
**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): August 2, 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
(Address of Principal Executive Offices)

Oak Brook IL

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))

Title of each class
Common Stock, \$0.01 par value

Trading Symbol(s)
THS

Name of each exchange on which registered
NYSE

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 2.01. Completion of Acquisition or Disposition of Assets.

On August 1, 2019, Bay Valley Foods, LLC and TreeHouse Private Brands, Inc., wholly owned subsidiaries of TreeHouse Foods, Inc. ("TreeHouse" or the "Company"), completed the previously announced sale of Flagstone Foods, Inc. and Nutcracker Brands, Inc., constituting the Company's Snacks Division, for a base sale price of \$90.0 million in cash, subject to customary post-closing adjustments pursuant to the terms of a Stock Purchase Agreement, dated as of July 8, 2019.

Unaudited pro forma financial information required by Item 9.01 is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On August 1, 2019, the Company provided additional supplemental investor information in connection with the unaudited Pro Forma Condensed Consolidated Financial information related to the sale of the Snacks and Ready-to-eat Cereal ("RTE Cereal") businesses. The Company believes the information provides investors with useful supplemental financial information regarding the Company's underlying business trends and the performance of the Company's continuing operations after the separation of the Snacks and RTE Cereal businesses, on an adjusted basis.

This supplemental financial information is furnished as Exhibit 99.2 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(b) Pro Forma Financial Information**

The unaudited Pro Forma Condensed Consolidated Statements of Operations of the Company for the three and six months ended June 30, 2019 and for the years ended December 31, 2018, December 31, 2017, and December 31, 2016 and the unaudited Pro Forma Condensed Consolidated Balance Sheet of the Company as of June 30, 2019 (collectively, the "Unaudited Pro Forma Condensed Consolidated Financial Statements") are filed as Exhibit 99.1 to this Current Report on Form 8-K.

(d) Exhibits:

Exhibit Number	Exhibit Description
99.1	Unaudited Pro Forma Condensed Consolidated Financial Statements
99.2	Recast historical unaudited financial information reflecting Non-GAAP financial measures (as defined by the Securities and Exchange Commission) reconciled to GAAP presentation.

The information in this Form 8-K under Item 2.01, Item 7.01, Item 9.01, Exhibit 99.1, and Exhibit 99.2 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific referencing in such filing.

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: August 2, 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

TREEHOUSE FOODS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

On August 1, 2019, Bay Valley Foods, LLC and TreeHouse Private Brands, Inc., wholly owned subsidiaries of TreeHouse Foods, Inc. ("TreeHouse" or the "Company"), completed the previously announced sale of Flagstone Foods, Inc. and Nutcracker Brands, Inc., constituting the Company's Snacks Division for a base sale price of \$90.0 million, subject to customary post-closing adjustments pursuant to the terms of a Stock Purchase Agreement, dated as of July 8, 2019. The sale is considered a significant disposition for purposes of Item 2.01 of Form 8-K.

The following unaudited Pro Forma Condensed Consolidated Financial Statements were derived from the historical Condensed Consolidated Financial Statements of TreeHouse, which were prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP").

The unaudited Pro Forma Condensed Consolidated Statements of Operations present the consolidated results of continuing operations, assuming the transaction closed on January 1, 2016. The unaudited Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2019, presents the consolidated financial position of TreeHouse, assuming the sale occurred on that date.

On May 1, 2019, TreeHouse Private Brands, Inc., a wholly owned subsidiary of TreeHouse Foods, Inc., entered into a definitive agreement to sell its Ready-to-eat ("RTE") Cereal business. The transaction is presently being reviewed by the Federal Trade Commission. The RTE business has been classified as held for sale as of June 30, 2019. For additional information, the unaudited Pro Forma Condensed Consolidated Financial Statements include additional columns assuming the sale of the RTE business occurred on January 1, 2016 for purposes of the unaudited Pro Forma Condensed Consolidated Statements of Operations and on June 30, 2019 for purposes of the unaudited Pro Forma Condensed Consolidated Balance Sheet.

The unaudited Pro Forma Condensed Consolidated Financial Statements of TreeHouse are based on currently available information and assumptions that the Company believes are reasonable, that reflect the impact of events directly attributable to the dispositions that are factually supportable, and for purposes of the unaudited Pro Forma Condensed Consolidated Statements of Operations, that are expected to have a continuing impact on TreeHouse. The unaudited Pro Forma Condensed Consolidated Financial Statements of TreeHouse are presented based on information currently available, are intended for informational purposes only, and do not purport to represent what TreeHouse's financial position and results of operations actually would have been had the dispositions and related events occurred on the dates indicated, or to project TreeHouse's financial performance for any future period. Specifically, among other things, the statements do not include adjustments related to items affecting comparability, the effects of transition services arrangements with the buyers, or the impact of any future action TreeHouse may take to align its cost structure with the remaining TreeHouse business.

The unaudited Pro Forma Condensed Consolidated Financial Statements are subject to the assumptions and adjustments described herein. The assumptions and adjustments are based on information presently available. Actual adjustments may differ materially from the information presented. The unaudited Pro Forma Condensed Consolidated Financial Information and accompanying notes should be read in connection with the historical financial statements of TreeHouse included in its Annual Report on Form 10-K for the year ended December 31, 2018, and its Quarterly Report on Form 10-Q for the period ended June 30, 2019.

