

TreeHouse Foods, Inc.
Form 424B5
January 20, 2016
Table of Contents

**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-192440**

The information in this preliminary prospectus supplement is not complete and may be changed. A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission. We are not using this preliminary prospectus supplement or the accompanying prospectus to offer to sell these securities or to solicit offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus Supplement dated January 20, 2016

PROSPECTUS SUPPLEMENT

(To prospectus dated November 20, 2013)

\$750 Million

TreeHouse Foods, Inc.

Common Stock

We are offering _____ shares of our common stock.

The net proceeds from this offering will be used to fund, in part, the contemplated acquisition of the private brands business of ConAgra Foods, Inc., which we refer to herein as the Private Brands Business. See Prospectus Supplement Summary Recent Developments, Use of Proceeds and The Transactions in this prospectus supplement for more information regarding this contemplated acquisition. This offering is not contingent upon the completion of our acquisition of the Private Brands Business.

Our common stock is listed on the New York Stock Exchange under the symbol THS. On January 19, 2016, the last reported sale price of our common stock on the New York Stock Exchange was \$71.61 per share.

Investing in our common stock involves risks that are described in the **Risk Factors** section beginning on page S-27 of this prospectus supplement.

| | Per Share | Total |
|----------------------------------|----------------------|--------------|
| Public offering price | \$ | \$ |
| Underwriting discount | \$ | \$ |
| Proceeds, before expenses, to us | \$ | \$ |

We have granted to the underwriters the right to purchase up to an additional _____ shares. The underwriters can exercise this right at any time within 30 days after this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect to deliver the shares of common stock against payment on _____, 2016.

Joint Book Running Managers

**BofA Merrill Lynch
BMO Capital Markets**

J.P. Morgan

**Wells Fargo Securities
SunTrust Robinson Humphrey**

Co-Managers

**Barclays
BB&T Capital Markets**

**Rabo Securities
William Blair**

**KeyBanc Capital Markets
Credit Suisse**

The date of this prospectus supplement is January _____, 2016.

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

| | Page |
|---|-------------|
| <u>ABOUT THIS PROSPECTUS SUPPLEMENT</u> | S-iii |
| <u>CERTAIN DEFINED TERMS</u> | S-iii |
| <u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION</u> | S-iv |
| <u>MARKET AND INDUSTRY DATA</u> | S-iv |
| <u>NON-GAAP FINANCIAL MEASURES</u> | S-v |
| <u>PROSPECTUS SUPPLEMENT SUMMARY</u> | S-1 |
| <u>RISK FACTORS</u> | S-27 |
| <u>THE TRANSACTIONS</u> | S-39 |
| <u>USE OF PROCEEDS</u> | S-42 |
| <u>MARKET PRICE RANGE OF COMMON STOCK</u> | S-44 |
| <u>CAPITALIZATION</u> | S-45 |
| <u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u> | S-47 |
| <u>SELECTED HISTORICAL FINANCIAL DATA OF THE COMPANY</u> | S-61 |
| <u>SELECTED HISTORICAL FINANCIAL DATA OF THE PRIVATE BRANDS BUSINESS</u> | S-62 |
| <u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u> | S-63 |
| <u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF TREEHOUSE</u> | S-66 |
| <u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE PRIVATE BRANDS BUSINESS</u> | S-98 |
| <u>BUSINESS OF TREEHOUSE</u> | S-116 |
| <u>THE PRIVATE BRANDS BUSINESS</u> | S-124 |
| <u>MANAGEMENT</u> | S-131 |
| <u>DESCRIPTION OF INDEBTEDNESS</u> | S-136 |
| <u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS TO NON-U.S. HOLDERS</u> | S-142 |
| <u>UNDERWRITING</u> | S-146 |
| <u>LEGAL MATTERS</u> | S-152 |
| <u>EXPERTS</u> | S-153 |
| <u>INCORPORATION BY REFERENCE</u> | S-154 |

