

PINNACLE FOODS INC.  
Form 4  
April 07, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 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. Name and Address of Reporting Person \*  
DeNooyer Mary Beth

(Last) (First) (Middle)

C/O PINNACLE FOODS INC., 399  
JEFFERSON ROAD

(Street)

PARSIPPANY, NJ 07054-3707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PINNACLE FOODS INC. [PF]

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

04/05/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
Common Stock, par value \$0.01	04/05/2017		M <sup>(1)</sup>	14,660 A	\$ 0 <sup>(2)</sup> 14,660	D	
Common Stock, par value \$0.01	04/05/2017		F <sup>(3)</sup>	6,196 D	\$ 57.87 <sup>(4)</sup> 8,464	D	

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Shares	(2)	04/05/2017		M	14,660	04/05/2017 04/05/2017	Common Stock, par value \$0.01	14,660

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

DeNooyer Mary Beth  
C/O PINNACLE FOODS INC.  
399 JEFFERSON ROAD  
PARSIPPANY, NJ 07054-3707

EVP, Chief HR Officer

## Signatures

/s/ Uche Ndumele, by Power of Attorney

04/07/2017

\*\*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) On April 1, 2014 the Reporting Person was awarded 7,330 target performance share units ("PSUs") with a three-year performance period ending March 31, 2017 pursuant to the Pinnacle Foods Inc. (the "Company") 2013 Omnibus Incentive Plan. On April 5, 2017, the Compensation Committee of the Board of Directors approved a payout of 200% of the target PSUs under the performance standards set in 2014, 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, 2014 and ending March 31, 2017. On April 5, 2017, the Reporting Person acquired 14,660 shares of the Company's common stock ("shares") upon the vesting of the PSUs.
  - (2) Each PSU represents a contingent right to receive one share. The Reporting Person received one share for each PSU that vested.
  - (3) 6,196 shares were withheld automatically in order to satisfy the tax liability that arose upon vesting of the PSUs.

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(4) Reflects the closing price of the shares on March 31, 2017.

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.