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**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))
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**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:

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

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## **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

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## 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