

TreeHouse Foods, Inc.  
Form 3  
December 19, 2016

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**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)

|                                                                                                                                                                                                                         |                                                                                       |                                                                                       |                                                                                                                                                                                                                                                                                                                              |                                                             |                                                                                                                                                                                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Foulston Matthew J.</p> <p>(Last) (First) (Middle)</p> <p>2021 SPRING RD,Â SUITE 600</p> <p>(Street)</p> <p>OAK BROOK,Â ILÂ 60523</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/02/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TreeHouse Foods, Inc. [THS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Financial Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

|                                               |                                                                     |                                                                               |                                                                     |
|-----------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <p>1. Title of Security</p> <p>(Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned</p> <p>(Instr. 4)</p> | <p>3. Ownership Form:</p> <p>Direct (D) or Indirect (I)</p> <p>(Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p> |
|-----------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------|

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)**

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

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                           |       |
|---------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                           | Director      | 10% Owner | Officer                   | Other |
| Foulston Matthew J.<br>2021 SPRING RD<br>SUITE 600<br>OAK BROOK, IL 60523 | ^             | ^         | ^ Chief Financial Officer | ^     |

## Signatures

Thomas E. O'Neill, by Power of Attorney  
 12/19/2016  
 \*\*Signature of Reporting Person                      Date

## Explanation of Responses:

### No securities are beneficially owned

- \* 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).

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### Remarks:

This filing is late due to an inadvertent administrative error.

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.