

Post Holdings, Inc.  
Form 4  
November 16, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)

11/14/2016

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)

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 Ownership (Instr. 4) |         |   |               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|---------------|
|                                 |                                      |  | Code                           | V   | Amount (D) or Price   |  |                                   |         |   |               |
| Common Stock                    | 11/14/2016                           |  | A                              |   | 20,000<br>(1)   | A  | \$ 0                              | 258,519 | 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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SEC 1474  
(9-02)

number.

**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 Number Shares                                    |
| Employee Stock Option (right to buy)       | \$ 71.32   | 11/14/2016                           |  | A                              | 192,000   | (2) 11/14/2026   | Common Stock 192,000  |

## Reporting Owners

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

## Signatures

/s/ Diedre J. Gray,  
Attorney-in-Fact  
11/16/2016  
Date

\*\*Signature of Reporting Person

## 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 awarded on November 14, 2016 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) The option to purchase 192,000 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.

Note: File three copies of this Form, one of which must be manually signed. If space 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. sp; (b) SEC USE ONLY (c) (d) (e) (f) (g)

Title of the

Class of

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Securities

To Be Sold

Name and Address of Each Broker

Through Whom the Securities are

to be Offered or Each Market

Maker who is Acquiring

the Securities

Broker-Dealer

File Number

Number of Shares

or Other Units

To Be Sold

*(See instr. 3(c))*

Aggregate

Market Value

*(See instr. 3(d))*

Number of Shares

or Other Units

Outstanding

*(See instr. 3(e))*

Approximate

Date of Sale

*(See instr. 3(f))*

(MO. DAY YR.)

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**Name of Each**

**Securities**

**Exchange**

*(See instr. 3(g))*

Class A  
Common  
Stock

Instinet LLC

3 Times Square

New York, NY 10036

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1,215 \$17,071 16,890,002 August 16, 2012 NASDAQ Stock  
Market

### INSTRUCTIONS:

1. (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
  
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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SEC 1147 (08-07)

**TABLE I SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold*

*and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

| Title of the Class   | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired<br><i>(If gift, also give date donor acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment           |
|----------------------|-------------------|-----------------------------------|--|-------------------------------|-----------------|-----------------------------|
| Class A Common Stock | 1995-2000         | Acquisition by 401(k) plan        | From issuer.   | 1,215                         | 1995-2000       | Cash payment by 401(k) plan |

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

| Name and Address of Seller                                      | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---|--------------------------|--------------|---------------------------|----------------|
| Homer A. Scott, Jr. (1)<br>P.O. Box 30918<br>Billings, MT 59116 | Class A Common Stock     | 5/16/12      | 1,000                     | 14,071.68      |
|   |                          | 5/21/12      | 686                       | 9,377.74       |
|   |                          | 5/23/12      | 362                       | 4,861.55       |
|   |                          | 5/24/12      | 500                       | 6,829.84       |
|   |                          | 5/25/12      | 750                       | 10,258.19      |
|   |                          | 5/29/12      | 550                       | 7,517.34       |
|   |                          | 5/30/12      | 800                       | 11,026.79      |
|   |                          | 6/04/12      | 300                       | 4,034.90       |
|   |                          | 8/01/12      | 548                       | 7,756.00       |
|   |                          | 8/03/12      | 6,500                     | 92,049.00      |

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**REMARKS:** (1) This Form provides information regarding potential sales by the First Interstate BancSystem 401(k) plan of shares held for the benefit of Mr. Scott, which must be sold as a required minimum distribution to Mr. Scott.

**INSTRUCTIONS:**

See the definition of person in paragraph (a) of Rule 144. Information to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

August 16, 2012

/s/ Homer A. Scott, Jr.

DATE OF NOTICE

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

IF RELYING ON RULE 10B5-1

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (02-08)