

OMB APPROVAL	
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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

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* <u>REED SAM K</u> (Last) (First) (Middle) 2021 SPRING ROAD SUITE 600 (Street) OAK BROOK IL 60523 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TreeHouse Foods, Inc. [THS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/27/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/27/2017		M ⁽¹⁾		5,003	A	\$0.00	54,016	D	
Common Stock	06/27/2017		F ⁽²⁾		1,439	D	\$79.8	52,577	D	
Common Stock	06/27/2017		M ⁽¹⁾		5,610	A	\$0.00	58,187	D	
Common Stock	06/27/2017		F ⁽²⁾		2,211	D	\$79.8	55,976	D	
Common Stock	06/27/2017		A ⁽³⁾		25,214	A	\$0.00	81,190	D	
Common Stock	06/27/2017		F ⁽⁴⁾		11,523	D	\$79.8	69,667	D	

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(5)	06/27/2017		M ⁽¹⁾			5,003	(6)	(6)	Common Stock	5,003	\$0.00	0	D	
Restricted Stock Unit	(5)	06/27/2017		M ⁽¹⁾			5,610	(7)	(7)	Common Stock	5,610	\$0.00	11,220	D	

Explanation of Responses:

- Settlement of restricted stock units into shares of common stock.
- Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
- Settlement of non-derivative performance units for the performance period ended December 31, 2016, granted under the TreeHouse Equity and Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- Shares withheld to satisfy minimum tax withholding requirements upon settlement of non-derivative performance units.
- Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- The grant date of the restricted stock units was June 27, 2014. 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.
- The grant date of the restricted stock units was June 27, 2016. 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.

Remarks:

Thomas E. O'Neill, by power 06/29/2017
of attorney

** Signature of Reporting Person 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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