

Zadoks Jeff A  
 Form 4  
 November 15, 2017

**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 \*  
 Zadoks Jeff A

2. Issuer Name and Ticker or Trading Symbol  
 Post Holdings, Inc. [POST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O POST HOLDINGS, INC., 2503  
 S. HANLEY ROAD

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/13/2017

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

(Street)  
 ST. LOUIS, MO 63144

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 11/14/2017                           |                                                    | F                              | 723 <sup>(1)</sup> D                                              | \$ 79.94                                                                                      | 12,444                                                   | D                                 |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 3,333                                                                                         | I                                                        | By Trust                          |

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

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SEC 1474  
 (9-02)

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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 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 or Number of Shares                              |
| Restricted Stock Units                     | (2)                                                    | 11/13/2017                           |                                                    | A                              | 3,677                                                                                   | (3) 11/13/2027                                           | Common Stock 3,677                                            |
| Employee Stock Option (right to buy)       | \$ 80.15                                               | 11/13/2017                           |                                                    | A                              | 31,518                                                                                  | (4) 11/13/2027                                           | Common Stock 31,518                                           |

**Reporting Owners**

| Reporting Owner Name / Address                                                         | Relationships |           |           |       |
|----------------------------------------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                                                        | Director      | 10% Owner | Officer   | Other |
| Zadoks Jeff A<br>C/O POST HOLDINGS, INC.<br>2503 S. HANLEY ROAD<br>ST. LOUIS, MO 63144 |               |           | EVP & CFO |       |

**Signatures**

/s/ Jeff A. 11/15/2017  
Zadoks  
 \*\*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) Surrender of shares in payment of tax withholding due as a result of the vesting of 2,166 RSUs in accordance with Rule 16b-3.  
Each restricted stock unit represents a contingent right to receive one share of Post Holdings, Inc. common stock or a cash payment equal to the fair market value of one share of common stock at the Company's discretion upon vesting. The restricted stock units were awarded on November 13, 2017 under the Post Holdings, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-1 and vest in equal increments over three years.
- (2) One-third of the restricted stock units vest on each of the first, second, and third anniversaries of the date of grant.
- (3)
- (4)

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The option to purchase 31,518 shares of common stock was awarded under the Post Holdings, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in equal increments over three years.

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.