

TreeHouse Foods, Inc.
Form 4
June 30, 2009

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REED SAM K

(Last) (First) (Middle)

**TWO WESTBROOK CORPORATE
CENTER, SUITE 1070**

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TreeHouse Foods, Inc. [THS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

CEO, Chairman of the Board

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	06/29/2009		S ⁽¹⁾		27,200	D \$ 28.52 ⁽²⁾	386,511	D	
Common Stock							276,677	I	By trust ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(4)	06/29/2009		A	18,350	(5) (5)	Common Stock	18,350

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REED SAM K TWO WESTBROOK CORPORATE CENTER SUITE 1070 WESTCHESTER, IL 60154	X CEO, Chairman of the Board

Signatures

/s/ Thomas E. O'Neill, as
attorney-in-fact
06/30/2009
**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) These shares were sold pursuant to a previously established 10b5-1 plan primarily for the purpose of covering tax obligations due to the lapsing of restrictions on restricted stock awards.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$28.38 to \$28.65, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with in the foregoing range.
- (2) Held by Sam K. Reed 2008 Trust & Victoria P. Reed 2008 Trust, Tenants in Common
- (3) Each restricted stock unit is equal in value to one share of common stock of TreeHouse Foods, Inc.
- (4) The restricted stock units vest and settle in stock or cash in three approximately equal installments on each of the first three anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. >

Form of 2013 Restricted Stock/Stock Appreciation Rights Agreement.

10-K

000-07246

10.10

2/27/2013

10.7.3

Form of 2014 Performance Share Agreement.

10-K

000-07246

10.5.4

2/19/2015

10.7.4

Form of 2014 Restricted Stock/Stock Appreciation Rights Agreement.

10-K

000-07246

10.5.5

2/19/2015

10.7.5

Form of 2015 Performance Share Agreement.

10-K

000-07246

10.5.6

2/19/2015

10.7.6

Explanation of Responses:

Form of 2015 Restricted Stock Unit Agreement.

10-K

000-07246

10.5.7

2/19/2015

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Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	SEC File Number	Exhibit	Filing Date	
10.7.7	<u>Form of 2015 Stock Appreciation Rights Agreement.</u>	10-K	000-07246	10.5.8	2/19/2015	
10.7.8	<u>Form of 2016 Performance Share Agreement.</u>	10-K	001-37419	10.7.8	2/22/2016	
10.9	<u>Employment Agreement with Daniel W. Amidon, General Counsel and Corporate Secretary, dated as of April 19, 2010.</u>	8-K	000-07246	10.3	4/23/2010	
10.10	<u>Employment Agreement with Lance A. Lauck, Senior Vice President of Business Development, dated as of April 19, 2010.</u>	8-K	000-07246	10.4	4/23/2010	
10.11	<u>Third Amended and Restated Credit Agreement dated as of May 21, 2013, among PDC Energy, Inc. as Borrower, Riley Natural Gas Company, a Subsidiary of PDC Energy, Inc., as Guarantor, JP Morgan Chase Bank, N.A. as Administrative Agent, J.P. Morgan Securities LLC as Sole Bookrunner and Co-Lead Arranger, Wells Fargo Bank, N.A. as Syndication Agent, and Wells Fargo Securities, LLC as Co-Lead Arranger, and Certain Lenders.</u>	8-K	000-07246	10.1	5/28/2013	
10.11.1	<u>First and Second Amendments to Third Amended and Restated Credit Agreement dated as of May 14, 2014 and September 30, 2015, respectively, among PDC Energy, Inc. as the Borrower, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent for the Lenders.</u>	10-K	001-37419	10.11.1	2/22/2016	
10.11.2	<u>Third Amendment to the Third Amended and Restated Credit Agreement, dated as of September 6, 2016, among the Company, as Borrower, certain Subsidiaries of the Company, as Guarantors, the lenders from time to time party thereto (the "Lenders") and JPMorgan Chase Bank, N.A., as Administrative Agent for the Lenders.</u>	8-K	001-37419	10.1	9/8/2016	
10.11.3	<u>Fourth Amendment to the Third Amended and Restated Credit Agreement, dated as of October 14, 2016, among the Company, as Borrower, certain Subsidiaries of the Company, as Guarantors, the lenders from time to time party thereto (the "Lenders") and JPMorgan Chase Bank, N.A., as Administrative Agent for the Lenders.</u>	10-Q	001-37419	99.1	11/3/2016	

