

Item 8.01. Other Events.

On February 6, 2017, Post Holdings, Inc. (the “Company”) announced the pricing of its previously announced senior notes offering. The Company priced \$1,000.0 million aggregate principal amount of 5.50% senior notes due 2025 at par (the “2025 Notes”) and \$750.0 million aggregate principal amount of 5.75% senior notes due 2027 at par (the “2027 Notes”) and collectively with the 2025 Notes, the “Notes”). The \$1,750.0 million aggregate principal amount of the Notes represented an increase from the original offering size of \$1,500.0 million. The Notes offering is expected to close on February 14, 2017, subject to customary closing conditions.

The Notes will be unsecured unsubordinated obligations of the Company and will be guaranteed by the Company’s material domestic subsidiaries. The Company intends to use the net proceeds from the proposed offering to redeem its 6.75% senior notes due 2021 and its 7.375% senior notes due 2022, for related expenses and, to the extent there are any remaining net proceeds, for general corporate purposes, which could include, among other things, working capital, capital expenditures, acquisitions, and repayment of indebtedness.

A copy of the press release issued in connection therewith is attached hereto as Exhibit 99.1. The Notes and the related subsidiary guarantees were offered in the United States to qualified institutional buyers in an offering exempt from registration pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to persons outside the United States in compliance with Regulation S under the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

See Exhibit Index.

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 thereunto duly authorized.

Date: February 6, 2017 Post Holdings, Inc.
(Registrant)

By: /s/ Diedre J. Gray

Name: Diedre J. Gray

Title: SVP, General Counsel & Chief Administrative Officer, Secretary

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release dated February 6, 2017

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