
**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): April 21, 2009 (April 21, 2009)

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.)

Two Westbrook Corporate Center
Suite 1070
Westchester, IL

(Address of Principal Executive Offices)

60154

(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))

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

On April 21, 2009, Dennis F. Riordan, Senior Vice President and Chief Financial Officer of TreeHouse Foods, Inc. (NYSE:THS), amended his employment agreement to remove the provision providing for an excise tax gross-up payment in the event of a change of control.

A copy of such amendment is filed as an exhibit to this report and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit Number	Exhibit Description
10.1	First Amendment to Employment Agreement, dated April 21, 2009, between TreeHouse Foods, Inc. and Dennis F. Riordan

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: April 21, 2009

By: /s/ Thomas E. O'Neill

Thomas E. O'Neill

General Counsel, Senior Vice President, Chief
Administrative Officer, Corporate Secretary and
officer duly authorized to sign on behalf of the
registrant

INDEX TO EXHIBITS

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**FIRST AMENDMENT TO EMPLOYMENT AGREEMENT
BETWEEN DENNIS F. RIORDAN AND TREEHOUSE FOODS, INC.**

THIS FIRST AMENDMENT TO EMPLOYMENT AGREEMENT (this “Amendment”) dated as of April 21, 2009, is between **TREEHOUSE FOODS, INC.**, a Delaware corporation (the “Company”), and **DENNIS F. RIORDAN** (the “Executive”).

WHEREAS, the Company and Executive deem it desirable to amend Executive’s November 7, 2008 Employment Agreement (the “Agreement”) to remove the provisions thereof providing for a change in control excise tax gross-up payment; and

WHEREAS, pursuant to Section 8(k) of the Agreement, amendment can only be made to the Agreement pursuant to written consent of the Company and Executive.

NOW, THEREFORE, BE IT RESOLVED, in consideration of the foregoing, it is mutually agreed that the Agreement is amended, effective April 21, 2009, by deleting the provisions of Section 6(g), Payment Following a Change of Control, in their entirety and designating said Section 6(g) “Reserved.”

Except as modified by this Amendment, the terms of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment as of this 21st day of April, 2009.

TREEHOUSE FOODS, INC.

By: /s/ Sam K. Reed
Name: Sam K. Reed
Title: Chief Executive Officer

EXECUTIVE

/s/ Dennis F. Riordan
Dennis F. Riordan