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

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2017

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 1-35305

Post Holdings, Inc.

(Exact name of registrant as specified in its charter)

Missouri	**45-3355106**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

2503 S. Hanley Road
St. Louis, Missouri 63144
(Address of principal executive offices) (Zip Code)

(314) 644-7600
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o
	Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:
Common stock, $0.01 Par Value – 65,576,238 shares as of January 31, 2018

POST HOLDINGS, INC.
QUARTERLY REPORT ON FORM 10-Q
TABLE OF CONTENTS

		Page
PART I.	**FINANCIAL INFORMATION**	
Item 1.	Financial Statements (Unaudited).	1
	Condensed Consolidated Statements of Operations (Unaudited).	1
	Condensed Consolidated Statements of Comprehensive Income (Unaudited).	2
	Condensed Consolidated Balance Sheets (Unaudited).	3
	Condensed Consolidated Statements of Cash Flows (Unaudited).	4
	Notes to Condensed Consolidated Financial Statements (Unaudited).	5
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations.	18
Item 3.	Quantitative and Qualitative Disclosures About Market Risk.	25
Item 4.	Controls and Procedures.	25
PART II.	**OTHER INFORMATION**	
Item 1.	Legal Proceedings.	27
Item 1A.	Risk Factors.	27
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds.	28
Item 6.	Exhibits.	29
	SIGNATURE.	30

PART I. FINANCIAL INFORMATION.

ITEM 1. FINANCIAL STATEMENTS.

POST HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)
(in millions, except per share data)

	Three Months Ended December 31,	
	2017	**2016**
Net Sales	$ 1,433.1	$ 1,249.8
Cost of goods sold	981.4	870.6
Gross Profit	451.7	379.2
Selling, general and administrative expenses	245.7	264.1
Amortization of intangible assets	41.5	38.9
Other operating expenses, net	—	—
Operating Profit	164.5	76.2
Interest expense, net	90.5	72.9
Loss on extinguishment of debt	37.3	—
Other income, net	(2.7)	(144.5)
Earnings before Income Taxes	39.4	147.8
Income tax (benefit) expense	(255.8)	46.0
Net Earnings Including Noncontrolling Interest	295.2	101.8
Less: Net earnings attributable to noncontrolling interest	0.3	—
Net Earnings	294.9	101.8
Preferred stock dividends	(3.4)	(3.4)
Net Earnings Available to Common Shareholders	$ 291.5	$ 98.4
Earnings per Common Share:		
Basic	$ 4.42	$ 1.42
Diluted	$ 3.82	$ 1.27
Weighted-Average Common Shares Outstanding:		
Basic	66.0	69.2
Diluted	77.3	80.3

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

POST HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)
(in millions)

	Three Months Ended December 31,	
	2017	**2016**
Net Earnings Including Noncontrolling Interest	$ 295.2	$ 101.8
Pension and postretirement benefits adjustments:		
Reclassifications to net earnings	(0.8)	(0.6)
Hedging adjustments:		
Unrealized net loss on derivatives	(1.5)	—
Reclassifications to net earnings	0.3	—
Foreign currency translation adjustments:		
Unrealized foreign currency translation adjustments	13.9	(1.9)
Tax benefit on other comprehensive income:		
Pension and postretirement benefits	0.2	0.2
Hedging	0.3	—
Total Other Comprehensive Income	12.4	(2.3)
Less: Comprehensive income attributable to noncontrolling interest	0.3	—
Total Comprehensive Income	$ 307.3	$ 99.5

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

POST HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
(in millions)

