

STIRITZ WILLIAM P  
Form 4  
February 06, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
STIRITZ WILLIAM P

2. Issuer Name and Ticker or Trading Symbol  
Post Holdings, Inc. [POST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O POST HOLDINGS, INC., 2503  
S. HANLEY ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
ST. LOUIS, MO 63144

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
				(A) or (D) Code V Amount Price			
Common Stock	02/04/2019		M <sup>(1)</sup>	1,050,000 A \$ 31.25	2,464,862	D	
Common Stock	02/04/2019		M <sup>(2)</sup>	200,000 A \$ 40.3	2,664,862	D	
Common Stock	02/04/2019		G	5,000 D \$ 0	2,659,862	D	
Common Stock					250,073	I	By Spouse
Common Stock					169,369	I	By Trust

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

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(9-02)

**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 of Shares
Employee Stock Option (right to buy)	\$ 31.25	02/04/2019		M	1,050,000	<u>(3)</u> 05/29/2022	Common Stock	1,050,000	
Employee Stock Options (right to buy)	\$ 40.3	02/04/2019		M	200,000	<u>(4)</u> 10/15/2023	Common Stock	200,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STIRITZ WILLIAM P C/O POST HOLDINGS, INC. 2503 S. HANLEY ROAD ST. LOUIS, MO 63144	X			

## Signatures

/s/ Diedre J. Gray,  
Attorney-in-Fact

02/06/2019

\*\*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).
- (1) The Reporting Person exercised stock options to purchase 1,050,000 shares of the Issuer's common stock in a transaction exempt under Rule 16b-3. There are no sales of the Issuer's common stock by the Reporting Person in connection with the transaction.

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- (2) The Reporting Person exercised stock options to purchase 200,000 shares of the Issuer's common stock in a transaction exempt under Rule 16b-3. There are no sales of the Issuer's common stock by the Reporting Person in connection with the transaction.
- (3) The option to purchase 1,550,000 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 vested in equal increments over three years.
- (4) The option to purchase 600,000 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 vested 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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