

TreeHouse Foods, Inc.  
Form S-8  
April 02, 2008

As filed with the Securities and Exchange Commission on April 2, 2008  
 Registration No. 333-\_\_\_\_\_

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

FORM S-8  
 REGISTRATION STATEMENT  
 Under  
 The Securities Act of 1933

**TREEHOUSE FOODS, INC.**  
 (Exact name of registrant as specified in its charter)

Delaware  
 (State or other jurisdiction of  
 incorporation or organization)

20-2311383  
 (I.R.S. Employer  
 Identification No.)

Two Westbrook Corporate Center, Suite 1070  
 Westchester, Illinois  
 (Address of Principal Executive Offices)

60154  
 (Zip Code)

**TreeHouse Foods, Inc. Equity and Incentive Plan**  
**(f/k/a TreeHouse Foods, Inc. 2005 Long-Term Stock Incentive Plan)**  
**(Full title of the Plan)**

Thomas E. O Neill, Esq.  
 Senior Vice President, General Counsel and Chief Administrative Officer  
 TreeHouse Foods, Inc.

Two Westbrook Corporate Center, Suite 1070  
 Westchester, Illinois 60154

(Name and address of agent for service)  
 (708) 483-1300

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Non-accelerated filer   
 Accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of securities to be registered (1)(2) | Amount to be registered (1)(2) | Proposed maximum offering price per share (3) | Proposed maximum aggregate offering price (3) | Amount of registration fee (3) |
|---|--------------------------------|---|---|--------------------------------|
| Common Stock, \$0.01 par value              | 1,260,000                      | \$22.97                                       | \$28,942,200                                  | \$1,137.43                     |

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional shares of common stock, par value \$0.01 per share, that may be issued pursuant to the TreeHouse Foods, Inc. Equity and Incentive Plan to prevent dilution from stock splits, stock dividends or similar transactions.
- (2) Includes preferred stock purchase rights (the Rights ), which initially attach to and trade with the shares of common stock being registered hereby. The value attributable to the Rights, if any, is reflected in the market price of the common stock.
- (3) Estimated solely for the purposes of calculating

the registration fee pursuant to Rule 457(h) and 457(c) under the Securities Act of 1933, as amended, on the basis of the average high and low sale prices reported for shares of the Registrant's common stock on the New York Stock Exchange on March 27, 2008.

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**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, this Registration Statement registers an additional 1,260,000 shares of common stock, par value \$0.01 of TreeHouse Foods, Inc. that may be awarded under the Company's Equity and Incentive Plan (f/k/a the TreeHouse Foods, Inc. 2005 Long-Term Stock Incentive Plan), as amended.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

The contents of the Registration Statement on Form S-8 as filed on June 28, 2005, Registration Statement No. 333-126161, as amended, are incorporated by reference into this Registration Statement.

**Item 8. Exhibits.**

The following documents are filed as exhibits to this Registration Statement:

| Exhibit No. | Description  |
|-------------|--|
| 5.1         | Opinion of Winston & Strawn LLP as to the legality of the securities being registered. |
| 23.1        | Consent of Deloitte & Touche LLP.  |
| 23.2        | Consent of Winston & Strawn LLP (included in Exhibit 5.1).                             |
| 24.1        | Powers of attorney (included on the signature page of this Registration Statement).    |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westchester, Illinois, on the 2nd day of April, 2008.

TREEHOUSE FOODS, INC.

By: /s/ Thomas E. O'Neill  
 Thomas E. O'Neill  
 Senior Vice President, General Counsel  
 and Chief Administrative Officer

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Sam K. Reed and Thomas E. O'Neill and each of them (with full power to each of them to act alone), his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                             | <b>Title</b>  | <b>Date</b>   |
|--|---|---------------|
| /s/ Sam K. Reed<br>Sam K. Reed               | Chairman, Chief Executive Officer and Director<br>(Principal Executive Officer)                   | April 2, 2008 |
| /s/ Dennis R. Riordan<br>Dennis F. Riordan   | Senior Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) | April 2, 2008 |
| /s/ George V. Bayly<br>George V. Bayly       | Director  | April 2, 2008 |
| /s/ Gregg L. Engles<br>Gregg L. Engles       | Director  | April 2, 2008 |
| /s/ Diana S. Ferguson<br>Diana S. Ferguson   | Director  | April 2, 2008 |
| /s/ Frank J. O'Connell<br>Frank J. O'Connell | Director  | April 2, 2008 |

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Frank J. O Connell

/s/ Gary D. Smith

Director

April 2, 2008

Gary D. Smith

/s/ Terdema L. Ussery, II

Director

April 2, 2008

Terdema L. Ussery, II

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**INDEX TO EXHIBITS**

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