

# FORM 4

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

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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 *<br><b>REED SAM K</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><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>6/26/2016</b>                                                                                                                                  |                                                                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<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                       | 6/26/2016      |                                         | M (1)                        |   | 5854                                                                    | A             | \$0.00  | 23287                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/26/2016      |                                         | F (2)                        |   | 1684                                                                    | D             | \$97.33 | 21603                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2016      |                                         | M (1)                        |   | 5287                                                                    | A             | \$0.00  | 26890                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2016      |                                         | F (2)                        |   | 1653                                                                    | D             | \$98.28 | 25237                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2016      |                                         | M (1)                        |   | 5003                                                                    | A             | \$0.00  | 30240                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2016      |                                         | F (2)                        |   | 2169                                                                    | D             | \$98.28 | 28071                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2016      |                                         | A (3)                        |   | 30888                                                                   | A             | \$0.00  | 58959                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2016      |                                         | F (4)                        |   | 14116                                                                   | D             | \$98.28 | 44843                                                                                               | D                                                                       |                                                                   |
| Common Stock                       |                |                                         |                              |   |                                                                         |               |         | 574975                                                                                              | I                                                                       | In trust.<br>(5)                                                  |
| Common Stock                       |                |                                         |                              |   |                                                                         |               |         | 24242                                                                                               | I                                                                       | Held by<br>spouse's<br>trust.                                     |

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 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<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|----------------------------------------------------------------------------------------------------|-----|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                 |                                                                    |                   |                                         | Code                            | V | (A)                                                                                                | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Restricted Stock<br>Unit                        | (6)                                                                | 6/27/2016         |                                         | A                               |   | 16830                                                                                              |     | (7)                                        | (7)                | Common<br>Stock                                                                            | 16830                            | \$0.00                                              | 16830                                                                                                                      | D                                                                                                     |                                                                    |
| Non-qualified<br>Stock Option<br>(right to buy) | \$98.28                                                            | 6/27/2016         |                                         | A                               |   | 82400                                                                                              |     | (8)                                        | (8)                | Common<br>Stock                                                                            | 82400                            | \$0.00                                              | 82400                                                                                                                      | D                                                                                                     |                                                                    |
| Restricted Stock<br>Unit                        | (6)                                                                | 6/26/2016         |                                         | M (1)                           |   | 5854                                                                                               |     | (7)                                        | (7)                | Common<br>Stock                                                                            | 5854                             | \$0.00                                              | 11706                                                                                                                      | D                                                                                                     |                                                                    |
| Restricted Stock<br>Unit                        | (6)                                                                | 6/27/2016         |                                         | M (1)                           |   | 5287                                                                                               |     | (7)                                        | (7)                | Common<br>Stock                                                                            | 5287                             | \$0.00                                              | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Restricted Stock<br>Unit                        | (6)                                                                | 6/27/2016         |                                         | M (1)                           |   | 5003                                                                                               |     | (7)                                        | (7)                | Common<br>Stock                                                                            | 5003                             | \$0.00                                              | 5003                                                                                                                       | D                                                                                                     |                                                                    |

#### Explanation of Responses:

- (1) Settlement of restricted stock units into shares of common stock.
- (2) Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
- (3) Settlement of non-derivative performance units for the performance period ended December 31, 2015, granted under the TreeHouse Equity and Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16(b)-3(d).
- (4) Shares withheld by the Issuer to satisfy minimum tax withholding requirements.

- (5) Held by Sam K. Reed 2008 Trust and Victoria P. Reed 2008 Trust, as Tenants in Common.
- (6) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (7) 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.
- (8) The stock options have a ten-year term and will vest 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 |
| <b>REED SAM K</b><br><b>2021 SPRING ROAD</b><br><b>SUITE 600</b><br><b>OAK BROOK, IL 60523</b> | <b>X</b>      |           | <b>CEO, Chairman of the Board</b> |       |

#### Signatures

/s/Thomas E. O'Neill, as attorney-in-fact

6/28/2016

\*\*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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