	December 31, 2017	September 30, 2017
ASSETS		
Current Assets		
Cash and cash equivalents	$ 1,944.5	$ 1,525.9
Restricted cash	2.6	4.2
Receivables, net	468.3	480.6
Inventories	587.2	573.5
Prepaid expenses and other current assets	47.0	31.7
Total Current Assets	3,049.6	2,615.9
Property, net	1,678.4	1,690.7
Goodwill	4,039.2	4,032.0
Other intangible assets, net	3,316.6	3,353.9
Other assets	196.0	184.3
Total Assets	$ 12,279.8	$ 11,876.8
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Current portion of long-term debt	$ 22.1	$ 22.1
Accounts payable	351.2	336.0
Other current liabilities	378.9	346.3
Total Current Liabilities	752.2	704.4
Long-term debt	7,512.6	7,149.1
Deferred income taxes	643.6	905.8
Other liabilities	331.0	327.8
Total Liabilities	9,239.4	9,087.1
Shareholders' Equity		
Preferred stock	—	—
Common stock	0.7	0.7
Additional paid-in capital	3,565.6	3,566.5
Accumulated deficit	(81.1)	(376.0)
Accumulated other comprehensive loss	(27.6)	(40.0)
Treasury stock, at cost	(427.2)	(371.2)
Total Shareholders' Equity Excluding Noncontrolling Interest	3,030.4	2,780.0
Noncontrolling interest	10.0	9.7
Total Shareholders' Equity	3,040.4	2,789.7
Total Liabilities and Shareholders' Equity	$ 12,279.8	$ 11,876.8

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

POST HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(in millions)

	Three Months Ended December 31,	
	2017	**2016**
Cash Flows from Operating Activities		
Net Earnings Including Noncontrolling Interest	$ 295.2	$ 101.8
Adjustments to reconcile net earnings to net cash flow provided by (used in) operating activities:		
Depreciation and amortization	90.5	77.1
Unrealized gain on interest rate swaps	(3.1)	(145.0)
Loss on extinguishment of debt	37.3	—
Non-cash stock-based compensation expense	6.8	4.9
Deferred income taxes	(262.7)	62.1
Other, net	(3.1)	(0.2)
Other changes in current assets and liabilities, net of business acquisitions:		
Decrease (increase) in receivables, net	11.6	(18.0)
Increase in inventories	(13.4)	(8.7)
Increase in prepaid expenses and other current assets	(14.5)	(6.9)
Increase (decrease) in accounts payable and other current liabilities	61.9	(90.2)
(Decrease) increase in non-current liabilities	(2.0)	3.7
Net Cash Provided by (Used in) Operating Activities	204.5	(19.4)
Cash Flows from Investing Activities		
Business acquisitions, net of cash acquired	—	(91.4)
Additions to property	(46.7)	(31.8)
Restricted cash	1.6	(4.6)
Proceeds from sale of property and assets held for sale	0.1	6.0
Other, net	(1.2)	—
Net Cash Used in Investing Activities	(46.2)	(121.8)
Cash Flows from Financing Activities		
Proceeds from issuance of long-term debt	1,000.0	—
Repayments of long-term debt	(635.5)	(3.6)
Purchases of treasury stock	(56.0)	(133.1)
Payments of preferred stock dividends	(3.4)	(3.4)
Payments of debt issuance costs	(10.2)	—
Payment of premium on debt extinguishment	(30.8)	—
Proceeds from exercise of stock awards	—	9.4
Other, net	(4.5)	(1.9)
Net Cash Provided by (Used in) Financing Activities	259.6	(132.6)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	0.7	(0.7)
Net Increase (Decrease) in Cash and Cash Equivalents	418.6	(274.5)
Cash and Cash Equivalents, Beginning of Year	1,525.9	1,143.6
Cash and Cash Equivalents, End of Period	$ 1,944.5	$ 869.1

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

POST HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(in millions, except per share information and where indicated otherwise)

NOTE 1 — BASIS OF PRESENTATION

These unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP"), under the rules and regulations of the United States Securities and Exchange Commission (the "SEC"), and on a basis substantially consistent with the audited consolidated financial statements of Post Holdings, Inc. (herein referred to as "Post," "the Company," "us," "our" or "we") as of and for the fiscal year ended September 30, 2017. These unaudited condensed consolidated financial statements should be read in conjunction with such audited consolidated financial statements which are included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017, filed with the SEC on November 17, 2017.

These unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments and accruals) that management considers necessary for a fair statement of the Company's results of operations, comprehensive income, financial position and cash flows for the interim periods presented. Interim results are not necessarily indicative of the results for any other interim period or for the entire fiscal year. Certain prior year amounts have been reclassified to conform with the current year presentation. Reclassifications related to the fiscal 2017 adoption of Accounting Standards Update ("ASU") 2016-09 "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting," for the three months ended December 31, 2016, resulted in a decrease in "Income tax (benefit) expense" and an increase in "Net Earnings" of $4.2, respectively, a six cent increase in "Basic Earnings per Common Share" and a five cent increase in "Diluted Earnings per Common Share" as reported on the Condensed Consolidated Statement of Operations.

NOTE 2 - RECENTLY ISSUED AND ADOPTED ACCOUNTING STANDARDS

Recently Issued

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02, "Leases (Topic 842)." This standards update requires a company to recognize right-of-use assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. ASU 2016-02 offers specific accounting guidance for lessees, lessors and sale and leaseback transactions. Lessees and lessors are required to disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. This ASU is effective for annual periods beginning after December 15, 2018 and interim periods therein (i.e., Post's financial statements for the year ending September 30, 2020), with early adoption permitted. At adoption, this update will be applied using a modified retrospective approach. The Company is currently evaluating the impact and timing of adopting this guidance, however, an increase in both assets and liabilities is expected.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)," which will supersede all existing revenue recognition guidance under GAAP. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to a customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. This ASU is effective for annual and interim periods beginning on or after December 15, 2017 (i.e., Post's financial statements for the year ending September 30, 2019). The Company is assessing the impact that the standard will have on its accounting policies, processes, system requirements, internal controls and disclosures. Internal resources have been assigned to this assessment, and the Company has engaged a third party to assist in the assessment and implementation. The Company has established a project plan, identified key revenue streams, completed an initial review of its customer contracts and is considering impacted policies and processes. The Company will adopt the standard on October 1, 2018 and expects to use the modified retrospective transition method of adoption. The Company continues to evaluate the effect that this standard will have on the condensed consolidated financial statements and related disclosures.

Recently Adopted

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory (Topic 330)." The standard requires most inventory to be measured at the lower of cost and net realizable value ("NRV"), thereby simplifying the previous guidance under which an entity must measure inventory at the lower of cost or market. Market is defined as replacement cost, NRV, or NRV less a normal profit margin. The ASU will not apply to inventory that is measured using either the last-in, first-out method or the retail inventory method. The Company adopted this ASU during the first quarter of fiscal 2018. The adoption of the ASU did not have a material impact on the Company's condensed consolidated financial statements or related disclosures.

NOTE 3 — BUSINESS COMBINATIONS

The Company accounts for acquisitions using the acquisition method of accounting, whereby the results of operations are included in the financial statements from the date of acquisition. The purchase price is allocated to acquired assets and assumed liabilities based on their estimated fair values at the date of acquisition, and any excess is allocated to goodwill. Goodwill represents the value the Company expects to achieve through the implementation of operational synergies and the expansion of the business into new or growing segments of the industry.

On July 3, 2017, the Company completed its acquisition of Latimer Newco 2 Limited, a company registered in England and Wales (“Latimer”), and all of Latimer’s direct and indirect subsidiaries at the time of acquisition, including Weetabix Limited (collectively the “Weetabix Group”) for a purchase price of approximately £1,400.0 with a payment at closing of £1,454.1, excluding £48.0 of cash acquired (approximately $1,887.2, excluding $62.2 of cash acquired). The Weetabix Group is a packaged food company that primarily produces branded and private label ready-to-eat (“RTE”) cereal and muesli products. The Weetabix Group is reported in two reportable segments. The results of the Weetabix operations outside of North America (“Weetabix”) are reported as the Weetabix segment, and the Weetabix North American operations (“Weetabix NA”) are reported in the Post Consumer Brands segment (see Note 17). Based on the preliminary purchase price allocation of Weetabix, the Company recorded $172.8 of customer relationships to be amortized over a weighted-average period of approximately 20 years, $30.5 to definite-lived trademarks and brands to be amortized over a weighted-average period of 16 years and $391.0 of indefinite-lived trademarks. Based on the preliminary purchase price allocation of Weetabix NA, the Company recorded $14.1 of customer relationships to be amortized over a weighted-average period of 21 years.

