

# 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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

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 <sup>*</sup> <b>OConnell Frank Joseph</b> (Last) (First) (Middle) <b>2021 SPRING ROAD, SUITE 600</b> (Street) <b>OAK BROOK, IL 60523</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 type="checkbox"/> Other (specify below)			
			3. Date of Earliest Transaction (MM/DD/YYYY) <b>4/29/2021</b>							
			4. If Amendment, Date Original Filed (MM/DD/YYYY)				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			

**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)	Price			
Common Stock	4/29/2021		M(1)		26370	A	\$0	26970		D
Common Stock	4/29/2021		M(1)		3010	A	\$0	29980		D

**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 Unit	(2)	4/29/2021		M(1)		26370		(3)	(3)	Common Stock	26370.0	\$0	3283	D	
Restricted Stock Unit	(2)	4/29/2021		M(1)		3010		(4)	(4)	Common Stock	3010.0	\$0	273	D	
Restricted Stock Unit	(2)	4/29/2021		D(5)		273		(6)	(6)	Common Stock	273.0	\$0	0	D	

#### Explanation of Responses:

- (1) Settlement of deferred 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 were granted on various dates between June 27, 2008 and May 1, 2019. Unless deferred, the restricted stock units vest and settle in stock or cash upon the 12-month anniversary of the grant date.
- (4) The restricted stock units have a grant date of May 11, 2020. Unless deferred, the restricted stock units vest and settle in stock or cash upon the 12-month anniversary of the grant date. This represents the settlement of restricted stock units that vested on a pro-rata basis through the resignation of the reporting person.
- (5) Restricted stock units not yet vested were cancelled upon resignation of the reporting person.
- (6) The restricted stock units have a grant date of May 11, 2020. Unless deferred, the restricted stock units vest and settle in stock or cash upon the 12-month anniversary of the grant date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OConnell Frank Joseph 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523	X			

**Signatures**

/s/ Thomas E. O'Neill, by Power of Attorney

\*\*Signature of Reporting Person

5/3/2021

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.