

DEROMEDI ROGER K
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 *
DEROMEDI ROGER K

(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)

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	(A) or (D)	Price
Common Stock, par value \$0.01	10/26/2018		D		464,444	D	<u>(1)</u> 0
Common Stock, par value \$0.01	10/26/2018		D		3,039	D	<u>(2)</u> <u>(3)</u> 0

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

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(9-02)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (Right to Buy)	\$ 20	10/26/2018		D	167,080	<u>(4)</u>	03/27/2023	Common Stock	167,080

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEROMEDI ROGER K C/O PINNACLE FOODS INC 399 JEFFERSON ROAD PARSIPPANY, NJ 07054-3707				

Signatures

/s/ Uche Ndumele, by Power of Attorney
10/26/2018
Date

**Signature of Reporting Person

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) 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 share of Company common stock was converted into the right to receive \$43.11 in cash and 0.6494 (the "Exchange Ratio") of a share of common stock of Parent. Each disposition reported in this Form 4 is an exempt transaction.

(2) Pursuant to the Merger Agreement, effective as of immediately prior to the effective time of 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 (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) the Exchange Ratio 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

(3) (Continued from Footnote 2) as reported on the New York Stock Exchange (the "Parent Closing Price").

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- Pursuant to the Merger Agreement, effective as of immediately prior to the effective time of the Merger, each outstanding and vested option to purchase the Company's common stock (a "Company Option") was canceled in exchange for the right to receive a cash amount
- (4) equal to the number of shares of Company common stock subject to such Company Option as of immediately prior to the effective time of the Merger multiplied by the excess, if any, of the sum of (a) \$43.11 and (b) the product of (i) the Exchange Ratio multiplied by (ii) the Parent Closing Price, over the exercise price of such Company Option.

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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