Table of Contents

Prospectus

| | Page |
|---|-------------|
| <u>ABOUT THIS PROSPECTUS</u> | 1 |
| <u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u> | 2 |
| <u>RISK FACTORS</u> | 3 |
| <u>TREEHOUSE FOODS, INC.</u> | 3 |
| <u>THE SUBSIDIARY GUARANTORS</u> | 4 |
| <u>CONSOLIDATED RATIO OF EARNINGS TO FIXED CHARGES</u> | 4 |
| <u>USE OF PROCEEDS</u> | 4 |
| <u>DESCRIPTION OF SECURITIES</u> | 4 |
| <u>DESCRIPTION OF CAPITAL STOCK</u> | 5 |
| <u>DESCRIPTION OF DEBT SECURITIES</u> | 9 |
| <u>DESCRIPTION OF WARRANTS</u> | 23 |
| <u>DESCRIPTION OF SUBSCRIPTION RIGHTS</u> | 23 |
| <u>DESCRIPTION OF STOCK PURCHASE CONTRACTS AND STOCK PURCHASE UNITS</u> | 23 |
| <u>PLAN OF DISTRIBUTION</u> | 24 |
| <u>VALIDITY OF THE SECURITIES</u> | 26 |
| <u>EXPERTS</u> | 26 |
| <u>WHERE YOU CAN FIND MORE INFORMATION</u> | 27 |

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which contains the terms of this offering of shares of our common stock. The second part, the accompanying prospectus dated November 20, 2013, which is part of our Registration Statement on Form S-3, gives more general information, some of which does not apply to this offering.

This prospectus supplement and the information incorporated by reference in this prospectus supplement may add, update or change information contained in the accompanying prospectus. If there is any inconsistency between the information in this prospectus supplement and the information contained in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede the information in the accompanying prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in **Where You Can Find More Information** in the accompanying prospectus and **Incorporation by Reference** in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus, and in other offering material, if any, or information contained in documents which you are referred to by this prospectus supplement or the accompanying prospectus. We have not authorized anyone to provide you with different information. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this prospectus supplement or an offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. See **Underwriting**. The information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus or other offering material is accurate only as of the date of those documents or information, regardless of the time of delivery of the documents or information or the time of any sale of the securities.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of shares of our common stock in certain jurisdictions may be restricted by law. This prospectus supplement and the accompanying prospectus do not constitute an offer, or an invitation on our behalf or the underwriters, to subscribe to or purchase any of shares of our common stock, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. See **Underwriting**.

Certain Defined Terms

As used in this prospectus supplement, unless otherwise stated or the context otherwise requires:

TreeHouse, the Company, us, we or our mean TreeHouse Foods, Inc. and its consolidated subsidiaries to the Acquisition;

the Private Brands Business means the private brands business of ConAgra Foods, Inc., expected to be acquired by the Company pursuant to that certain Stock Purchase Agreement, dated November 1, 2015, by

and among the Company and ConAgra Foods, Inc. (the Purchase Agreement);

the Acquisition means TreeHouse s anticipated acquisition of the Private Brands Business pursuant to the Purchase Agreement;

Seller means ConAgra Foods, Inc.;

the combined company refers to TreeHouse Foods, Inc. and its consolidated subsidiaries after giving pro forma effect to the Acquisition;

S-iii

Table of Contents

the Transactions refers to this offering of common stock, the proposed offering of senior unsecured notes (or, to the extent we do not consummate the senior notes offering, borrowings under the bridge facility), our borrowings under the Company's credit facility, and the consummation of the Acquisition and the related transactions and the payment of fees and expenses related thereto, as more fully described under The Transactions and Use of Proceeds ; and

you refers to all purchasers of shares of our common stock being offered by this prospectus supplement and the accompanying prospectus, whether they are the holders or only indirect owners of those securities.

Cautionary Statement Regarding Forward-Looking Information

Certain statements and information in this prospectus supplement may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). The words believe, estimate, project, expect, anticipate, plan, intend, foresee, should, would, similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended. We are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated. Such factors include, but are not limited to: future sales to customers; the outcome of litigation and regulatory proceedings to which we may be a party; the impact of product recalls; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; our ability to obtain suitable pricing for our products; development of new products and services; our level of indebtedness; the availability of financing on commercially reasonable terms; cost of borrowing; our ability to maintain and improve cost efficiency of operations; changes in foreign currency exchange rates; interest rates; raw material and commodity costs; changes in economic conditions; political conditions; reliance on third parties for manufacturing of products and provision of services; general U.S. and global economic conditions; the financial condition of our customers and suppliers; consolidations in the retail grocery and foodservice industries; our ability to continue to make acquisitions in accordance with our business strategy or effectively manage the growth from acquisitions; our ability to complete the other financing transactions necessary to consummate and fund the acquisition of the Private Brands Business; failure to integrate and achieve expected benefits of the acquisition of the Private Brands Business; incurrence of significant expenses to acquire and integrate the Private Brands Business; decline in market price of our common stock as a result of the acquisition of the Private Brands Business; risks relating to the combined company's substantial indebtedness following the completion of the Acquisition; delay or failure in completing the Acquisition; and other risks that are described under the heading Risk Factors in this prospectus supplement and our other reports filed from time to time with the Securities and Exchange Commission (the SEC).