Beginning in the third quarter of 2019, the Company expects to present both the Snacks and RTE Cereal businesses as discontinued operations in the Quarterly Report on Form 10-Q. The Company believes that the adjustments included within the Snacks Discontinued Operations and the RTE Cereal Discontinued Operations column of the unaudited Pro Forma Condensed Consolidated Financial Statements are consistent with the guidance for discontinued operations under GAAP. TreeHouse's current estimates on a discontinued operations basis are preliminary and could change as the Company finalizes discontinued operations accounting to be reported in the Quarterly Report on Form 10-Q for the three and nine month periods ending September 30, 2019 and the Annual Report on Form 10-K for the year ending December 31, 2019.

Effective April 1, 2019, the Company changed its method of valuing its Pickle inventory in its Meal Solutions segment from the last-in, first-out (LIFO) method to the first-in, first-out (FIFO) method. Prior period information included in this Form 8-K has been adjusted to apply the FIFO method retrospectively.

TREEHOUSE FOODS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
For the three months ended June 30, 2019
(In millions, except per share amounts)

	Historical TreeHouse	Less: Snacks Discontinued Operations (a)	Less: RTE Cereal Discontinued Operations (b)	TreeHouse Continuing Operations	Pro Forma Adjustments	Pro Forma TreeHouse Continuing Operations
Net sales	\$ 1,250.7	\$ 170.8	\$ 55.0	\$ 1,024.9	\$ —	\$ 1,024.9
Cost of sales	1,051.7	169.3	46.1	836.3	—	836.3
Gross profit	199.0	1.5	8.9	188.6	—	188.6
Operating expenses:						
Selling and distribution	68.3	5.4	3.1	59.8	—	59.8
General and administrative	95.1	6.3	2.4	86.4	—	86.4
Amortization expense	19.3	0.3	0.4	18.6	—	18.6
Asset impairment	130.4	66.5	63.9	—	—	—
Other operating expense, net	35.5	1.3	1.4	32.8	—	32.8
Total operating expenses	348.6	79.8	71.2	197.6	—	197.6
Operating loss	(149.6)	(78.3)	(62.3)	(9.0)	—	(9.0)
Other expense (income):						
Interest expense (income)	27.9	—	—	27.9	(1.8) (c)	26.1
Gain on foreign currency exchange	(1.3)	—	—	(1.3)	—	(1.3)
Other expense, net	24.2	—	—	24.2	—	24.2
Total other expense (income)	50.8	—	—	50.8	(1.8)	49.0
(Loss) income before income taxes	(200.4)	(78.3)	(62.3)	(59.8)	1.8	(58.0)
Income tax (benefit) expense	(28.6)	(12.6)	(10.0)	(6.0)	0.4 (c)	(5.6)
Net (loss) income	\$ (171.8)	\$ (65.7)	\$ (52.3)	\$ (53.8)	\$ 1.4	\$ (52.4)
Net loss per basic share	\$ (3.05)			\$ (0.96)		\$ (0.93)
Net loss per diluted share	\$ (3.05)			\$ (0.96)		\$ (0.93)
Weighted average shares -- basic	56.3			56.3		56.3
Weighted average shares -- diluted	56.3			56.3		56.3

See accompanying Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

TREEHOUSE FOODS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
For the six months ended June 30, 2019
(In millions, except per share amounts)

	Historical TreeHouse	Less: Snacks Discontinued Operations (a)	Less: RTE Cereal Discontinued Operations (b)	TreeHouse Continuing Operations	Pro Forma Adjustments	Pro Forma TreeHouse Continuing Operations
Net sales	\$ 2,551.8	\$ 347.9	\$ 112.9	\$ 2,091.0	\$ —	\$ 2,091.0
Cost of sales	2,157.7	352.6	98.1	1,707.0	—	1,707.0
Gross profit	394.1	(4.7)	14.8	384.0	—	384.0
Operating expenses:						
Selling and distribution	147.5	11.4	6.2	129.9	—	129.9
General and administrative	161.0	9.3	2.9	148.8	—	148.8
Amortization expense	40.9	0.7	1.5	38.7	—	38.7
Asset impairment	130.4	66.5	63.9	—	—	—
Other operating expense, net	64.3	1.3	2.1	60.9	—	60.9
Total operating expenses	544.1	89.2	76.6	378.3	—	378.3
Operating (loss) income	(150.0)	(93.9)	(61.8)	5.7	—	5.7
Other expense (income):						
Interest expense (income)	54.8	—	—	54.8	(3.6) (c)	51.2
Interest income	—	—	—	—	—	—
Gain on foreign currency exchange	(1.7)	—	—	(1.7)	—	(1.7)
Other expense, net	36.4	—	—	36.4	—	36.4
Total other expense (income)	89.5	—	—	89.5	(3.6)	85.9
(Loss) income before income taxes	(239.5)	(93.9)	(61.8)	(83.8)	3.6	(80.2)
Income tax (benefit) expense	(40.8)	(15.2)	(9.9)	(15.7)	0.9 (c)	(14.8)
Net (loss) income	\$ (198.7)	\$ (78.7)	\$ (51.9)	\$ (68.1)	\$ 2.7	\$ (65.4)
Net loss per basic share	\$ (3.54)			\$ (1.21)		\$ (1.16)
Net loss per diluted share	\$ (3.54)			\$ (1.21)		\$ (1.16)
Weighted average shares -- basic	56.2			56.2		56.2
Weighted average shares -- diluted	56.2			56.2		56.2

