

Post Holdings, Inc.  
Form 8-K  
January 10, 2014

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): January 9, 2014

Post Holdings, Inc.

(Exact name of registrant as specified in its charter)

Missouri	1-35305	45-3355106
(State of 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))

Item 8.01. Other Events.

On January 9, 2014, Post Holdings, Inc. (the “Company”) received from the initial purchasers in its recent private offering of 2.5% Series C Cumulative Perpetual Convertible Preferred Stock (the “Preferred Stock”) a notice of a partial exercise of the initial purchasers’ option to purchase additional shares of the Preferred Stock and will purchase an additional 200,000 shares of the Preferred Stock. The net proceeds to the Company from the exercise of the option, after deducting the initial purchasers’ discounts and commissions, are expected to be approximately \$19.4 million. The aggregate net proceeds to the Company from the issuance of the Preferred Stock, including the exercise of the option, will be approximately \$310.2 million. The Company intends to use the net proceeds from the offering for general corporate purposes, which may include, among other things, financing pending acquisitions and any additional acquisition opportunities, working capital and capital expenditures. The sale of the additional shares is expected to close on January 14, 2014, subject to customary closing conditions.

On January 10, 2014, the Company issued a press release announcing the exercise of the option.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Number	Description
Exhibit 99.1	Press Release dated January 10, 2014

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: January 10, 2014

Post Holdings, Inc.  
(Registrant)

By: /s/ Robert V. Vitale  
Name: Robert V. Vitale  
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated January 10, 2014