

# FORM 4

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

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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>OAKLAND STEVEN</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)<br><b>CEO and President</b>   |  |  |
|  |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>2/26/2020</b>                    |  |  |  |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>CEO and President</b> |  |  |
|  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                   |  |  |  |  | 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           |  |  |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date<br>2/26/2020 | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>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                       | 2/26/2020                   |   | P                            |   | 5000  | A             | \$41.19 (1)   | 19107 | D   |   |
| Common Stock                       | 2/27/2020                   |   | P                            |   | 2000  | A             | \$38.63   | 21107 | D   |   |

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

| 1. Title of Derivative<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. Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (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 of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                               |  |
|--|--|-------------------|---|------------------------------|--|--|---|--|---|--|---|--|-------------------------------|--|
|  |  |                   |   |                              |  | Code                                       | V | (A)  | (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount or Number of<br>Shares |  |
|  |  |                   |   |                              |  |  |   |  |   |  |   |  |                               |  |

#### Explanation of Responses:

(1) The price reported in Column 4 is an average price. These shares were purchased in multiple transactions at prices ranging from \$41.18 to \$41.20, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

#### Reporting Owners

| Reporting Owner Name / Address   |           | Relationships |                          |  |  |
|--|-----------|---------------|--------------------------|--|--|
| Director   | 10% Owner | Officer       | Other                    |  |  |
| <b>OAKLAND STEVEN</b><br><b>2021 SPRING ROAD</b><br><b>SUITE 600</b><br><b>OAK BROOK, IL 60523</b> | X         |               | <b>CEO and President</b> |  |  |

#### Signatures

Thomas E. O'Neill, by power of attorney.

2/27/2020

\*\*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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