
**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): February 1, 2019

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.)

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 1, 2019, TreeHouse Foods, Inc. (“TreeHouse”) appointed Dean T. General, 52, as its Senior Vice President and Chief Commercial Officer, effective February 18, 2019. Since June 1, 2016, Mr. General has been Senior Vice President at Newell Brands, Inc. Prior to his employment at Newell Brands, Inc., Mr. General served in various capacities at Kraft Foods & Kraft Heinz, Inc. from December 1996 to June 2016. He served as Senior Director in Sales from April 2001 to September 2006, as Vice President from September 2006 to June 2014, and as President from June 2014 to June 2016. Mr. General began his career at General Mills, Inc., serving in various sales positions from June 1988 to December 1996. Mr. General holds a Bachelor of Science Degree in Commerce and Major Marketing from Rider University and participated in the Senior Executive Leadership Development Program at Kellogg School of Management at Northwestern University in 2006 and 2017.

Mr. General will receive an annual base salary of \$485,000 and an initial starting bonus of \$310,000, intended to offset any cash bonus Mr. General is foregoing with his current employer, subject to clawback if Mr. General voluntarily terminates his employment within two (2) years. Mr. General will also be eligible for an annual performance bonus at the target level of 75% of annual base salary, based on the attainment of certain performance goals. Additionally, on or around February 28, 2019, Mr. General will receive a one-time grant of restricted stock units at a value of \$681,389, intended to offset any unvested restricted stock units Mr. General is foregoing with his current employer. Mr. General will be eligible to participate in the employee benefit plans and programs generally available to executive officers of TreeHouse.

In addition, Mr. General will be eligible to participate in the TreeHouse Equity and Incentive Plan and will receive annual grants thereunder at 115% of annual base salary. Mr. General will receive an initial grant, comprised of restricted stock units, representing a prorated amount from February 18, 2019 until TreeHouse’s annual grant date of March 31. In March 2019, Mr. General will receive an additional grant with a full annual value, the composition of which will be determined by the Compensation Committee of the Board of Directors, consistent with the grants of TreeHouse’s other senior officers. All grants of restricted stock units will vest ratably over a three (3) year period, subject to Mr. General’s continued employment with TreeHouse through each applicable vesting date.

Mr. General will also participate in the TreeHouse Accelerated Performance Plan and will receive an initial grant of performance-based stock units at 200% of annual base salary, which vest upon achievement of certain performance targets in 2019, 2020 and 2021. Mr. General is entitled to receive severance benefits upon certain terminations of his employment pursuant to the TreeHouse Executive Severance Plan.

Mr. General does not have any family relationships with any director or executive officer, or any person nominated to be a director or executive officer, or any person nominated to be a director or executive officer of TreeHouse, and Mr. General has no interest in any transaction requiring disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing Mr. General’s appointment as Vice President and Chief Commercial Officer is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits:*

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release, dated February 1, 2019, announcing the appointment of Dean T. General as Vice President and Chief Commercial Officer</u>

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: February 1, 2019

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

2/1/2019

TreeHouse Foods Announces the Appointment of Dean General as Chief Commercial Officer | TreeHouse Foods, Inc.


[About Us](#)
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[Investor Relations](#)
[News & Media](#)
[Careers](#)

Press Release

[View printer-friendly version](#)
[« Back](#)

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[Company Overview](#)
[Corporate Governance](#)

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[Press Releases](#)
[Financial Reports](#)
[SEC Filings](#)
[Fundamentals](#)
[Presentation Archives](#)
[Earnings Call Archives](#)

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[Stock Quote](#)
[Stock Chart](#)
[Historic Price Lookup](#)
[Investment Calculator](#)
[Analyst Coverage](#)
[Earnings Estimates](#)

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[Email Alerts](#)
[Upcoming Events](#)

TreeHouse Foods Announces the Appointment of Dean General as Chief Commercial Officer

