone through borrowings under its existing credit agreement. This offering was made pursuant to the Company’s effective registration statement on Form S-3 (File No. 333-192440) filed with the Securities and Exchange Commission on November 20, 2013 and the related prospectus supplement. A legal opinion relating to the Shares is included as Exhibit 5.1 hereto.

The Company’s press release announcing the closing of the offering is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

<b><u>Exhibit Number</u></b>	<b><u>Exhibit Description</u></b>
5.1	Opinion of Winston & Strawn LLP
99.1	Press release dated July 22, 2014, announcing the closing of the offering of Common Stock

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## 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: July 22, 2014

By: /s/ Thomas E. O'Neill

Thomas E. O'Neill

General Counsel, Executive Vice President,

Chief Administrative Officer and officer duly authorized to sign  
on behalf of the registrant

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## INDEX TO EXHIBITS

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5.1	Opinion of Winston & Strawn LLP
99.1	Press release dated July 22, 2014, announcing the closing of the offering of Common Stock



North America Europe Asia

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July 22, 2014

TreeHouse Foods, Inc.  
2021 Spring Road, Suite 600  
Oak Brook, Illinois 60523

**Re: Form S-3 Registration Statement (File No. 333-192440)**

Ladies and Gentlemen:

We have acted as counsel to TreeHouse Foods, Inc., a Delaware corporation (the “Company”) in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), of (i) the registration statement on Form S-3 (File No. 333-192440) (the “Registration Statement”) filed with the Commission on November 20, 2013, (ii) the base prospectus dated November 20, 2013 forming a part of the Registration Statement (the “Base Prospectus”) and (iii) the final prospectus supplement dated July 17, 2014 in the form filed with the Commission pursuant to Rule 424(b) under the Securities Act on July 17, 2014 (together with the Base Prospectus, the “Prospectus Supplement”) in connection with the offering by the Company of up to 4,950,331 shares (including 645,695 shares that may be sold pursuant to an option granted to the underwriters) of the Company’s Common Stock, par value \$0.01 per share (the “Shares”) covered by the Registration Statement. The Shares are being sold to the underwriters named in, and pursuant to, the Underwriting Agreement, dated July 16, 2014 (the “Underwriting Agreement”), by and among the Company, J.P. Morgan Securities LLC, Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters named in Schedule A thereto. We understand that the Shares are to be offered and sold in the manner described in the Prospectus Supplement.

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinion set forth below, we have examined and relied upon such certificates, corporate records, agreements, instruments and other documents that we considered necessary or appropriate as a basis for the opinion, including (i) the Registration Statement, (ii) the Prospectus Supplement, (iii) a form of specimen stock certificate representing the Common Stock and (iv) the Underwriting Agreement. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents and that the Underwriting Agreement constitutes the valid and binding obligation of each party thereto (other than the Company) enforceable against each such party in accordance with its terms. As to any facts material to this opinion that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

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Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when the Shares are delivered to the Company's underwriters against payment of the agreed consideration therefor in accordance with the Underwriting Agreement, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware (including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). We express no opinion with respect to any other laws, statutes, regulations or ordinances.

We hereby consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K filed with the Commission on July 22, 2014 and its incorporation by reference into the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement included in the Registration Statement. In giving such consent, we do not concede that we are experts within the meaning of the Securities Act or the rules and regulations thereunder or that this consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Winston & Strawn LLP



## NEWS RELEASE

Contact: Investor Relations  
708.483.1300 Ext 1331

### **TreeHouse Completes Common Stock Offering to Fund Flagstone Foods Acquisition**

OAK BROOK, Ill., July 22, 2014 — TreeHouse Foods, Inc. (NYSE: THS) announced today that it has closed the underwritten public offering for an aggregate of 4,950,331 shares of TreeHouse common stock, which includes an additional 645,695 shares that were sold pursuant to an option granted to the underwriters.

TreeHouse intends to use the net proceeds of the offering to fund, in part, the previously announced acquisition of Flagstone Foods (“Flagstone”). TreeHouse expects to close the acquisition of Flagstone in the third quarter of 2014. TreeHouse intends to finance the remaining portion of the acquisition of Flagstone through borrowings under its existing credit agreement.

J.P. Morgan Securities LLC, Wells Fargo Securities, LLC, and BofA Merrill Lynch acted as joint book-running managers for the common stock offering. BMO Capital Markets Corp. and SunTrust Robinson Humphrey, Inc. acted as lead managers for the common stock offering. Barclays Capital Inc., BB&T Capital Markets, a division of BB&T Securities, LLC, William Blair & Company, L.L.C. and Stephens Inc. acted as co-managers for the common stock offering. This offering was made pursuant to an effective shelf registration statement filed with the SEC on November 20, 2013, and a prospectus supplement filed with the SEC on July 15, 2014, copies of which may be obtained from J.P. Morgan Securities LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or by telephone (866) 803-9204, Wells Fargo Securities, LLC Attention: Equity Syndicate Department, 375 Park Avenue, New York, New York 10152, telephone: (800) 326-5897 or via email at [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com), BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attention: Prospectus Department, Email: [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com), BMO Capital Markets Corp., Attention: Prospectus Department, 3 Times Square, New York, NY 10036, by calling (800) 414-3627 or by email at [bmoprospectus@bmo.com](mailto:bmoprospectus@bmo.com) and SunTrust Robinson Humphrey, Inc. collect at (404) 926-5463 or through the SEC website at [www.sec.gov](http://www.sec.gov). Before you invest, you should read the prospectus in the registration statement and other documents TreeHouse has filed with the SEC for more complete information about TreeHouse and the offering.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities of TreeHouse, nor will there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification.

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## ABOUT TREEHOUSE FOODS

TreeHouse is a food manufacturer servicing primarily the retail grocery and foodservice distribution channels. Our products include non-dairy powdered creamers and sweeteners; condensed, ready to serve and powdered soups; refrigerated and shelf stable salad dressings and sauces; powdered drink mixes; single serve hot beverages; specialty teas; hot and cold cereals; macaroni and cheese, skillet dinners, and other value-added side dishes and salads; salsa and Mexican sauces; jams and pie fillings; pickles and related products; aseptic sauces; and liquid non-dairy creamer. We believe we are the largest manufacturer of pickles and non-dairy powdered creamer in the United States, and the largest manufacturer of private label salad dressings, powdered drink mixes, and instant hot cereals in the United States and Canada, based on sales volume.

Additional information, including TreeHouse's most recent statements on Forms 10-Q and 10-K, may be found at the SEC website, [www.sec.gov](http://www.sec.gov).

## CAUTION REGARDING 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 TreeHouse 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 achievements expressed or implied by these forward-looking statements. TreeHouse's Form 10-K for the year ended December 31, 2013 and other filings with the SEC, discuss 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, when evaluating the information presented in this press release. TreeHouse 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.

SOURCE TreeHouse Foods, Inc.