See accompanying Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

TREEHOUSE FOODS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
For the year ended December 31, 2018
(In millions, except per share amounts)

	Historical TreeHouse (1)	Less: Snacks Discontinued Operations (a)	Less: RTE Cereal Discontinued Operations (b)	TreeHouse Continuing Operations	Pro Forma Adjustments	Pro Forma TreeHouse Continuing Operations
Net sales	\$ 5,812.1	\$ 962.2	\$ 264.4	\$ 4,585.5	\$ —	\$ 4,585.5
Cost of sales	4,860.7	932.3	234.9	3,693.5	—	3,693.5
Gross profit	951.4	29.9	29.5	892.0	—	892.0
Operating expenses:						
Selling and distribution	378.4	32.6	17.3	328.5	—	328.5
General and administrative	280.0	14.0	1.8	264.2	—	264.2
Amortization expense	86.4	1.7	4.5	80.2	—	80.2
Other operating expense, net	142.7	3.1	3.8	135.8	—	135.8
Total operating expenses	887.5	51.4	27.4	808.7	—	808.7
Operating income (loss)	63.9	(21.5)	2.1	83.3	—	83.3
Other expense (income):						
Interest expense (income)	114.6	—	—	114.6	(6.7) (c)	107.9
Loss on foreign currency exchange	8.6	—	—	8.6	—	8.6
Other expense, net	29.5	4.8	—	24.7	—	24.7
Total other expense (income)	152.7	4.8	—	147.9	(6.7)	141.2
(Loss) income before income taxes	(88.8)	(26.3)	2.1	(64.6)	6.7	(57.9)
Income tax (benefit) expense	(24.4)	(9.9)	0.5	(15.0)	1.7 (c)	(13.3)
Net (loss) income	\$ (64.4)	\$ (16.4)	\$ 1.6	\$ (49.6)	\$ 5.0	\$ (44.6)
Net loss per basic share	\$ (1.15)			\$ (0.89)		\$ (0.80)
Net loss per diluted share	\$ (1.15)			\$ (0.89)		\$ (0.80)
Weighted average shares -- basic	56.0			56.0		56.0
Weighted average shares -- diluted	56.0			56.0		56.0

(1) These balances have been recast from the amounts previously reported as a result of the change in Pickle inventory valuation method from LIFO to FIFO. Refer to the Company's Form 10-Q and Form 8-K filed on August 1, 2019 for additional information.

See accompanying Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

TREEHOUSE FOODS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
For the year ended December 31, 2017
(In millions, except per share amounts)

	Historical TreeHouse (1)	Less: Snacks Discontinued Operations (a)	Less: RTE Cereal Discontinued Operations (b)	TreeHouse Continuing Operations	Pro Forma Adjustments	Pro Forma TreeHouse Continuing Operations
Net sales	\$ 6,307.1	\$ 1,159.9	\$ 295.8	\$ 4,851.4	\$ —	\$ 4,851.4
Cost of sales	5,221.8	1,089.8	258.7	3,873.3	—	3,873.3
Gross profit	1,085.3	70.1	37.1	978.1	—	978.1
Operating expenses:						
Selling and distribution	402.3	38.4	18.4	345.5	—	345.5
General and administrative	298.4	13.6	1.6	283.2	—	283.2
Amortization expense	114.1	24.1	4.5	85.5	—	85.5
Impairment of goodwill and other intangible assets	549.7	490.7	—	59.0	—	59.0
Other operating expense, net	128.7	0.7	2.6	125.4	—	125.4
Total operating expenses	1,493.2	567.5	27.1	898.6	—	898.6
Operating (loss) income	(407.9)	(497.4)	10.0	79.5	—	79.5
Other expense (income):						
Interest expense	126.8	—	—	126.8	—	126.8
Gain on foreign currency exchange	(5.0)	—	—	(5.0)	—	(5.0)
Other income, net	(10.0)	(0.1)	—	(9.9)	—	(9.9)
Total other expense (income)	111.8	(0.1)	—	111.9	—	111.9
(Loss) income before income taxes	(519.7)	(497.3)	10.0	(32.4)	—	(32.4)
Income tax (benefit) expense	(240.2)	(101.7)	3.3	(141.8)	—	(141.8)
Net (loss) income	<u>\$ (279.5)</u>	<u>\$ (395.6)</u>	<u>\$ 6.7</u>	<u>\$ 109.4</u>	<u>\$ —</u>	<u>\$ 109.4</u>
Net (loss) income per basic share	\$ (4.89)			\$ 1.92		\$ 1.92
Net (loss) income per diluted share	\$ (4.89)			\$ 1.90		\$ 1.90
Weighted average shares -- basic	57.1			57.1		57.1
Weighted average shares -- diluted	57.1			57.6		57.6

(1) These balances have been recast from the amounts previously reported as a result of the change in Pickle inventory valuation method from LIFO to FIFO. Refer to the Company's Form 10-Q and Form 8-K filed on August 1, 2019 for additional information.