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

Market and Industry Data

Certain market data contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus are based on independent industry publications and reports by market research firms. Although we

S-iv

Table of Contents

believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness. Some data are also based on our good faith estimates, which are derived from our review of internal surveys, as well as the independent sources referred to above.

Any reference to a potential offering of debt securities by the Company is for informational purposes only and does not constitute an offer to sell or the solicitation of any offer to buy any debt securities. There can be no assurance if or when the Company will consummate any such offering or of the terms thereof. In the event such offering is made, it will be done pursuant to separate documentation and any such securities may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Non-GAAP Financial Measures

We have included the financial measures of adjusted EBITDA, free cash flow and adjusted earnings per share in this prospectus supplement, which are non-GAAP financial measures as defined under the rules of the SEC. Adjusted EBITDA represents net income before interest expense, net, income tax expense, depreciation and amortization expense, non-cash stock based compensation and other items that, in management's judgment, significantly affect the assessment of operating results between periods. Free cash flow represents cash flows from operating activities less capital expenditures. The adjusted earnings per share represents adjustments to reported earnings per share data to eliminate the net expense or net gain related to items identified by management that affect the assessment of earnings results between periods, that include but are not limited to foreign currency gains or losses on the re-measurement of intercompany notes, non-cash mark to market adjustments and certain event driven items such as restructurings or facility consolidation costs.

Adjusted EBITDA, free cash flow and adjusted earnings per share are not required by, or presented in accordance with, generally accepted accounting principles in the United States (GAAP). Adjusted EBITDA is a performance measure that is used by our management, and we believe is commonly reported and widely used by investors and other interested parties to evaluate a company's operating performance.

Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

Adjusted EBITDA does not reflect, among other things:

our cash expenditures or future requirements for capital expenditures or contractual commitments;

changes in, or cash requirements for, our working capital needs;

the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt; and

any cash income taxes that we have been or may be required to pay;

Edgar Filing: TreeHouse Foods, Inc. - Form 424B5

Assets are depreciated or amortized over estimated useful lives and often have to be replaced in the future, and adjusted EBITDA does not reflect any cash requirements for such replacements;

Adjusted EBITDA does not adjust for all non-cash income or expense items that are reflected in our statements of cash flows; and

Adjusted EBITDA does not reflect limitations on, or costs related to, transferring earnings from our subsidiaries to us and the guarantors.

Because of these limitations, adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the operation and growth of our business or as a measure of cash that will be available to us to meet our obligations. You should compensate for these limitations by relying primarily on our GAAP results and using adjusted EBITDA as a supplement.

S-v

Table of Contents

In evaluating adjusted EBITDA, you should be aware that in the future we may incur expenses similar to those for which adjustments are made in calculating adjusted EBITDA. Our presentation of adjusted EBITDA should not be construed as a basis to infer that our future results will be unaffected by unusual or non-recurring items. Adjusted EBITDA does not reflect the impact of earnings or charges resulting from certain matters we consider to be indicative of our ability to service our debt over the period such debt is expected to remain outstanding.

The adjustments included in calculating adjusted EBITDA presented herein are not in all instances equivalent to the adjustments included in calculating adjusted EBITDA pursuant to the agreements governing our existing indebtedness or those to be included in calculating financial ratios and covenants in the agreements governing the indebtedness we plan to incur to finance the Acquisition.

The unaudited pro forma financial information does not reflect any cost savings, operating synergies or revenue enhancements that we may achieve as a result of the acquisition of the Private Brands Business or the costs necessary to achieve these cost savings, operating synergies and revenue enhancements.

Free cash flow is not required by, or presented in accordance with, GAAP. Our management believes that free cash flow provides useful additional information concerning cash flow available to meet future debt service and other payment obligations, satisfy working capital requirements and make strategic investments. Readers should be aware that free cash flow does not represent residual cash flow available for discretionary expenditures.

