

Post Holdings, Inc.
Form 5
November 23, 2016

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STIRITZ WILLIAM P

(Last) (First) (Middle)

C/O POST HOLDINGS, INC., 2503 S. HANLEY ROAD

(Street)

ST. LOUIS, MO 63144

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2016

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 02/08/2016 | Â | P4 | 10,000 A | \$ 63.8817 (1) | 11,099 (2) | I By Daughter (3) |
| Common Stock | 02/23/2016 | Â | P4 | 2,000 A | \$ 67.72 | 13,099 | I By Daughter (3) |
| Common Stock | 03/01/2016 | Â | P4 | 1,001 A | \$ 69.99 | 14,100 | I By Daughter |

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| | | | | | | | | | | (3) |
|--------------|------------|---|----|--------|---|----------------|----------------|---|--|-----------------|
| Common Stock | 05/06/2016 | Â | P4 | 400 | A | \$ 74.06 | 14,500 | I | | By Daughter (3) |
| Common Stock | 08/09/2016 | Â | P4 | 3,240 | A | \$ 83.7897 (4) | 20,000 (5) | I | | By Daughter (3) |
| Common Stock | 02/08/2016 | Â | P4 | 20,000 | A | \$ 63.8657 (6) | 23,091 (7) (8) | I | | By Son (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,081,996 | D | | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 150,073 | I | | By Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 199,735 | I | | By Trust |

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

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SEC 2270 (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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STIRITZ WILLIAM P C/O POST HOLDINGS, INC. 2503 S. HANLEY ROAD ST. LOUIS, MO 63144 | Â X | Â | Â | Â |

Signatures

/s/ Diedre J. Gray,
Attorney-in-Fact

11/23/2016

__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) The reported price in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$64.29 to \$64.55 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) Includes 1,099 shares obtained prior to the Reporting Person having beneficial ownership.

(3) Adult child that does not reside in the Report Person's household in which the Reporting Person has shared investment powers.

(4) The reported price in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$83.78 to \$83.79 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) Includes 2,260 shares transferred from an account where the Reporting Person did not have investment powers or beneficial ownership.

(6) The reported price in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$62.28 to \$64.66 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) Includes 1,341 shares obtained prior to the Reporting Person having beneficial ownership.

(8) Includes 1,750 shares transferred from an account where the Reporting Person did not have investment powers or beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.