OAK BROOK, Ill., Feb. 1, 2019 /PRNewswire/ -- TreeHouse Foods, Inc. (NYSE: THS) announced today that Dean General will be joining the Company as Senior Vice President and Chief Commercial Officer, effective February 18, 2019. Mr. General brings over 30 years of world-class consumer packaged goods and durables sales experience to the role and was most recently Global Customer Development Lead, in addition to Head of Sales & Senior Vice President, Outdoor Recreation Division, at Newell Brands, where he led the delivery of sales and channel marketing plans to drive accelerated growth with key customers. Prior to Newell Brands, Mr. General was with Kraft Heinz and Kraft Foods for nearly 20 years, where he developed senior relationships with key national customers and led cross-functional teams for numerous businesses and divisions across North America.

"Our ability to improve our customer relationships and deliver on their expectations by being both operationally and commercially excellent is fundamental to our success. Dean will lead our Commercial Excellence efforts as we strengthen our capabilities. We plan to build on his prior success driving customer strategies to support best-in-class commercial initiatives," said Steve Oakland, Chief Executive Officer and President of TreeHouse Foods. "In his more than 30 years of consumer packaged goods experience, Dean has developed excellent relationships across the retailer landscape, and we are delighted to welcome him to TreeHouse."

"I'm thrilled about joining TreeHouse and believe we have a wonderful opportunity to recognize the promise and potential of private label in the food and beverage industry," said Mr. General. "Having spent my entire career in sales across nearly all channels, temperature zones and with all forms of distribution and market coverage, I'm excited to lead our commercial excellence effort and shape how we can best serve our customers."

Mr. General's experience at Newell Brands included leading the organizational transformation and design of the structure to support a new division led sales model. Prior to that, Mr. General held customer-facing sales, marketing and strategy roles of increasing responsibility at Kraft Heinz and Kraft Foods and led the customer business teams for Walmart and Kroger. He started his career at General Mills where he held a number of sales and corporate development roles. Mr. General holds a Bachelor of Science degree in Commerce from Rider University where he majored in Marketing.

ABOUT TREEHOUSE FOODS

TreeHouse Foods, Inc. is a manufacturer of packaged foods and beverages with over 40 manufacturing facilities across the United States, Canada and Italy that focuses primarily on private label products for both retail grocery and food away from home customers. We manufacture shelf stable, refrigerated, frozen and fresh products, including beverages and beverage enhancers (single serve beverages, coffees, teas, creamers, powdered beverages and smoothies); meals (cereal, pasta, macaroni and cheese and side dishes); retail bakery (refrigerated and frozen dough, cookies and crackers); condiments (pourable and spoonable dressing, dips, pickles, and sauces) and healthy snacks (nuts, trail mix, bars, dried fruits and vegetables). We have a comprehensive offering of packaging formats and flavor profiles, and we also offer natural, organic and preservative free ingredients in many categories. Our strategy is to be the leading supplier of private label food and beverage products by providing the best balance of quality and cost to our customers.

Additional information, including TreeHouse's most recent statements on Forms 10-Q and 10-K, may be found at TreeHouse's website, <http://www.treehousefoods.com>.

FORWARD-LOOKING STATEMENTS

This press release contains "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available. The words "anticipate," "believe," "estimate," "project," "expect," "intend," "plan," "should," and similar expressions, as they relate to us, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected, or

intended. We do not intend to update these forward-looking statements following the date of this press release. Such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this press release and other public statements we make. Such factors include the risks that are set forth in the Risk Factors section, the Legal Proceedings section, the Management's Discussion and Analysis of Financial Condition and Results of Operations section, and other sections of our Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2016, our Annual Report on Form 10-K for the year ended December 31, 2015, and from time to time in our filings with the Securities and Exchange Commission. 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.

View original content: <http://www.prnewswire.com/news-releases/treehouse-foods-announces-the-appointment-of-dean-general-as-chief-commercial-officer-300787903.html>

SOURCE TreeHouse Foods, Inc.

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