Adjusted earnings per share is not required by, or presented in accordance with, GAAP. Our management believes that providing adjusted earnings per share allows investors to make meaningful comparisons of the Company's operating performance between periods and to view the Company's business from the same perspective as Company management.

The non-GAAP measures of adjusted EBITDA, free cash flow and adjusted earnings per share used in this prospectus supplement may be different from similar measures used by other companies, limiting their usefulness as comparable measures. These non-GAAP financial measures should not be considered as an alternative to net income or cash flows from operating activities as an indicator of operating performance or liquidity.

See footnote 5 to the summary historical financial information under Prospectus Supplement Summary Summary Historical Financial Information TreeHouse Historical Financial Information and footnote 2 to the summary pro forma financial information under Prospectus Supplement Summary Summary Pro Forma Financial Information for a description of the calculation of adjusted EBITDA and an unaudited reconciliation of adjusted EBITDA to net income. See footnote 5 to the summary historical financial information under Prospectus Supplement Summary Summary Historical Financial Information TreeHouse Historical Financial Information for a description of the calculation of free cash flow and an unaudited reconciliation of free cash flow to cash flow from operating activities.

Table of Contents

Prospectus Supplement Summary

This summary highlights selected information about us and this offering. This summary is not complete and does not contain all of the information that may be important to you in deciding whether to invest in shares of our common stock. You should read carefully this entire prospectus supplement and the accompanying prospectus, including the Risk Factors section, and the other documents that we refer to and incorporate by reference herein for a more complete understanding of TreeHouse and this offering. In particular, we incorporate by reference important business and financial information into this prospectus supplement and the accompanying prospectus.

Unless otherwise specified, all information in this prospectus supplement that is presented on a pro forma basis is presented after giving effect to the Transactions, including the Acquisition, described under Unaudited Pro Forma Condensed Combined Financial Information on the basis set forth therein.

TreeHouse operates on a fiscal year that ends on December 31. In the context of any discussion of our financial information in this prospectus supplement, any reference to a year or to any quarter of that year relates to the fiscal year ended on December 31. The Private Brands Business, as a part of the Seller's business, has a fiscal year ending the last Sunday of May of each year. In the context of any discussion of the Private Brands Business's historical financial information in this prospectus supplement, any reference to a year or to any quarter of that year relates to the fiscal year ended on the last Sunday of May of that year. Because Seller purchased the bulk of the business comprising the Private Brands Business on January 29, 2013, only four months of its results of operations were included in Seller's consolidated results of operations for the Seller's fiscal year ended May 26, 2013. Accordingly, any reference to the Private Brand Business's results of operations for the fiscal year ended May 26, 2013 reflect only the four month period in which this business was included in Seller's consolidated results, and not a full fiscal year of results. Following the Acquisition, the combined company's fiscal year will be the same as our fiscal year.

Overview

The following summary highlights selected information contained in the prospectus supplement and does not contain all of the information that may be important to you. You should carefully read this entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, including the financial data and related notes, and risks discussed in Risk Factors herein or therein before making a decision to purchase shares of our common stock. Unless the context specifies or clearly indicates otherwise, the terms TreeHouse, the Company, we, us and our or similar terms refer to TreeHouse Foods, Inc. and its consolidated subsidiaries prior to the Acquisition. References to the Private Brands Business mean the private brands businesses of the Seller operated out of the entity Ralcorp Holdings, Inc. prior to the Acquisition.

Our Company

TreeHouse is a consumer packaged food and beverage manufacturer servicing retail grocery, food away from home, and industrial and export customers and was created from Dean Foods Company's spin-off of certain of its specialty businesses to its shareholders. Since we began operating as an independent entity in June 2005, we have completed several acquisitions and significantly expanded our product offerings. We manufacture a variety of shelf stable, refrigerated, and fresh products and have a comprehensive offering of packaging formats and flavor profiles; we also offer natural, organic, and preservative-free ingredients in many categories. We believe we are the largest manufacturer of private label salad dressings, non-dairy powdered creamer, powdered drink mixes, and instant hot cereals in the United States and Canada, and the largest manufacturer of private label pickles and trail mixes in the United States, and the largest manufacturer of private label jams in Canada, based on volume. During the fiscal year ended December 31, 2014, we generated net sales of \$2,946 million, net income of

S-1

Table of Contents

\$89.9 million, cash flows from operating activities of \$212 million, adjusted EBITDA of \$389 million and free cash flow of \$123 million. During the nine months ended September 30, 2015, we generated net sales of \$2,341 million, net income of \$77.7 million, adjusted EBITDA of \$275 million and free cash flow of \$112 million. We currently supply more than 200 food retail customers in North America, including each of the 50 largest food retailers, and more than 500 foodservices customers, including over 50 of the 100 largest restaurant chains.

