

Post Holdings, Inc.
Form 4
February 07, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RALCORP HOLDINGS INC /MO

(Last) (First) (Middle)

800 MARKET STREET, SUITE
2900

(Street)

SAINT LOUIS, MO 63101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Post Holdings, Inc. [POST]

3. Date of Earliest Transaction
(Month/Day/Year)

02/03/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	02/03/2012		A		34,399,000 (1)	A	2 34,400,000
Common Stock	02/03/2012		J(3)		27,624,015	D	\$ 0 (3) 6,775,985

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RALCORP HOLDINGS INC /MO 800 MARKET STREET SUITE 2900 SAINT LOUIS, MO 63101	X	X		

Signatures

G. A. Billhartz,
Secretary 02/07/2012

__Signature of Reporting
Person

Date

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).

In connection with the spin-off of Post Holdings, Inc. ("Post") by Ralcorp Holdings, Inc. ("Ralcorp") the shares of Post were issued to
(1) Ralcorp pursuant to a Contribution Agreement, dated as of 02/03/12, by and between Post and Ralcorp the "Contribution Agreement" that was approved by the Board of Directors of Post and Ralcorp as the sole shareholder of Post.

Ralcorp owned 1,000 shares of Post's outstanding common stock prior to February 3, 2012, which represented 100% of Post's issued and outstanding common stock. Solely as a result of the separation and distribution that was approved by Ralcorp as the sole stockholder of
(2) Post and Post's Board of Directors and effected pursuant to the Contribution Agreement, Ralcorp received an additional 34,399,000 shares, resulting in Ralcorp holding an aggregate of 34,400,000 shares.

At 11:59 p.m. on February 3, 2012, Ralcorp effected a pro rata distribution to its shareholders of approximately 80.3 percent of Post's
(3) common shares held by it. Following the distribution and the other events incident thereto pursuant to the Separation Agreement by and between Ralcorp, Post, and Post Foods LLC, dated February 2, 2012, Ralcorp is no longer a director of Post for purposes of Section 16.

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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