See accompanying Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

TREEHOUSE FOODS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
For the year ended December 31, 2016
(In millions, except per share amounts)

	Historical TreeHouse (1)	Less: Snacks Discontinued Operations (a)	Less: RTE Cereal Discontinued Operations (b)	TreeHouse Continuing Operations	Pro Forma Adjustments	Pro Forma TreeHouse Continuing Operations
Net sales	\$ 6,175.1	\$ 1,086.5	\$ 325.1	\$ 4,763.5	\$ —	\$ 4,763.5
Cost of sales	5,047.2	983.8	268.1	3,795.3	—	3,795.3
Gross profit	1,127.9	102.7	57.0	968.2	—	968.2
Operating expenses:						
Selling and distribution	404.8	35.5	20.5	348.8	—	348.8
General and administrative	340.0	12.7	1.6	325.7	—	325.7
Amortization expense	109.9	24.2	4.1	81.6	—	81.6
Impairment of goodwill and other intangible assets	352.2	337.2	—	15.0	—	15.0
Other operating expense, net	14.7	—	0.1	14.6	—	14.6
Total operating expenses	1,221.6	409.6	26.3	785.7	—	785.7
Operating (loss) income	(93.7)	(306.9)	30.7	182.5	—	182.5
Other expense (income):						
Interest expense	119.2	—	—	119.2	—	119.2
Gain on foreign currency exchange	(5.6)	—	—	(5.6)	—	(5.6)
Other expense (income), net	(13.7)	0.2	—	(13.9)	—	(13.9)
Total other expense	99.9	0.2	—	99.7	—	99.7
(Loss) income before income taxes	(193.6)	(307.1)	30.7	82.8	—	82.8
Income tax expense (benefit)	33.9	(2.1)	11.0	25.0	—	25.0
Net (loss) income	<u>\$ (227.5)</u>	<u>\$ (305.0)</u>	<u>\$ 19.7</u>	<u>\$ 57.8</u>	<u>\$ —</u>	<u>\$ 57.8</u>
Net (loss) income per basic share	\$ (4.08)			\$ 1.04		\$ 1.04
Net (loss) income per diluted share	\$ (4.08)			\$ 1.02		\$ 1.02
Weighted average shares -- basic	55.7			55.7		55.7
Weighted average shares -- diluted	55.7			56.4		56.4

(1) These balances have been recast from the amounts previously reported as a result of the change in Pickle inventory valuation method from LIFO to FIFO.

See accompanying Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

TREEHOUSE FOODS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
As of June 30, 2019
(In millions, except per share amounts)

	Historical TreeHouse	Less: Snacks Discontinued Operations (a)	Less: RTE Cereal Discontinued Operations (b)	TreeHouse Continuing Operations	Add: Pro Forma Adjustments	Pro Forma TreeHouse Continuing Operations
ASSETS						
Current assets:						
Cash and cash equivalents	\$ 63.7	\$ —	\$ —	\$ 63.7	\$ 50.0 (d)	\$ 113.7
Receivables, net	301.3	—	—	301.3	—	301.3
Inventories	842.1	143.4	—	698.7	—	698.7
Assets held for sale	142.5	—	139.0	3.5	—	3.5
Prepaid expenses and other current assets	83.7	0.5	—	83.2	(12.3) (f)	70.9
Total current assets	1,433.3	143.9	139.0	1,150.4	37.7	1,188.1
Property, plant and equipment, net	1,149.2	14.3	—	1,134.9	—	1,134.9
Operating lease right-of-use assets	218.6	15.2	—	203.4	—	203.4
Goodwill	2,112.7	—	—	2,112.7	—	2,112.7
Intangible assets, net	635.5	—	—	635.5	—	635.5
Other assets, net	43.6	—	—	43.6	—	43.6
Total assets	<u>\$ 5,592.9</u>	<u>\$ 173.4</u>	<u>\$ 139.0</u>	<u>\$ 5,280.5</u>	<u>\$ 37.7</u>	<u>\$ 5,318.2</u>
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current liabilities:						
Accounts payable	\$ 525.6	\$ —	\$ —	\$ 525.6	\$ —	\$ 525.6
Accrued expenses	303.2	1.8	0.9	300.5	—	300.5
Current portion of long-term debt	7.9	—	—	7.9	—	7.9
Total current liabilities	836.7	1.8	0.9	834.0	—	834.0
Long-term debt	2,257.6	—	—	2,257.6	(164.6) (d)	2,093.0
Operating lease liabilities	194.4	15.3	—	179.1	—	179.1
Deferred income taxes	161.0	(18.0)	—	179.0	(12.3) (f)	166.7
Other long-term liabilities	159.9	—	—	159.9	—	159.9
Total liabilities	3,609.6	(0.9)	0.9	3,609.6	(176.9)	3,432.7
Commitments and contingencies						
Stockholders' equity:						
Preferred stock, par value \$0.01 per share, 10.0 shares authorized, none issued	—	—	—	—	—	—
Common stock, par value \$0.01 per share, 90.0 shares authorized, 56.2 issued and outstanding at June 30, 2019	0.6	—	—	0.6	—	0.6
Treasury stock	(83.3)	—	—	(83.3)	—	(83.3)
Additional paid-in capital	2,143.5	—	—	2,143.5	—	2,143.5
Retained earnings (deficit)	5.3	174.3	138.1	(307.1)	214.6 (e)	(92.5)
Accumulated other comprehensive loss	(82.8)	—	—	(82.8)	—	(82.8)
Total stockholders' equity	1,983.3	174.3	138.1	1,670.9	214.6	1,885.5
Total liabilities and stockholders' equity	<u>\$ 5,592.9</u>	<u>\$ 173.4</u>	<u>\$ 139.0</u>	<u>\$ 5,280.5</u>	<u>\$ 37.7</u>	<u>\$ 5,318.2</u>

