

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

### 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

OMB APPROVAL  
OMB Number: 3235-0287  
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1. Name and Address of Reporting Person <sup>*</sup>  <b>JANA PARTNERS LLC</b> (Last) (First) (Middle) <b>767 FIFTH AVENUE, 8TH FLOOR</b> (Street) <b>NEW YORK, NY 10153</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol  <b>TreeHouse Foods, Inc. [ THS ]</b>				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <b>See Remarks</b>			
			3. Date of Earliest Transaction (MM/DD/YYYY)  <b>5/2/2023</b>				6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
			4. If Amendment, Date Original Filed (MM/DD/YYYY)							
			Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)			
Common Stock, par value \$0.01 per share	5/2/2023		M <sup>(1)</sup>		V	5972	A	\$0	4753914	D <sup>(4)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	<sup>(2)</sup>	5/2/2023		M <sup>(1)</sup>		V	5972		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	5972	\$0	0	I See footnote <sup>(4)</sup>

#### Explanation of Responses:

- (1) Settlement of restricted stock units into shares of common stock.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (3) The restricted stock units have a grant date of May 2, 2022. Unless deferred, restricted stock units vest and settle in stock or cash upon the 12-month anniversary of the grant date. Scott Ostfeld, a Partner of the Reporting Person who currently serves on the board of directors of the Issuer, has assigned all rights to any shares issuable pursuant to the grant to the Reporting Person. Pursuant to the assignment, settlement of the award on vesting was made to the Reporting Person.
- (4) JANA Partners LLC ("JANA") is a private money management firm which beneficially owns the securities reported herein through various accounts under its management and control. Barry Rosenstein is the Managing Partner of JANA. JANA and Barry Rosenstein disclaim any beneficial ownership of any of the Issuer's securities reported herein except to the extent of their pecuniary interest therein.

#### Remarks:

The Reporting Person may be deemed to be a director by deputization for purposes of Section 16 under the Securities Exchange Act of 1934 by virtue of the fact that Mr. Ostfeld currently serves on the board of directors of the Issuer.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JANA PARTNERS LLC 767 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10153	X			See Remarks

**Signatures**

**s/ JANA Partners LLC, by Jennifer Fanjiang, Partner, Chief Legal Officer and Chief Compliance Officer**

\*\*Signature of Reporting Person

**5/4/2023**

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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