

Post Holdings, Inc.  
Form 4  
November 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)

11/16/2015

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                    | 11/16/2015                           |  | A                              |   | 40,000<br>(1)   | A  | \$ 0                              | 66,444 | D |               |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 41,792 | 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 Options (right to buy)      | \$ 60.5  | 11/16/2015                           |  | A                              | 130,000   |  | (2)   | 11/16/2025      | Common Stock | 130,000              |

## 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  
11/18/2015  
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).

(1) Each restricted stock unit represents a contingent right to receive one share of Post Holdings, Inc. common stock. The restricted stock units were awarded on November 16, 2015 under the Post Holdings, Inc. 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 130,000 shares of common stock was awarded under the Post Holdings, Inc. 2012 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.

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