

Item 8.01. Other Events.

Consent Solicitation

On February 4, 2019, Post Holdings, Inc. (the “Company”) issued a press release announcing the commencement of a consent solicitation (the “Consent Solicitation”) with respect to the Company’s 5.00% Senior Notes due 2026 (the “Notes”). The Company is soliciting consents from the holders of the Notes to amend and supplement the Indenture, dated as of August 3, 2016 (the “Indenture”) by and among the Company, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee, to more closely align certain provisions of the Indenture with the comparable provisions included in the indentures for the Company’s other senior notes, and specifically to (i) add an exception to the restricted payments covenant in the Indenture and (ii) revise the “Permitted Investments” definition in the Indenture to add an additional category of “Permitted Investments” under the Indenture.

This Current Report on Form 8-K is not an offer to purchase or a solicitation of an offer to sell any securities of the Company.

A copy of the press release issued in connection therewith is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press Release, dated February 4, 2019

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 thereunto duly authorized.

Date: February 4, 2019 Post Holdings, Inc.
(Registrant)

By: /s/ Diedre J. Gray

Name: Diedre J. Gray

Title: Executive Vice President, General Counsel and Chief Administrative Officer, Secretary