Products

The following table presents the Company's net sales by major products:

| Products (in thousands) | Nine months ended September 30, | | | | Year ended December 31, | | | | |
|-------------------------|---------------------------------|--------|--------------|--------|-------------------------|--------|--------------|--------|--------------|
| | 2015 | | 2014 | | 2014 | | 2013 | | 2012 |
| Beverages | \$ 305,292 | 13.0% | \$ 365,886 | 17.9% | \$ 499,829 | 17.0% | \$ 341,547 | 14.9% | \$ 234,430 |
| Salad dressings | 270,101 | 11.5 | 278,897 | 13.6 | 361,859 | 12.3 | 334,577 | 14.6 | 284,027 |
| Flavor enhancers | 244,557 | 10.4 | 256,551 | 12.5 | 359,179 | 12.2 | 361,290 | 15.7 | 362,238 |
| Infant and baby feeding | 253,129 | 10.8 | 212,064 | 10.4 | 351,917 | 11.9 | 219,404 | 9.6 | 281,827 |
| Other products | 243,013 | 10.4 | 231,733 | 11.3 | 302,621 | 10.3 | 297,904 | 13.0 | 308,228 |
| | 484,461 | 20.7 | 118,026 | 5.8 | 287,281 | 9.8 | | | |
| Meat and other | | | | | | | | | |
| | 170,134 | 7.3 | 189,170 | 9.3 | 248,979 | 8.5 | 245,171 | 10.7 | 232,025 |
| Snack products | 114,540 | 4.9 | 120,348 | 5.9 | 168,739 | 5.7 | 169,843 | 7.4 | 162,952 |
| Condiments | 94,012 | 4.0 | 103,438 | 5.1 | 139,285 | 4.7 | 124,075 | 5.4 | 126,804 |
| Specialty products | 80,570 | 3.5 | 74,908 | 3.7 | 102,635 | 3.5 | 96,136 | 4.2 | 91,585 |
| | 37,587 | 1.6 | 40,877 | 2.0 | 53,058 | 1.8 | 57,330 | 2.5 | 61,436 |
| Other products | 43,595 | 1.9 | 50,691 | 2.5 | 70,720 | 2.3 | 46,650 | 2.0 | 36,573 |
| Net sales | \$ 2,340,991 | 100.0% | \$ 2,042,589 | 100.0% | \$ 2,946,102 | 100.0% | \$ 2,293,927 | 100.0% | \$ 2,182,125 |

TreeHouse Categories

Beverages. We produce a variety of powdered drink mixes, including lemonade, iced tea, energy, vitamin enhanced, and isotonic sports drinks. Also included in this category are specialty teas and our single serve beverages, which include our single serve hot beverages, such as cappuccino, cider, hot cocoa, and filtered coffee. These products are sold primarily to grocery retailers. We believe we are the largest manufacturer of private label powdered drink mixes in both the United States and Canada, based on sales volume. For the twelve months ended December 31, 2014, beverages represented approximately 17.0% of our consolidated net sales. For the nine months ended September 30, 2015, beverages represented approximately 13.0% of our consolidated net sales.

Salad dressings. We produce pourable and spoonable, refrigerated and shelf stable salad dressings. Our salad dressings are sold primarily to grocery retailers throughout the United States and Canada, and encompass many flavor varieties. We believe we are the largest manufacturer of private label salad dressings in both the United States and Canada, based on sales volume. For the twelve months ended December 31, 2014, salad dressings represented approximately 12.3% of our consolidated net sales. For the nine months ended September 30, 2015, salad dressings represented approximately 11.5% of our consolidated net sales.

