

TreeHouse Foods, Inc.  
Form S-8 POS  
April 02, 2008

As filed with the Securities and Exchange Commission on April 2, 2008  
Registration No. 333-126161

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

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

**TREEHOUSE FOODS, INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

20-2311383  
(I.R.S. Employer  
Identification No.)

Two Westbrook Corporate Center, Suite 1070  
Westchester, Illinois  
(Address of Principal Executive Offices)

60154  
(Zip Code)

**TreeHouse Foods, Inc. Equity and Incentive Plan**  
(f/k/a TreeHouse Foods, Inc. 2005 Long-Term Stock Incentive Plan)  
(Full title of the Plan)

Thomas E. O'Neill, Esq.  
Senior Vice President, General Counsel and Chief Administrative Officer  
TreeHouse Foods, Inc.

Two Westbrook Corporate Center, Suite 1070  
Westchester, Illinois 60154

(Name and address of agent for service)  
(708) 483-1300

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|                                                     |                                            |                                                                                                    |                                                       |
|-----------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| Large accelerated<br>filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/><br>(Do not check if a smaller reporting<br>company) | Smaller reporting<br>company <input type="checkbox"/> |
|-----------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------|

**EXPLANATORY NOTE**

On February 16, 2007, the Compensation Committee of the Board of Directors of TreeHouse Foods, Inc., a Delaware Corporation (the Registrant ) recommended and the Registrant's Board of Directors approved, the amendment and restatement of the TreeHouse Foods, Inc. 2005 Long-Term Stock Incentive Plan (n/k/a the TreeHouse Foods, Inc. Equity and Incentive Plan) (the Plan ). The Registrant's stockholders subsequently approved the amendment and restatement of the Plan on April 19, 2007. The purpose of the amendment and restatement was, among other things, to increase the maximum number of shares of common stock of the Registrant reserved thereunder by 1,260,000 shares, from 4,750,167 to 6,010,167. The Plan was also later amended on August 3, 2007 (the Plan Amendment ). The text of the Plan and the Plan Amendment are set forth as Exhibit 4.7 and Exhibit 4.8 hereto, respectively.

This Post-Effective Amendment (this Amendment ) on Form S-8 amends the Registration Statement on Form S-8 filed on June 28, 2005 (file number 333-126161).

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following documents are filed as exhibits to this Registration Statement:

| Exhibit No. | Description                                                                                                                                                                                                                       |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.7         | TreeHouse Foods, Inc. Equity and Incentive Plan, as amended and restated as of February 16, 2007 (incorporated by reference to Appendix A to the Registrant's definitive proxy statement on Schedule 14A dated February 27, 2007) |
| 4.8         | Amendment to TreeHouse Foods, Inc. Equity and Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's quarterly report on Form 10-Q for the quarter ended June 30, 2007)                                    |

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# SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westchester, Illinois, on the 2nd day of April, 2008.

TREEHOUSE FOODS, INC.

By: /s/ Thomas E. O Neill  
Thomas E. O Neill  
Senior Vice President, General Counsel  
and Chief Administrative Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                          | Title                                                                                             | Date          |
|----------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------|
| /s/ Sam K. Reed<br>Sam K. Reed                     | Chairman, Chief Executive Officer and Director<br>(Principal Executive Officer)                   | April 2, 2008 |
| /s/ Dennis F. Riordan<br>Dennis F. Riordan         | Senior Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) | April 2, 2008 |
| /s/ George V. Bayly<br>George V. Bayly             | Director                                                                                          | April 2, 2008 |
| /s/ Diana S. Ferguson<br>Diana S. Ferguson         | Director                                                                                          | April 2, 2008 |
| /s/ Gregg L. Engles<br>Gregg L. Engles             | Director                                                                                          | April 2, 2008 |
| /s/ Frank J. O Connell<br>Frank J. O Connell       | Director                                                                                          | April 2, 2008 |
| /s/ Gary D. Smith<br>Gary D. Smith                 | Director                                                                                          | April 2, 2008 |
| /s/ Terdema L. Ussery, II<br>Terdema L. Ussery, II | Director                                                                                          | April 2, 2008 |



**EXHIBIT INDEX**

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