On October 3, 2016, the Company completed its acquisition of National Pasteurized Eggs, Inc. (“NPE”) for $93.5, subject to net working capital and other adjustments, resulting in a payment of $97.0. In February 2017, a final settlement of net working capital was reached, resulting in an amount back to the Company of $1.2. NPE is a producer of pasteurized shell eggs, including cage-free eggs, and is reported in Post’s Michael Foods Group segment (see Note 17). Based upon the purchase price allocation, the Company recorded $43.9 of customer relationships to be amortized over a weighted-average period of 16 years and $7.5 of trademarks and brands to be amortized over a weighted-average period of 20 years.

The following table provides the preliminary allocation of the purchase price related to the fiscal 2017 acquisition of the Weetabix Group based upon the fair value of assets and liabilities assumed including the provisional amounts recognized related to the acquisition as of September 30, 2017, as well as measurement period adjustments made during the three months ended December 31, 2017. Certain preliminary values of the Weetabix Group acquisition, including receivables, inventory, property, goodwill, other intangible assets, other assets, other current liabilities, deferred taxes and other liabilities, are not yet finalized pending the final purchase price allocation and are subject to change once additional information is obtained. The Company does not expect the final fair value of goodwill related to the acquisition of the Weetabix Group to be deductible for U.S. income tax purposes.

	Acquisition Date Amounts Recognized as of September 30, 2017 (a)	Adjustments During the Three Months Ended December 31, 2017	Acquisition Date Amounts Recognized (as Adjusted)
Cash and cash equivalents	$ 62.2	$ —	$ 62.2
Receivables	39.7	(0.7)	39.0
Inventories	63.4	—	63.4
Prepaid expenses and other current assets	1.2	—	1.2
Property	283.9	—	283.9
Goodwill	969.3	0.6	969.9
Other intangible assets	608.4	—	608.4
Other assets	112.0	—	112.0
Accounts payable	(66.3)	—	(66.3)
Other current liabilities	(28.4)	—	(28.4)
Deferred tax liability - long-term	(137.6)	0.1	(137.5)
Other liabilities	(10.9)	—	(10.9)
Noncontrolling interest	(9.7)	—	(9.7)
Total acquisition cost	$ 1,887.2	$ —	$ 1,887.2

(a) As previously reported in Post’s Annual Report on Form 10-K filed with the SEC on November 17, 2017.

Transaction-related expenses

The Company incurs transaction-related expenses in connection with both completed and contemplated acquisitions, divestitures and mergers. These expenses generally include third-party costs for due diligence, advisory services and transaction success fees. Transaction-related expenses of $3.1 and $0.7 were incurred during the three months ended December 31, 2017 and 2016, respectively, and are recorded as “Selling, general and administrative expenses.”

Pro Forma Information

The following unaudited pro forma information presents a summary of the results of operations of the Company combined with the results of the Weetabix Group for the periods presented as if the fiscal 2017 acquisition had occurred on October 1, 2015, along with certain pro forma adjustments. These pro forma adjustments give effect to the amortization of certain definite-lived intangible assets, adjusted depreciation based upon fair value of assets acquired, interest expense related to the financing of the business combinations, transaction and extinguished debt costs and related income taxes. The following unaudited pro forma information has been prepared for comparative purposes only and is not necessarily indicative of the results of operations as they would have been had the acquisitions occurred on the assumed dates, nor is it necessarily an indication of future operating results.

	Three Months Ended December 31,	
	2017	2016
Pro forma net sales	$ 1,433.1	$ 1,379.4
Pro forma net earnings available to common shareholders	$ 292.5	$ 107.6
Pro forma basic earnings per common share	$ 4.43	$ 1.55
Pro forma diluted earnings per common share	$ 3.83	$ 1.38

NOTE 4 — GOODWILL

The changes in the carrying amount of goodwill by segment are noted in the following table.