Beverage enhancers. Beverage enhancers includes non-dairy powdered creamer, refrigerated liquid non-dairy creamer and sweeteners. Non-dairy powdered creamer is used as coffee creamer or whitener and as an ingredient in baking, hot and cold beverages, gravy mixes and similar products. Product offerings in this category include both private label and branded products packaged for grocery retailers, foodservice products for use in coffee and beverage service, and other industrial applications, such as portion control, repackaging and ingredient use by other food manufacturers. We believe we are the largest manufacturer of non-dairy powdered creamer in the United States and Canada, based on sales volume. For the twelve months ended December 31, 2014, beverage enhancers represented approximately 12.2% of our consolidated net sales. For the nine months ended September 30, 2015, beverage enhancers represented approximately 10.4% of our consolidated net sales.

S-2

Table of Contents

Soup and infant feeding. Condensed, ready to serve, and powdered soup, as well as broth and gravy, are produced and packaged in various sizes and formats including cans and cartons, from single serve to larger sized packages. We primarily produce private label products sold to grocery retailers. We co-pack conventional and organic infant feeding products for branded baby food companies in the Industrial and Export segment. For the twelve months ended December 31, 2014, soup and infant feeding sales represented approximately 11.9% of our consolidated net sales, with the majority of the sales coming from soup sold through the retail channel. For the nine months ended September 30, 2015, soup and infant feeding represented approximately 10.8% of our consolidated net sales.

Pickles. We produce pickles and a variety of related products, including peppers and pickled vegetables. We produce private label and regional branded offerings in the pickles category. These products are sold to grocery retailers, foodservice, co-pack and industrial customers. We believe we are the largest producer of private label pickles in the United States, based on volume. For the twelve months ended December 31, 2014, pickles and related products represented approximately 10.3% of our consolidated net sales. For the nine months ended September 30, 2015, pickles represented approximately 10.4% of our consolidated net sales.

Snacks. We produce snack nuts, trail mixes, dried fruit, snack mixes, and other wholesome snacks. We believe we are the largest manufacturer of trail mixes in the United States. These products are predominantly sold to grocery retailers. For the twelve months ended December 31, 2014, snacks represented approximately 9.8% of our consolidated net sales. For the nine months ended September 30, 2015, snacks represented approximately 20.7% of our consolidated net sales.

Mexican and other sauces. We produce a wide variety of Mexican and other sauces, including salsa, picante sauce, cheese dip, enchilada sauce, pasta sauces and taco sauce that we sell to grocery retailers and foodservice customers in the United States and Canada, as well as to industrial markets. For the twelve months ended December 31, 2014, Mexican and other sauces represented approximately 8.5% of our consolidated net sales. For the nine months ended September 30, 2015, Mexican and other sauces represented approximately 7.3% of our consolidated net sales.

Cereals. We produce a variety of instant and cook-on-stove hot cereals, including oatmeal, farina and grits in single-serve instant packets and microwaveable bowls. These products are sold primarily to grocery retailers. We believe we are the largest manufacturer of private label instant hot cereals in both the United States and Canada, based on volume. For the twelve months ended December 31, 2014, cereals represented approximately 5.7% of our consolidated net sales. For the nine months ended September 30, 2015, cereals represented approximately 4.9% of our consolidated net sales.

Dry dinners. We produce private label macaroni and cheese, skillet dinners and other value-added side dishes. These products are sold to grocery retailers. For the twelve months ended December 31, 2014, dry dinners represented approximately 4.7% of our consolidated net sales. For the nine months ended September 30, 2015, dry dinners represented approximately 4.0% of our consolidated net sales.

Aseptic products. Aseptic products included in this category include cheese sauces and puddings. Aseptic products are processed under heat and pressure in a sterile production and packaging environment, creating a product that does not require refrigeration prior to use. These products are sold primarily to foodservice customers in cans and flexible packages. Aseptically produced soup and broth is included in the soup and infant feeding category. For the twelve months ended December 31, 2014, aseptic products represented approximately 3.5% of our consolidated net sales. For the nine months ended September 30, 2015, aseptic products represented approximately 3.5% of our consolidated net sales.

Jams. We produce jams that are sold to grocery retailers and foodservice customers in the United States and Canada. We believe we are the largest manufacturer of private label jams in Canada. For the twelve months ended December 31, 2014, jams represented approximately 1.8% of our consolidated net sales. For the nine months ended September 30, 2015, jams represented approximately 1.6% of our consolidated net sales.

