

Post Holdings, Inc.  
Form 8-K  
August 10, 2015

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

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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, 2015

Post Holdings, Inc.  
(Exact name of registrant as specified in its charter)

Missouri	1-35305	45-3355106
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

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))
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Item 8.01. Other Events.

On August 10, 2015, Post Holdings, Inc. (the “Company”) announced that it intends to commence a private offering to eligible purchasers, subject to market and other conditions, of \$600 million in aggregate principal amount of senior notes due 2024 and \$600 million in aggregate principal amount of senior notes due 2025 (the “Notes”). The Company also announced it intends to commence an underwritten public offering, subject to market and other conditions, of \$275.0 million of its common stock. The specific number of shares the Company will issue in the offering will be such number of shares of its common stock as will result in gross proceeds from the offering of \$275.0 million. The Company expects to grant the underwriters of the common stock a 30-day option to purchase up to an additional 15% of the number of shares of common stock issued. A copy of the press release issued in connection therewith is attached hereto as Exhibit 99.1.

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, 2015

Post Holdings, Inc.  
(Registrant)

By: /s/ Diedre J. Gray  
Name: Diedre J. Gray  
Title: SVP, General Counsel & Administration,  
Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated August 10, 2015