See accompanying Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

TREEHOUSE FOODS, INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(a) The Snacks Discontinued Operations column in the unaudited Pro Forma Condensed Consolidated Financial Statements represents the historical financial results directly attributable to the Snacks business in accordance with Financial Accounting Standards Board Accounting Standards Codification 205, "Presentation of Financial Statements" ("ASC 205"). Separation costs included in this column for the unaudited Pro Forma Condensed Consolidated Statements of Operations are \$5.0 million, \$5.8 million, and \$6.4 million for the three and six months ended June 30, 2019 and for the year ended December 31, 2018, respectively.

(b) The RTE Cereal Discontinued Operations column in the unaudited Pro Forma Condensed Consolidated Financial Statements represents the historical financial results directly attributable to the RTE Cereal business in accordance with Financial Accounting Standards Board Accounting Standards Codification 205, "Presentation of Financial Statements" ("ASC 205"). Separation costs included in this column for the unaudited Pro Forma Condensed Consolidated Statements of Operations are \$1.9 million, \$2.1 million, and \$0.5 million for the three and six months ended June 30, 2019 and for the year ended December 31, 2018, respectively.

(c) Reflects the reduction of interest expense incurred due to the mandatory long-term debt prepayment as described in note (d). The interest expense benefit was tax effected based on the statutory tax rates of TreeHouse in each of the periods presented.

(d) Reflects the base sale price from the Snacks and RTE Cereal transactions of \$90.0 million and \$110.0 million, respectively, and also includes an estimate of additional customary working capital adjustments. Mandatory prepayment of long-term debt with the net cash proceeds in excess of \$50.0 million from the disposition is required under our credit agreements. The net cash proceeds ultimately recognized may change based on adjustments to transaction costs and post-closing adjustments as defined in the stock purchase agreement dated July 8, 2019 and the asset purchase agreement dated May 1, 2019.

(e) The estimated loss on the sale of Snacks of approximately \$97.8 million (which the Company anticipates recognizing in the third quarter of 2019) is reflected as the difference between historical retained earnings and Pro Forma retained earnings. This estimate is based on the historical information as of June 30, 2019. The actual amount will be based on balances as of closing, and may differ from the information presented.

(f) Reflects the tax impact of the sale of RTE Cereal resulting in a reduction of \$12.3 million in the Company's net deferred tax liability and an increase in tax liability of the same amount.

TREEHOUSE FOODS, INC.
Supplemental Financial Information
Unaudited Pro Forma Non-GAAP Measures
(In millions, except per share amounts)

Overview

On August 1, 2019, Bay Valley Foods, LLC and TreeHouse Private Brands, Inc., wholly owned subsidiaries of TreeHouse Foods, Inc. ("TreeHouse" or the "Company"), completed the previously announced sale of Flagstone Foods, Inc. and Nutcracker Brands, Inc., constituting the Company's Snacks Division, for a base sale price of \$90.0 million in cash subject to customary post-closing adjustments. The sale is considered a significant disposition for purposes of Item 2.01 of Form 8-K.

On May 1, 2019, TreeHouse Private Brands, Inc., a wholly owned subsidiary of TreeHouse Foods, Inc., entered into a definitive agreement to sell its Ready-to-eat ("RTE") Cereal business. The transaction is presently being reviewed by the Federal Trade Commission. The RTE business has been classified as held for sale as of June 30, 2019. For additional information, the unaudited Pro Forma Condensed Consolidated Financial Statements include additional columns assuming the sale of the RTE business occurred on January 1, 2016 for purposes of the unaudited Pro Forma Condensed Consolidated Statements of Operations and on June 30, 2019 for purposes of the unaudited Pro Forma Condensed Consolidated Balance Sheet.

As a result, Exhibit 99.1 to this Form 8-K includes TreeHouse's unaudited Pro Forma Condensed Consolidated Financial Statements giving effect to the divestitures by excluding the results of operations of the Snacks and RTE Cereal businesses, which were adjusted to include only costs directly attributed to the businesses. Refer to Exhibit 99.1 of this Form 8-K for additional information regarding the basis of presentation for the Pro Forma information.

In this Exhibit 99.2, the Company has provided the supplemental financial information on a Non-GAAP basis, as it believes it provides investors with useful supplemental financial information regarding the Company's underlying business trends and the performance of the Company's continuing operations after the separation of the Snacks and RTE Cereal businesses, on an adjusted basis.