Explanation of Responses:

10.11.4	<u>Fifth Amendment to Third Amended and Restated Credit Agreement, dated as of May 10, 2017, among the Company, as Borrower, certain Subsidiaries of the Company, as Guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders party thereto.</u>	8-K	001-37419	10.1	5/16/2017
10.11.5	<u>Sixth Amendment to the Third Amended and Restated Credit Agreement, dated as of October 6, 2017, among the Company, as Borrower, certain Subsidiaries of the Company, as Guarantors, the lenders from time to time party thereto (the "Lenders") and JPMorgan Chase Bank, N.A., as Administrative Agent for the Lenders.</u>	10-Q	001-37419	10.1	11/7/2017
10.12	<u>Change of Control and Severance Plan.</u>	10-K	001-37419	10.14	2/28/2017
10.12.1	<u>Amendment to the PDC Energy Change of Control and Severance Plan.</u>	10-K	001-37419	10.14.1	2/28/2017
10.13	<u>Registration Rights Agreement, dated as of September 15, 2016, by and between PDC Energy, Inc. and J.P. Morgan Securities LLC, as representative of the initial purchasers, relating to the 6.125% Senior Notes due 2024.</u>	8-K	001-37419	10.2	9/15/2016
10.14	<u>Investment Agreement, dated December 6, 2016, by and among the Investor parties identified therein and PDC Energy, Inc. (relating to the Stock Purchase and Sale Agreement).</u>	8-K	001-37419	10.1	12/7/2016
10.15	<u>Investment Agreement, dated December 6, 2016, by and among the Investor parties identified therein and PDC Energy, Inc. (relating to the Asset Purchase and Sale Agreement).</u>	8-K	001-37419	10.2	12/7/2016

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Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	SEC File Number	Exhibit	Filing Date	
10.16	<u>Purchase Agreement, dated as of November 14, 2017, by and between 10.PDC Energy, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the initial purchasers named therein, and PDC Permian, Inc., a subsidiary guarantor of the Company, relating to the 5.750% Senior Notes due 2026.</u>	8-K	001-37419	10.1	11/17/2017	
10.17	<u>Registration Rights Agreement, dated as of November 29, 2017, by and between PDC Energy, Inc., PDC Permian, Inc., a subsidiary guarantor of the Company, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the initial purchasers, relating to the 5.750% Senior Notes due 2026.</u>	8-K	001-37419	10.1	11/29/2017	
12.1	<u>Computation of Ratio of Earnings to Fixed Charges.</u>	10-K	001-37419	12.1	2/27/2018	
21.1	<u>Subsidiaries.</u>	10-K	001-37419	21.1	2/27/2018	
23.1	<u>Consent of PricewaterhouseCoopers LLP.</u>	10-K	001-37419	23.1	2/27/2018	
23.2	<u>Consent of Ryder Scott Company, L.P., Petroleum Consultants.</u>	10-K	001-37419	23.2	2/27/2018	
23.3	<u>Consent of Netherland, Sewell & Associates, Inc., Petroleum Consultants.</u>	10-K	001-37419	23.3	2/27/2018	
31.1	<u>Certification by Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act Rules, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	10-K	001-37419	31.1	2/27/2018	
31.2	<u>Certification by Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act Rules, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	10-K	001-37419	31.2	2/27/2018	
32.1	<u>Certifications by Chief Executive Officer and Chief Financial Officer pursuant to Title 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.</u>	10-K	001-37419	32.1	2/27/2018	
99.1	<u>Report of Independent Petroleum Consultants - Ryder Scott Company, L.P.</u>	10-K	001-37419	99.1	2/27/2018	

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99.2	<u>Report of Independent Petroleum Consultants - Netherland, Sewell & Associates, Inc.</u>	10-K	001-37419	99.2	2/27/2018
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101.INS	XBRL Instance Document				X
101.SCH	XBRL Taxonomy Extension Schema Document				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				X