

Post Holdings, Inc.  
Form 8-K  
August 07, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 7, 2017**

**Post Holdings, Inc.**

**(Exact name of registrant as specified in its charter)**

**Missouri**  
**(State or Other Jurisdiction of**  
**Incorporation)**

**1-35305**  
**(Commission File**  
**Number)**

**45-3355106**  
**(IRS Employer Identification**  
**Number)**

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**2503 S. Hanley Road**

**St. Louis, Missouri 63144**

**(Address, including Zip Code, of Principal Executive Offices)**

**Registrant's telephone number, including area code: (314) 644-7600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On August 7, 2017, Post Holdings, Inc. (the Company ) announced the pricing of its previously announced senior notes offering. The Company priced \$750.0 million aggregate principal amount of 5.75% senior notes due 2027 (the Notes ) at a price of 105.5% of the principal amount, plus accrued interest from February 14, 2017. The \$750.0 million aggregate principal amount of the Notes represented an increase from the original offering size of \$500.0 million. The Notes offering is expected to close on August 10, 2017, subject to customary closing conditions.

The Notes will be unsecured unsubordinated obligations of the Company and will be guaranteed by the Company's material domestic subsidiaries (other than certain excluded subsidiaries). The Company intends to use the net proceeds from the proposed offering for general corporate purposes, which could include, among other things, financing acquisitions, repayment of indebtedness, working capital and capital expenditures.

A copy of the press release issued in connection therewith is attached hereto as Exhibit 99.1. The Notes and the related subsidiary guarantees were offered to persons reasonably believed to be qualified institutional buyers in an offering exempt from registration pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act ), and to persons outside of the United States in compliance with Regulation S under the Securities Act.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

See Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 7, 2017

**Post Holdings, Inc.**  
(Registrant)

By: /s/ Diedre J. Gray

Name: Diedre J. Gray

Title: SVP, General Counsel & Chief Administrative  
Officer, Secretary

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>                 |
|--------------------|------------------------------------|
| 99.1               | Press Release dated August 7, 2017 |