

VITALE ROBERT V
Form 4
November 15, 2017

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 *
VITALE ROBERT V

(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)

11/13/2017

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)

PRESIDENT & CEO

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/13/2017		A	(A) or (D) Amount 25,734 (1)	\$ 0 277,198	D	
Common Stock	11/14/2017		F	(A) or (D) Amount 2,746 (2)	\$ 79.94 274,452	D	
Common Stock					39,336	I	By 2000 Trust
Common Stock					6,190	I	By 2014 Trust

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 Option (right to buy)	\$ 80.15	11/13/2017		A	72,427	<u>(3)</u>	11/13/2027	Common Stock	72,427

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VITALE ROBERT V C/O POST HOLDINGS, INC. 2503 S. HANLEY ROAD ST. LOUIS, MO 63144	X		PRESIDENT & CEO	

Signatures

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

11/15/2017

**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).

- Each restricted stock unit represents a contingent right to receive one share of Post Holdings, Inc. common stock. The restricted stock
- (1) units were granted under the Post Holdings, Inc. 2016 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3 and vest in equal increments over three years.
 - (2) Surrender of shares in payment of tax withholding due as a result of the vesting of 6,666 RSUs in accordance with Rule 16b-3.
 - (3) The option to purchase 72,427 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 increments over three years.

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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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