

GRAY DIEDRE J
Form 4
November 15, 2018

FORM 4

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

OMB APPROVAL

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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 *
GRAY DIEDRE J

(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. Date of Earliest Transaction
(Month/Day/Year)

11/13/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP, GC & CAO, SECY

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or Price | | | |
| Common Stock | 11/13/2018 | | A | 5,938 (1) | \$ 0 | D | |
| Common Stock | 11/13/2018 | | M | 965 | \$ 0 | D | |
| Common Stock | 11/13/2018 | | F | 292 (2) | \$ 92.08 | D | |
| Common Stock | 11/14/2018 | | F | 656 (3) | \$ 91.65 | D | |
| Common Stock | | | | | 8,832 | I | By Trust |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 92.08 | 11/13/2018 | | A | 16,966 | (4) 11/13/2028 | Common Stock 16,966 |
| Restricted Stock Units | (5) | 11/13/2018 | | M | 965 | (6) 11/13/2027 | Common Stock 965 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| GRAY DIEDRE J C/O POST HOLDINGS, INC. 2503 S. HANLEY ROAD ST. LOUIS, MO 63144 | EVP, GC & CAO, SECY |

Signatures

/s/ Diedre J. Gray 11/15/2018

**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) Each restricted stock unit represents a contingent right to receive one share of Post Holdings, Inc. common stock. The restricted stock units were granted under the Post Holding, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in

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equal annual installments over three years.

- (2) Surrender of shares in payment of tax withholding due as a result of the vesting of 965 RSUs in accordance with Rule 16b-3.
- (3) Surrender of shares in payment of tax withholding due as a result of the vesting of 2,167 RSUs in accordance with Rule 16b-3.
- (4) The option to purchase 16,966 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 annual installments over three years.

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-3 and vest in equal annual installments over three years.

- (5) One-third of the restricted stock units vest on each of the first, second, and third anniversaries of the date of grant without any action on the part of the participant.
- (6) One-third of the restricted stock units vest on each of the first, second, and third anniversaries of the date of grant without any action on the part of the participant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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