

Fleming Mark A  
Form 3  
January 22, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Fleming Mark A                          |         | (Month/Day/Year)                     | TreeHouse Foods, Inc. [THS]  |  |
| (Last)                                    | (First) | (Middle)                             | 01/11/2019   |  |
| 2021 SPRING RD,Â SUITE 600                |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| OAK BROOK,Â ILÂ 60523                     |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | SVP, Division President  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,868   | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|  |       |       |                 | Shares |          | (I)<br>(Instr. 5) |   |
|--|-------|-------|-----------------|--------|----------|-------------------|---|
| Non-Qualified Stock Option<br>(Right to Buy) | Â (1) | Â (1) | Common<br>Stock | 2,130  | \$ 79.94 | D                 | Â |
| Non-Qualified Stock Option<br>(Right to Buy) | Â (2) | Â (2) | Common<br>Stock | 2,440  | \$ 98.28 | D                 | Â |
| Non-Qualified Stock Option<br>(Right to Buy) | Â (3) | Â (3) | Common<br>Stock | 2,560  | \$ 84.66 | D                 | Â |
| Restricted Stock Unit                        | Â (4) | Â (4) | Common<br>Stock | 217    | \$ (5)   | D                 | Â |
| Restricted Stock Unit                        | Â (6) | Â (6) | Common<br>Stock | 167    | \$ (5)   | D                 | Â |
| Restricted Stock Unit                        | Â (7) | Â (7) | Common<br>Stock | 386    | \$ (5)   | D                 | Â |
| Restricted Stock Unit                        | Â (8) | Â (8) | Common<br>Stock | 4,860  | \$ (5)   | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Fleming Mark A<br>2021 SPRING RD<br>SUITE 600<br>OAK BROOK, IL 60523 | Â             | Â         | Â SVP, Division President | Â     |

## Signatures

Thomas E. O'Neill, by power of attorney  
01/22/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The stock options have a ten-year term and will vest in three approximately equal installments on each of the first three anniversaries of the grant date (February 1, 2016).
  - (2) The stock options have a ten-year term and will vest in three approximately equal installments on each of the first three anniversaries of the grant date (June 27, 2016).
  - (3) The stock options have a ten-year term and will vest in three approximately equal installments on each of the first three anniversaries of the grant date (March 31, 2017).
  - (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 (February 1, 2016).
  - (5) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
  - (6) 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 (June 27, 2016).

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- (7) 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 (March 31, 2017).
- (8) 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 (March 29, 2018).

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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