

Post Holdings, Inc.  
Form 8-K  
April 29, 2015

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): April 28, 2015

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

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

Item 2.02. Results of Operation and Financial Condition.

In a press release dated April 28, 2015, a copy of which is attached hereto as Exhibit 99.1, and the text of which is incorporated by reference herein, Post Holdings, Inc. (“Post” or the “Company”) announced certain preliminary results for its second quarter ended March 31, 2015.

In the Company’s press release, the Company makes reference to certain non-GAAP financial measures including Adjusted EBITDA. Management believes the use of such non-GAAP measures provides increased transparency and assists investors in understanding the underlying operating performance of the Company and its segments and in the analysis of ongoing operating trends. The calculation of Adjusted EBITDA is not specified by United States generally accepted accounting principles (GAAP) and these measures may not be comparable to similarly-titled measures of other companies. The Company has not provided a quantitative reconciliation of the preliminary Adjusted EBITDA included in this press release to the most comparable financial measure or measures calculated and presented in accordance with GAAP due primarily to the timing of the closing of Post's financial records for the quarter ended March 31, 2015 and the difficulty in forecasting and quantifying the exact amount of the items excluded from Adjusted EBITDA that will be included in the comparable GAAP financial measures such that it is not practicable to produce such reconciliations for this financial information without unreasonable effort.

Item 7.01. Regulation FD Disclosure.

The press release attached hereto as Exhibit 99.1 also provides information regarding an avian influenza incident at one of its Michael Foods Group segment third party contracted egg farms.

The information contained in Items 2.02 and 7.01 and the Exhibit 99.1 attached hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

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: April 28, 2015

Post Holdings, Inc.  
(Registrant)

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

EXHIBIT INDEX

| Exhibits<br>Number | Description                        |
|--------------------|------------------------------------|
| 99.1               | Press Release dated April 28, 2015 |