

TreeHouse Foods, Inc.  
Form 8-K  
May 02, 2018

**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): April 26, 2018**

**TREEHOUSE FOODS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Commission File Number: 001-32504**

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

**20-2311383**  
**(IRS Employer**  
**Identification No.)**

**2021 Spring Road**

**Suite 600**

**Oak Brook, IL**

**(Address of Principal Executive Offices)**

**Registrant's telephone number, including area code:**

**60523**

**(Zip Code)**

**(708) 483-1300**

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 5.07 Submission of Matters to a Vote of Security Holders**

On April 26, 2018, TreeHouse Foods, Inc. ( TreeHouse ) held its Annual Meeting of Stockholders ( Annual Meeting ). Set forth below are the final voting totals as provided by Computershare, the independent inspector of elections for the Annual Meeting.

*Proposal One: Election of Directors*

| <b>Director Nominees</b> | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--------------------------|------------------|----------------------|----------------|-------------------------|
| Steven Oakland           | 50,320,136       | 724,289              | 19,903         | 2,601,461               |
| Frank J. O. Connell      | 46,709,370       | 814,252              | 3,540,706      | 2,601,461               |
| Matthew E. Rubel         | 50,730,748       | 313,772              | 19,808         | 2,601,461               |
| David B. Vermylen        | 48,948,884       | 2,095,678            | 19,766         | 2,601,461               |

*Proposal Two: Ratification of Independent Registered Public Accounting Firm*

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> |
|------------------|----------------------|----------------|
| 53,175,477       | 445,762              | 44,550         |

*Proposal Three: Advisory Vote on Compensation of Named Executive Officers*

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 46,582,938       | 4,382,802            | 98,588         | 2,601,461               |

**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 hereunto duly authorized.

**TreeHouse Foods, Inc.**

Date: May 2, 2018

By: /s/ Thomas E. O Neill  
Thomas E. O Neill

General Counsel, Executive Vice President, Chief  
Administrative Officer and officer duly authorized  
to sign on behalf of the registrant