Non-GAAP Measures

We have included in this Exhibit 99.2 measures of financial performance that are not defined by GAAP ("Non-GAAP"). A Non-GAAP financial measure is a numerical measure of financial performance that excludes or includes amounts so as to be different than the most directly comparable measure calculated and presented in accordance with GAAP in the Company's unaudited Pro Forma Condensed Consolidated Financial Statements. We believe these measures provide useful information to the users of the financial statements as we also have included these measures in other communications and publications.

For each of these Non-GAAP financial measures further described below, we provide a reconciliation between the Non-GAAP measure and the most directly comparable GAAP measure, an explanation of why management believes the Non-GAAP measure provides useful information to financial statement users, and any additional purposes for which management uses the Non-GAAP measure. This Non-GAAP financial information is provided as additional information for the financial statement users and is not in accordance with, or an alternative to, GAAP. These Non-GAAP measures may be different from similar measures used by other companies.

Adjusted Earnings Per Diluted Share, Adjusting for Certain Items Affecting Comparability

Adjusted earnings per diluted share ("Adjusted Diluted EPS") reflects adjustments to GAAP loss per diluted share to identify items that, in management's judgment, significantly affect the assessment of earnings results between periods. This information is provided in order to allow investors to make meaningful comparisons of the Company's earnings performance between periods and to view the Company's business from the same perspective as Company management. As the Company cannot predict the timing and amount of charges that include, but are not limited to, items such as acquisition, integration, divestiture, and related costs, mark-to-market adjustments on derivative contracts, foreign currency exchange impact on the re-measurement of intercompany notes, restructuring programs, and other items that may arise from time to time that would impact comparability, management does not consider these costs when evaluating the Company's performance, when making decisions regarding the allocation of resources, in determining incentive compensation, or in determining earnings estimates.

Adjusted Net Income, Adjusted EBIT, and Adjusted EBITDAS, Adjusting for Certain Items Affecting Comparability

Adjusted net income represents GAAP net (loss) income as reported in the unaudited Pro Forma Condensed Consolidated Statements of Operations adjusted for items that, in management's judgment, significantly affect the assessment of earnings results between periods as outlined in the adjusted diluted EPS section above. This information is provided in order to allow investors to make meaningful comparisons of the Company's earnings performance between periods and to view the Company's business from the same perspective as Company management. This measure is also used as a component of the Board of Directors' measurement of the Company's performance for incentive compensation purposes and is the basis of calculating the adjusted diluted EPS metric outlined above.

Adjusted EBIT represents adjusted net income before interest expense, interest income, and income tax expense. Adjusted EBITDAS represents adjusted net income before interest expense, interest income, income tax expense, depreciation and amortization expense, and non-cash stock-based compensation expense. Adjusted EBIT and adjusted EBITDAS are performance measures commonly used by management to assess operating performance, and the Company believes they are commonly reported and widely used by investors and other interested parties as a measure of a company's operating performance between periods and as a component of our debt covenant calculations.

The following table reconciles the Company's diluted (loss) income per share from continuing operations as presented in the unaudited Pro Forma Condensed Consolidated Statements of Operations in Exhibit 99.1, the relevant GAAP measure, to adjusted diluted income per share from continuing operations for the three and six months ended June 30, 2019 and for the years ended December 31, 2018, 2017, and 2016:

RECONCILIATION OF DILUTED (LOSS) INCOME PER SHARE FROM CONTINUING OPERATIONS TO ADJUSTED DILUTED EPS FROM CONTINUING OPERATIONS

		Three Months Ended June 30, 2019	Six Months Ended June 30, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Diluted (loss) income per share from continuing operations (GAAP) (1)	\$	(0.96)	\$ (1.21)	\$ (0.89)	\$ 1.90	\$ 1.02
Impairments	(1)	—	—	—	1.02	0.27
Restructuring programs	(2)	0.60	1.16	2.95	1.28	0.33
CEO transition costs	(3)	—	—	0.23	—	—
Mark-to-market adjustments	(4)	0.45	0.73	0.40	(0.04)	(0.25)
Litigation matter	(5)	0.44	0.44	—	—	—
Foreign currency loss (gain) on re-measurement of intercompany notes	(6)	(0.03)	(0.05)	0.11	(0.10)	(0.05)
Product recall	(7)	—	—	—	(0.06)	0.09
Acquisition, integration, divestiture, and related costs	(8)	—	—	(0.24)	1.75	1.06
Multiemployer pension plan withdrawal	(9)	0.07	0.07	—	—	—
Debt amendment and repurchase activity	(10)	—	—	0.12	0.09	—
Tax indemnification	(11)	0.01	0.01	(0.04)	—	—
Tax reform	(12)	—	—	—	(1.86)	—
Taxes on adjusting items		(0.23)	(0.48)	(0.73)	(1.16)	(0.47)
Dilutive impact of shares (2)		—	—	0.01	—	—
Adjusted diluted EPS from continuing operations (Non-GAAP)	\$	0.35	\$ 0.67	\$ 1.92	\$ 2.82	\$ 2.00

(1) As presented in Exhibit 99.1 to this Form 8-K.

