

Post Holdings, Inc.  
Form 8-K  
August 10, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 10, 2017**

**Post Holdings, Inc.**

**(Exact name of registrant as specified in its charter)**

**Missouri**  
**(State or Other Jurisdiction of**  
**Incorporation)**

**1-35305**  
**(Commission File**  
**Number)**

**45-3355106**  
**(IRS Employer Identification**  
**Number)**

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**2503 S. Hanley Road**

**St. Louis, Missouri 63144**

**(Address, including Zip Code, of Principal Executive Offices)**

**Registrant's telephone number, including area code: (314) 644-7600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

*Additional 5.75% Senior Notes Due 2027*

On August 10, 2017, the Company issued 5.75% Senior Notes due 2027 (the *Notes*) at a price of 105.5% of the principal amount, plus accrued interest from February 14, 2017 in an aggregate principal amount of \$750.0 million to certain qualified institutional buyers in reliance on Rule 144A under the Securities Act, and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act.

The Notes were issued pursuant to an Indenture dated as of February 14, 2017, among the Company, the guarantors from time to time party thereto, and Wells Fargo Bank, National Association, as trustee (the *Indenture*), and form a single series of debt securities with the previously issued \$750.0 million aggregate principal amount of 5.75% Senior Notes due 2027 (the *Existing Notes*). The Existing Notes and the Notes are herein referred to as the *Notes* unless the context otherwise indicates.

The Notes bear interest at a rate of 5.75% per year. Interest payments are due semi-annually each March 1 and September 1, with the first interest payment due on September 1, 2017. The maturity date of the Notes is March 1, 2027.

The Notes are unsecured unsubordinated obligations of the Company and are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by each of the Company's existing and future domestic subsidiaries (other than immaterial subsidiaries or receivables finance subsidiaries). Accordingly, they are:

equal in right of payment with all of the Company's and the subsidiary guarantors' existing and future senior indebtedness;

senior in right of payment to any of the Company's and the subsidiary guarantors' future subordinated indebtedness;

effectively subordinated to all of the Company's and the subsidiary guarantors' existing and future secured indebtedness, to the extent of the value of the collateral securing such indebtedness; and

effectively subordinated to all of the existing and future indebtedness and other liabilities, including trade payables, of the Company's non-guarantor subsidiaries (other than indebtedness and other liabilities owed to the Company or any guarantors).

Prior to March 1, 2022, the Company may redeem up to 40% of the aggregate principal amount of Notes at a redemption price equal to 105.750% of the principal amount of the Notes redeemed, plus accrued and unpaid interest to the redemption date with an amount not to exceed the net cash proceeds of certain equity offerings of the Company so long as at least 50% of the aggregate principal amount of Notes originally issued under the Indenture remains outstanding immediately after the redemption (unless all such Notes are otherwise repurchased or redeemed) and the redemption occurs within 90 days of the date of the closing of such equity offering.

At any time prior to March 1, 2022, the Company may redeem all or a part of the Notes at a redemption price equal to 100% of the principal amount of the Notes redeemed and accrued and unpaid interest, plus a premium provided for in the Indenture, which would be the greater of (1) 1.0% of the principal amount of each Note being redeemed or (2) the

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excess of (i) the present value at the redemption date of (x) the redemption price of the Note being redeemed at March 1, 2022 plus (y) all required interest payments due on each such Note through March 1, 2022 (excluding accrued but unpaid interest to the redemption date), computed using a discount rate equal to the Treasury Rate as of such redemption date plus 50 basis points; over (ii) the principal amount of such Note.

On or after March 1, 2022, the Company may redeem all or a part of the Notes at the redemption prices (expressed as a percentage of principal amount of the Notes) set forth below, plus accrued and unpaid interest, to the applicable redemption date, if redeemed during the twelve-month period beginning on March 1 of the years indicated below:

<b>Redemption Year</b>	<b>Price</b>
2022	102.875%
2023	101.917%
2024	100.958%
2025 and thereafter	100.000%

If the Company experiences a Change of Control (as defined in the Indenture), holders of the Notes may require the Company to purchase the Notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest, if any, to the date of purchase.

The Indenture limits the Company's ability and the ability of its restricted subsidiaries to, among other things: borrow money or guarantee debt; create liens; pay dividends on or redeem or repurchase stock; make specified types of investments and acquisitions; enter into or permit to exist contractual limits on the ability of its subsidiaries to pay dividends to the Company; enter into new lines of business; enter into transactions with affiliates; and sell assets or merge with other companies. Certain of these covenants are subject to suspension when and if the Notes are rated at least BBB- by Standard & Poor's or at least Baa3 by Moody's.

The Indenture contains customary events of default that include, among other things (subject in certain cases to customary grace and cure periods): (i) non-payment of principal or interest; (ii) breach of certain covenants contained in the Indenture or the Notes; (iii) defaults in failure to pay certain other indebtedness or the acceleration of certain other indebtedness prior to maturity; (iv) the failure to pay certain final judgments; (v) the failure of certain guarantees to be enforceable and (vi) certain events of bankruptcy or insolvency. Generally, if an event of default occurs (subject to certain exceptions), the trustee or the holders of at least 25% in aggregate principal amount of the then outstanding Notes may declare all of the Notes to be due and payable immediately.

Attached as Exhibit 4.1 to this Current Report and incorporated herein by reference is a copy of the Indenture, and the foregoing description of the terms of the Indenture is qualified in its entirety by reference to such exhibit.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

See Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 10, 2017

**Post Holdings, Inc.**  
(Registrant)

By: /s/ Diedre J. Gray

Name: Diedre J. Gray

Title: SVP, General Counsel & Chief

Administrative Officer, Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Indenture, dated as of February 14, 2017, by and among Post Holdings, Inc., the Guarantors (as defined therein) and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed on February 14, 2017)