#### PINNACLE FOODS INC.

Form 4 April 04, 2017

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

STATEMENT OF CHANGES IN 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(b).

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person \* BARKLEY MICHAEL J.

(First)

2. Issuer Name and Ticker or Trading Symbol

PINNACLE FOODS INC. [PF]

(Middle) 3. Date of Earliest Transaction (Month/Day/Year)

C/O PINNACLE FOODS INC., 399 04/01/2017 JEFFERSON ROAD

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

PARSIPPANY, NJ 07054-3707

Execution Date, if

(Zip)

TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

3.

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

5. Amount of

Securities

Beneficially

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(A)

Number:

**OMB APPROVAL** 

3235-0287

January 31, Expires: 2005

Estimated average burden hours per response...

**OMB** 

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

below) EVP, CMO

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

> 6. Ownership 7. Nature of Form: Direct Indirect

(D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 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 **Transaction**Derivative **Expiration Date** Underlying Securities Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Stock Option (Right to Buy)	\$ 57.87	04/01/2017		A		18,900 (1)		(2)	04/01/2027	Common Stock, par value \$0.01	18,90
Performance Rights	(3)	04/01/2017		A		4,069 (3)		<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01	4,069

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BARKLEY MICHAEL J.								
C/O PINNACLE FOODS INC.			EVD CMO					
399 JEFFERSON ROAD			EVP, CMO					
PARSIPPANY, NJ 07054-3707								

### **Signatures**

/s/ Uche Ndumele, by Power of Attorney 04/04/2017

\*\*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 and 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, 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 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.

Reporting Owners 2

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