(2) The number of shares outstanding used in the calculation of the GAAP diluted loss per share from continuing operations excludes all contingently issuable shares under our equity award programs since inclusion of such shares would be anti-dilutive (i.e. the loss per share would be smaller). Conversely, the number of shares outstanding used in the calculation of the Adjusted diluted earnings per share from continuing operations (a Non-GAAP measure) includes all contingently issuable shares under our equity award programs since inclusion of such shares is dilutive. The total number of shares used in the calculation of the adjusted diluted earnings per share was 56.5 million for both the three months and six months ended June 30, 2019. The number of total shares used in the calculation of the adjusted diluted earnings per share was 57.6 million for both of the years ended December 31, 2018 and December 31, 2017, and 56.4 million for the year ended December 31, 2016.

The following table reconciles the Company's net loss from continuing operations as presented in the unaudited Pro Forma Condensed Consolidated Statements of Operations in Exhibit 99.1, the relevant GAAP measure, to adjusted net income from continuing operations, adjusted EBIT from continuing operations, and adjusted EBITDAS from continuing operations for the three and six months ended June 30, 2019 and for the years ended December 31, 2018, 2017, and 2016:

RECONCILIATION OF NET (LOSS) INCOME FROM CONTINUING OPERATIONS TO ADJUSTED NET INCOME, ADJUSTED EBIT, AND ADJUSTED EBITDAS FROM CONTINUING OPERATIONS

	Three Months Ended June 30, 2019	Six Months Ended June 30, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
	(in millions)				
Net (loss) income per GAAP from continuing operations (1)	\$ (53.8)	\$ (68.1)	\$ (49.6)	\$ 109.4	\$ 57.8
Impairments	(1) —	—	—	59.0	15.0
Restructuring programs	(2) 33.6	65.7	166.7	73.6	18.7
CEO transition costs	(3) —	—	13.0	—	—
Mark-to-market adjustments	(4) 25.3	41.2	22.5	(2.3)	(14.1)
Litigation matter	(5) 25.0	25.0	—	—	—
Foreign currency (gain) loss on re-measurement of intercompany notes	(6) (1.4)	(3.0)	6.2	(5.9)	(3.0)
Product recall	(7) —	—	—	(3.3)	5.1
Acquisition, integration, divestiture, and related costs	(8) 0.1	0.1	(13.5)	100.9	60.0
Multiemployer pension plan withdrawal	(9) 4.1	4.1	—	—	—
Debt amendment and repurchase activity	(10) —	—	6.8	5.0	—
Tax indemnification	(11) 0.7	0.4	(2.0)	—	—
Tax reform	(12) —	—	—	(106.8)	—
Less: Taxes on adjusting items	(14.0)	(27.6)	(41.8)	(67.1)	(26.5)
Adjusted net income from continuing operations (Non-GAAP)	19.6	37.8	108.3	162.5	113.0
Interest expense	27.9	54.8	114.6	126.8	119.2
Interest income	(1.7)	(4.3)	(3.8)	(4.3)	(4.2)
Income tax (benefit) expense	(6.0)	(15.7)	(15.0)	(141.8)	25.0
Add: Taxes on adjusting items	14.0	27.6	41.8	67.1	26.5
Adjusted EBIT from continuing operations (Non-GAAP)	53.8	100.2	245.9	210.3	279.5
Depreciation and amortization	(13) 50.5	103.3	209.1	216.2	226.6
Stock-based compensation expense	(14) 6.4	11.9	20.3	27.7	28.2
Adjusted EBITDAS from continuing operations (Non-GAAP)	\$ 110.7	\$ 215.4	\$ 475.3	\$ 454.2	\$ 534.3

(1) As presented in Exhibit 99.1 to this Form 8-K.

**FOOTNOTES FOR RECONCILIATION OF NET (LOSS) INCOME FROM CONTINUING OPERATIONS TO ADJUSTED NET INCOME,
ADJUSTED EBIT, AND ADJUSTED EBITDAS FROM CONTINUING OPERATIONS**

		Location in Unaudited Pro Forma Condensed Consolidated Statements of Operations	Three Months Ended June 30, 2019	Six Months Ended June 30, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
(in millions)							
(1)	Impairments	Asset impairment	\$ —	\$ —	\$ —	\$ 59.0	\$ 15.0
(2)	Restructuring programs	Other operating expense, net	32.6	60.9	149.1	38.1	13.0
		Cost of sales	0.2	3.2	13.3	35.5	5.7
		General and administrative	0.8	1.6	4.3	—	—
(3)	CEO transition costs	General and administrative	—	—	13.0	—	—
(4)	Mark-to-market adjustments	Other expense (income), net	25.3	41.2	22.5	(2.3)	(14.1)
(5)	Litigation matter	General and administrative	25.0	25.0	—	—	—
(6)	Foreign currency (gain) loss on re-measurement of intercompany notes	(Gain) loss on foreign currency exchange	(1.4)	(3.0)	6.2	(5.9)	(3.0)
(7)	Product recall	Net sales	—	—	—	(2.3)	3.1
		Cost of sales	—	—	—	(1.0)	2.0
		General and administrative	—	—	—	—	—
(8)	Acquisition, integration, divestiture, and related costs	General and administrative	0.1	0.1	(0.1)	13.6	51.4
		Other operating expense, net	—	—	(13.4)	87.3	—
		Cost of sales	—	—	—	—	8.4
		Other expense (income), net	—	—	—	—	0.2
(9)	Multiemployer pension plan withdrawal	Cost of sales	4.1	4.1	—	—	—
(10)	Debt amendment and repurchase activity	General and administrative	—	—	0.2	1.7	—
		Other expense (income), net	—	—	4.2	—	—
		Interest expense	—	—	2.4	3.3	—
(11)	Tax indemnification	Other expense (income), net	0.7	0.4	(2.0)	—	—
(12)	Tax reform	Income tax (benefit) expense	—	—	—	(104.4)	—
		Other expense (income), net	—	—	—	(2.4)	—
(13)	Depreciation included as an adjusting item	Cost of sales	0.2	1.6	12.1	16.4	6.7
		General and administrative	0.8	1.6	4.1	0.3	—
(14)	Stock-based compensation expense	General and administrative	0.2	0.4	10.3	0.1	0.6

