### Edgar Filing: PINNACLE FOODS INC. - Form 4

	E FOODS INC.											
Form 4	17											
April 04, 20												
FORM	Л 4 <sub>UNITED</sub>	STATES	SECU	RITIES /		OMB APPROVAL						
	CICILLE	0111110		ashington	Number:	3235-	0287					
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Section	16.			SECUI	RITIE	ES			burden ho			
Form 4 Form 5			~ .		~				response		0.5	
obligati								nge Act of 1934				
may con	ntinue. Section 17			•	•		- ·	of 1935 or Section	ion			
See Inst	ruction	50(II)	of the I	nvestmen	t Com	ipan	y Act of I	1940				
1(b).												
(Print or Type	Responses)											
		_ *										
	Address of Reporting $r_{L} \Lambda$	Person <u>*</u>	2. Issuer Name <b>and</b> Ticker or Trading					5. Relationship Issuer	of Reporting Per	Reporting Person(s) to		
Clouse Mark A.			Symbol		ניססס	NIC						
				ACLE FO			. [٢٢]	(Ch	eck all applicabl	k all applicable)		
(Last) (First) (Middle)				of Earliest T	ransact	tion		X Director	10/	~ •		
C/O PINN	NC 399	(Month/Day/Year) 04/01/2017					X_ Director 10% Owner X_ Officer (give title Other (specify					
JEFFERSO	(0., 5))	04/01/2017					below) below) Chief Executive Officer					
	(0,)											
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check				
	Filed(Mo	Silui/Day/1ea	u)			Applicable Line) _X_ Form filed by One Reporting Person						
PARSIPPA	707						Form filed by More than One Reporting Person					
(City)	(State)	(Zin)										
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivat	tive S	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	1	
1.Title of	2. Transaction Date			3. Terreratio	4. Securities tionAcquired (A) or			5. Amount of	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution any	Date, 11	Code	Dispo			Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficia	ıl	
(msu: 5)		•		(Instr. 8)	-			Owned	(I)	Ownership		
								Following	(Instr. 4)	(Instr. 4)		
							(A)	Reported Transaction(s)				
				Code V	Amor	int	or (D) Price	(Instr. 3 and 4)				
					1 11100		(2) 11100					
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	-		-	-				
								spond to the colle tained in this forr		SEC 1474 (9-02)		
					rec	quire	ed to resp	ond unless the fo	orm	(202)		
					dis	splay	vs a curre	ntly valid OMB co	ontrol			

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A Disposed of (Instr. 3, 4, 4 5)	(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Option (Right to Buy)	\$ 57.87	04/01/2017		А		156,500 (1)		(2)	04/01/2027	Common Stock, par value \$0.01	156,
Performance Rights	<u>(3)</u>	04/01/2017		А		33,696 ( <u>3)</u>		(4)	(4)	Common Stock, par value \$0.01	33,6

her

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Otl					
Clouse Mark A. C/O PINNACLE FOODS INC. 399 JEFFERSON ROAD PARSIPPANY, NJ 07054-3707	Х		Chief Executive Officer						
Signatures									

# /s/ Uche Ndumele, by Power of

Attorney

04/04/2017

<u>\*\*</u>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) Represents stock options granted pursuant to the Pinnacle Foods Inc. (the "Company") Amended & Restated 2013 Omnibus Incentive Plan (the "Plan").

The shares are subject to the stock option vest and become exercisable after a three-year period. The stock options will vest on April 1, (2) 2020, subject to the reporting person's continuous employment through April 1, 2020 and subject to certain conditions as detailed in the Plan.

(3) Represents performance rights granted pursuant to the Plan.

Each performance right represents a contingent right to receive one share of the Company's common stock. The vesting of the performance rights is based on the relative Total Shareholder Return ("TSR") of the Company as compared to the TSR of each of the companies in the Company's peer group over the period beginning April 1, 2017 and ending March 31, 2020. The performance shares

(4) companies in the company's peer group over the period beginning April 1, 2017 and chang Water 51, 2020. The periormanee shares will vest on April 1, 2020, subject to the reporting person's continuous employment through April 1, 2020 and subject to certain conditions as detailed in the Plan. Performance rights granted represents the target shares and actual performance rights earned could be anywhere from 0 to 200% of the number of performance rights granted. The performance rights expire upon payout, if any, of the award.

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.