Table of Contents

Other Products. We produce a variety of other products, the majority of which include pie fillings and deserts, and baking products. For the twelve months ended December 31, 2014, other products represented approximately 2.3% of our consolidated net sales. For the nine months ended September 30, 2015, other products represented approximately 1.9% of our consolidated net sales.

Acquisition of the Private Brands Business

On November 1, 2015, the Company and the Seller entered into the Purchase Agreement. Upon the terms and conditions of the Purchase Agreement, a subsidiary of TreeHouse will purchase all of the outstanding common stock of Ralcorp Holdings, Inc., the Missouri corporation through which the Private Brands Business is operated, resulting in the Private Brands Business becoming a 100% owned indirect subsidiary of TreeHouse.

The Private Brands Business is primarily engaged in manufacturing, distributing and marketing private label and other regional and value-brand food products in the grocery, mass merchandise, drugstore and foodservice channels.

The Private Brands Business's primary product categories include snacks, retail bakery, pasta, cereal, bars and condiments. Over 90% of Private Brands Business's products are sold to customers within the United States. Net sales for the fiscal year ended May 31, 2015 and May 25, 2014, were \$3,902.4 million and \$4,015.1 million, respectively. Net sales for the six months ended November 29, 2015 and November 23, 2014, were \$1,856.0 million and \$1,947.7 million, respectively. During the twelve months ended May 31, 2015 and May 25, 2014, net loss was \$(1,435.7) million and \$(496.4) million, respectively. Net loss for the six months ended November 29, 2015 and November 23, 2014 was \$(303.0) million and \$(203.7) million, respectively.

Private Brands Business Product Categories

The Private Brands Business's primary product categories include snacks, retail bakery, pasta, cereal, bars and condiments.

The following chart presents the Private Brands Business net sales by major product categories for the fiscal year ended May 31, 2015. Net sales for the Private Brands Business were \$3,902.4 million, \$4,015.1 million and \$1,300.4 million for the fiscal years ended May 31, 2015 and May 25, 2014 and the four months ended May 26, 2013, respectively.

Private Brands Business estimated net sales by product category for the fiscal year ended May 31, 2015

Snacks. The snacks category includes the cracker and cookie business, snack nuts, and sweet and salty snacks (chocolate candy, snack mixes, pretzels, and pita chips). The Private Brands Business believes it is one of the

Table of Contents

largest manufacturers of private-brand crackers and cookies in the United States, and produces both private label and regional branded crackers and cookies. Snack nuts are produced in a wide variety of jarred, canned and bagged snack nuts, and trail mixes. The Private Brands Business believes it is the largest producer of private label snack nuts in the United States.

Retail Bakery. The retail bakery category includes in-store bakery products, refrigerated dough, and frozen griddle products such as pancakes, waffles and French toast; frozen bread products such as breads, rolls and biscuits; dessert products such as frozen cookie and frozen cookie dough, and dry mixes for bakery foods.

Pasta. The pasta category includes domestic and imported dry pasta, gluten-free and other pastas, and risotto. The Private Brands Business believes it is the largest producer of private label dry pasta in the United States and produces a variety of shapes and sizes including long goods such as spaghetti, linguine, fettuccine, angel hair and lasagna, and short goods such as elbow macaroni, mostaccioli, rigatoni, rotini, ziti and egg noodles.

Cereal. Cereal products include private-brand and value-brand ready-to-eat cereals and hot cereals. The Private Brands Business believes it is the largest private-brand ready-to-eat cereal manufacturer in the U.S.

Bars. The bars category includes grain based cereal bars, fruit and nut bars, nutritional and energy bars, as well as packaged fruit snacks. The Private Brands Business produces bars for both retail customers as well as several branded customers under co-manufacturing agreements. The Private Brands Business believes it is the largest private label producer of snack bars and health and wellness bars in the United States.

Condiments. The condiments category includes a variety of private-brand shelf-stable spoonable dressings, table and flavored syrups, preserves and jellies, salsas, and other sauces. The Private Brands Business believes it is one of the largest private label producer of preserves and jellies, table syrup, spoonable dressings, flavored syrups, and barbeque sauces in United States.