During the three and six months ended June 30, 2019, and for the years ended December 31, 2018, 2017, and 2016, the Company entered into transactions that affected the year-over-year comparison of its financial results that included the following:

- (1) During 2017, the Company incurred \$59.0 million of impairment of goodwill and other intangible assets related to its Bars category. During 2016, the Company incurred \$11.5 million non-cash impairment charge related to goodwill allocated to the Meal Solutions reporting unit and a \$3.5 million non-cash impairment charge related to the *Saucemaker*® trademark.
- (2) The Company's restructuring and margin improvement activities are part of an enterprise-wide transformation to improve the long-term profitability of the Company. For the three and six months ended June 30, 2019, the Company incurred restructuring program costs of approximately \$33.6 million and \$65.7 million, respectively. For the years ended December 31, 2018, 2017, and 2016, the Company incurred approximately \$166.7 million, \$73.6 million, and \$18.7 million, respectively, of restructuring program costs.
- (3) The CEO transition cost line primarily relates to accelerated stock-based compensation and modification accounting related to the transition of Chief Executive Officers in 2018.
- (4) The Company's derivative contracts are marked-to-market each period with the unrealized changes in fair value being recognized in the Condensed Consolidated Statements of Operations. These are non-cash charges. As the contracts are settled, realized gains and losses are recognized. The mark-to-market impacts only are treated as Non-GAAP adjustments.
- (5) During the second quarter of 2019, the Company recognized a \$25 million accrual related to a litigation matter. The suit's primary allegation relates to certain purported label misrepresentations as to the nature of its Grove Square coffee products.
- (6) The Company has Canadian dollar denominated intercompany loans and incurred foreign currency gains and losses to re-measure the loans at the respective period ends. These charges are non-cash and the loans are eliminated in consolidation.
- (7) The product recall costs (reimbursement) primarily represents an announced voluntary recall of products that occurred in 2016 regarding products that may be impacted by sunflower seeds potentially contaminated with *Listeria monocytogenes* (L.mono) that were provided by a supplier. Product was distributed nationwide through retail stores. TreeHouse initiated the voluntary recall as a cautionary measure to protect public health. Costs include, but are not limited to, customer fees, customer reimbursements, inventory write-offs, and other costs to manage the recall. The Company expects to be reimbursed for these costs and has excluded related recoveries from adjusted earnings for proceeds received in 2017.
- (8) The acquisition, integration, divestiture, and related costs line represents costs associated with completed and potential divestitures, completed and potential acquisitions and the related integration of the acquisitions.
- (9) During the second quarter of 2019, the Company executed a complete withdrawal from the Retail, Wholesale, and Department Store International Union and Industry Pension Fund. Absent agreement with the Fund on a withdrawal payment, the Company estimated a withdrawal liability of \$4.1 million. The Company anticipates receiving an assessment by December 31, 2019, and the ultimate withdrawal liability may change from the currently estimated amount.
- (10) During the second quarter of 2018, the Company amended its Credit Agreement, resulting in third party costs to complete the transaction. Also during the second quarter of 2018, the Company completed the repurchase of certain of its outstanding debt. This activity resulted in the write-off of a portion of deferred financing costs as well as a loss on debt extinguishment. During 2017, the Company refinanced our credit facility including our revolver and related term loans. This activity resulted in the write-off of a portion of deferred financing costs as well as third party costs to complete the transaction.
- (11) The tax indemnification line represents the non-cash write off of indemnification assets that were recorded in connection with acquisitions from prior years. These write-offs arose as a result of the related uncertain tax position being released due to the statute of limitation lapse or settlement with taxing authorities.

- (12) The tax reform line represents the impact of the Tax Act which was signed into law on December 22, 2017 and made significant changes to the Internal Revenue Code. For the period ending December 31, 2017, the Company recorded a provisional net benefit of \$104.2 million, primarily attributable to adjustments to our net deferred tax liability, partially offset with a one-time transition tax on the mandatory deemed repatriation of cumulative foreign earnings. The tax impact recorded for the year ended December 31, 2018 was insignificant and the Company considers all provisional amounts to be final.

The tax impact on adjusting items is calculated based upon the tax laws and statutory tax rates applicable in the tax jurisdiction of the underlying Non-GAAP adjustments.