

Poland Daniel  
Form 4  
October 26, 2018

**FORM 4**

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

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 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 \*  
Poland Daniel

(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)  
10/26/2018

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, CSC 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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01	10/26/2018		D		24,185	D	$\frac{(1)}{(2)}$ 0

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

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SEC 1474 (9-02)

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

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Employee Stock Options (Right to Buy)	\$ 54.1	10/26/2018		D	37,276	<sup>(3)</sup> 04/01/2028	Common Stock
Performance Rights	<sup>(4)</sup>	10/26/2018		A	3,109 <sup>(5)</sup>	10/26/2018 10/26/2018	Common Stock
Performance Rights	<sup>(6)</sup>	10/26/2018		D	9,327	10/26/2018 10/26/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Poland Daniel C/O PINNACLE FOODS INC 399 JEFFERSON ROAD PARSIPPANY, NJ 07054-3707			EVP, CSC Officer	

## Signatures

/s/ Uche Ndumele, by Power of Attorney  
 10/26/2018  
 \*\*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).
- Pursuant to the Agreement and Plan of Merger, dated as of June 26, 2018, as it may be amended from time to time (the "Merger Agreement"), by and among Pinnacle Foods Inc., a Delaware corporation (the "Company"), Conagra Brands Inc., a Delaware corporation (the "Parent"), and Patriot Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Conagra ("Merger Sub"), effective as of immediately prior to the effective time of the merger of the Company and Merger Sub (the "Merger"), each outstanding and unvested restricted stock unit with respect to the Company's common stock (a "Company RSU") was converted into a cash-settled restricted stock unit, denominated in shares of common stock of Parent, entitling the holder thereof to a cash payment equal to the value of the number of shares of common stock of Parent (rounded up to the nearest whole number) equal to
- (Continued from Footnote 1) (i) the number of shares of Company common stock subject to such Company RSU immediately prior to the effective time of the Merger multiplied by (ii) the sum of (x) 0.6494 and (y) the quotient of (1) \$43.11 divided by (2) 35.9749, the volume weighted average price of one share of common stock of Parent on each of the 10 consecutive trading days ending with the complete trading day ending immediately prior to October 26, 2018 as reported on the New York Stock Exchange (the "Parent Closing Price") (collectively, the "Equity Award Exchange Ratio"). Each acquisition and disposition reported in this Form 4 is an exempt transaction.

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Pursuant to the Merger Agreement, effective as of immediately prior to the effective time of the Merger, each outstanding and unvested option to purchase the Company's common stock (a "Company Option") was converted into a cash-settled stock appreciation right relating to the number of shares of Parent common stock (rounded down to the nearest whole number) equal to (i) the number of shares of

- (3) Company common stock subject to the Company Option immediately prior to the effective time of the Merger multiplied by (ii) the Equity Award Exchange Ratio, at a base price per share (rounded up to the nearest whole cent) equal to (A) the exercise price per share of Company common stock of such Company Option immediately prior to the effective time of the Merger divided by (B) the Equity Award Exchange Ratio.
- (4) Each performance right (a "Company PSU") represented a right to receive one share of the Company's common stock, subject to the achievement of performance conditions.

- (5) Reflects the number of Company PSUs that exceeded the target number (i.e., 100% achievement level) of Company PSUs, the acquisition of which were reported upon grant, in respect of fiscal year 2018, which were deemed earned at a 150% achievement level under 2018 PSU awards, in connection with the Merger based on the target award opportunity.

- Pursuant to the Merger Agreement, effective as of immediately prior to the effective time of the Merger, each outstanding and unvested Company PSU was converted into a time-based cash-settled restricted stock unit, denominated in shares of Parent common stock, with
- (6) the number of shares of Parent common stock subject to such restricted stock unit (rounded up to the nearest whole number) equal to (i) the number of shares of Company common stock subject to such unvested Company PSU immediately prior to the effective time of the Merger (based on actual performance) multiplied by (ii) the Equity Award Exchange Ratio.

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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