Table of Contents

Pro Forma Categories

Following the completion of the Acquisition, the combined company will have a broader portfolio that we believe will further diversify our product categories. The following charts, TreeHouse net sales by product category for the last twelve months ended September 30, 2015 and Private Brands Business estimated net sales by product category for the fiscal year ended May 31, 2015 provide an illustrative representation of the combined company's net sales by product category, as shown in the chart below. TreeHouse's net sales by product category for the last twelve months ended September 30, 2015 were derived from the Company's quarterly and annual reports on Forms 10-Q and 10-K. Private Brands estimated net sales by product category were derived from the Private Brands Business's accounting records.

**TreeHouse net sales by product category for the last
twelve months ended September 30, 2015**

**Private Brands Business estimated net sales by
product category for the fiscal year ended
May 31, 2015**

S-6

Table of Contents

Illustrative Representation of Pro Forma net sales by product category for a 12 month period

Industry Overview

The U.S. total grocery retail market is approximately \$679 billion in annual sales, of which private label represents approximately \$121 billion. According to independent market research studies, private label grocery products have increased their market share in the United States from approximately 12.7% in 1989 to approximately 17.8% in 2015. We believe that products and packaging improvements, along with greater focus by retailers, have fundamentally changed private label products from inexpensive, generic-brand imitators to store-branded national brand equivalents, and premium products, offering value and product quality that often meet or exceed that of branded competitors. Despite gains in market share, private label penetration in the United States remained below that of many other developed economies, including France (27%), Spain (42%), Germany (35%), The United Kingdom (41%) and Switzerland (45%) (market research estimates based on 2014 data).

We expect the convergence of several factors to support the continued growth of private label food product sales in the United States, including:

greater focus by grocery retailers in developing their private label food product programs as the store becomes the brand;

the continued emergence of private label food products with reputations for quality and value that meet or exceed national brands; and

fundamental changes in consumer behavior that favor the secular growth trends in private label food products.

Given the highly competitive nature of the U.S. food retailing industry, we believe that most grocery retailers are seeking to expand their private label food product programs as a means to differentiate themselves from competitors, build customer loyalty and enhance margins and profitability. As the breadth and quality of a particular grocery retailer's private label offering factors more prominently in consumers' store selection criteria, we believe that a well-developed, high quality private label food product offering can be an effective marketing tool for retailers to further their brand image, drive customer traffic to their stores and enhance shopper loyalty.

Table of Contents

In addition to the inherent marketing benefits, private label food products generally offer retailers higher gross margins and profits than branded equivalents. Consequently, many grocery retailers have announced targets for expanding their share of private label food product sales over the next several years to drive greater productivity from their store base.

According to industry data, private label products accounted for over 29% of all new product introductions in the U.S. packaged food industry during 2014. This is an increase of 20% when compared to the number of private label product launches in 2008. In the same time period, branded product launches have declined approximately 10%. We believe this increase in private label product launches is a direct response to consumer desire for high quality food products that offer compelling value. As private label has grown, many offerings have developed reputations for value and high product quality that often meet or exceed those of branded competitors. According to consumer surveys, shopper attitudes on private label store brands have continued to remain positive and the majority of consumers who have tried private label food products during the last economic downturn reported that they will not return to purchasing branded products. We believe many of these consumers will retain their loyalty to private label food products based on the product quality and value proposition associated with these products. Consumer surveys also indicate different attitudes with regard to brands and loyalty between baby boomers and millennials. Baby boomers tend to have increased brand loyalty versus millennials, who are more likely to base their purchasing decision on the perceived nutritional and economic values.

Consumers across all income groups continue to accept and seek out private label offerings, with offerings at the premium product and value product ends of the spectrum growing at a greater pace than standard products. Accordingly, the private label market is expanding in both the better-for-you, as well as the convenience segments of the market.

The private label food manufacturing base is highly fragmented. As a result, a typical grocery retailer relies upon hundreds of private label food suppliers. We believe the highly fragmented private label manufacturing base will continue to consolidate as retailers seek out suppliers who can offer value-added capabilities like innovation, category management and efficient distribution along with the ability to supply multiple private label products on a national basis.

Competitive Strengths

We believe the combined company will have the following competitive strengths, differentiating us from our competitors and contributing to our success:

Leading private label manufacturer in attractive categories. We expect to be a leading private label manufacturer of a broad range of center-of-store, shelf stable food products and have a meaningful presence in select refrigerated and frozen products. We expect to be the leading private label manufacturer in many of our core product categories, na