	Post Consumer Brands	Weetabix	Michael Foods Group	Active Nutrition	Private Brands	Total
Balance, September 30, 2017						
Goodwill (gross)	$ 2,074.7	$ 926.9	$ 1,392.1	$ 180.7	$ 181.5	$ 4,755.9
Accumulated impairment losses	(609.1)	—	—	(114.8)	—	(723.9)
Goodwill (net)	$ 1,465.6	$ 926.9	$ 1,392.1	$ 65.9	$ 181.5	$ 4,032.0
Acquisition related adjustment	0.7	(0.1)	—	—	—	0.6
Currency translation adjustment	—	6.6	—	—	—	6.6
Balance, December 31, 2017						
Goodwill (gross)	$ 2,075.4	$ 933.4	$ 1,392.1	$ 180.7	$ 181.5	$ 4,763.1
Accumulated impairment losses	(609.1)	—	—	(114.8)	—	(723.9)
Goodwill (net)	$ 1,466.3	$ 933.4	$ 1,392.1	$ 65.9	$ 181.5	$ 4,039.2

NOTE 5 — EQUITY INTERESTS

In connection with its acquisition of the Weetabix Group in July 2017 (see Note 3), the Company acquired an equity interest in two legal entities, Alpen Food Company South Africa (Proprietary) Limited (“Alpen”) and Weetabix East Africa Limited (“Weetabix East Africa”). Results of both entities are reported in the Weetabix segment (see Note 17).

Alpen is a South African-based company that produces RTE cereal and muesli. The Company owns 50% of Alpen’s common stock with no other indicators of control and, accordingly, the Company accounts for its investment in Alpen using the equity method. The investment in Alpen was $6.3 and $4.5 at December 31, 2017 and September 30, 2017, respectively, and was included in “Other assets” on the Condensed Consolidated Balance Sheets. Equity method earnings of $0.1 was included in “Other operating expenses, net” in the Condensed Consolidated Statements of Operations during the three months ended December 31, 2017. The Company had a note receivable balance with Alpen of $1.1 and $1.0 at December 31, 2017 and September 30, 2017, respectively, which was included in “Other assets” on the Condensed Consolidated Balance Sheets.

Weetabix East Africa is a Kenyan-based company that produces RTE cereal and muesli. The Company owns 50.1% of Weetabix East Africa and holds a controlling voting and financial interest through its appointment of management and representation on

Weetabix East Africa's Board of Directors. Accordingly, Weetabix East Africa is fully consolidated into the Company's financial statements. Weetabix East Africa had long-term payables with Pioneer Food Group Limited, the owner of the remaining 49.9% of the business, of $0.6 and $0.5 at December 31, 2017 and September 30, 2017, respectively, which were included in "Other liabilities" on the Condensed Consolidated Balance Sheets.

NOTE 6 — INCOME TAXES

The Tax Cuts and Jobs Act (the "Tax Act") was enacted on December 22, 2017, resulting in significant impacts to the Company's accounting for income taxes in the current year. The most significant of these impacts relate to the reduction of the U.S. federal corporate income tax rate, a one-time transition tax on unrepatriated foreign earnings and full expensing of certain qualified depreciable assets placed in service after September 27, 2017, and before January 1, 2023. The Tax Act enacts a new U.S. federal corporate tax rate of 21% that will fully go into effect for the Company's fiscal 2019 tax year and is prorated with the pre-December 22, 2017 U.S. federal corporate income tax rate of 35% for the Company's current tax year. This proration results in a blended rate of 24.5% for fiscal 2018. At the time these financial statements were issued, the Company had not completed the accounting for the tax effects related to the enactment of the Tax Act. However, provisional estimates were made in the following instances: (i) the Company remeasured its existing deferred tax assets and liabilities considering both the current fiscal year blended rate and the 21% rate for future periods and recorded a provisional tax benefit of $270.7 and (ii) the Company calculated the one-time transition tax and recorded provisional tax expense of $7.1. Full expensing of certain depreciable assets will result in a temporary difference and will be analyzed throughout the year as assets are placed in service.

The changes included in the Tax Act are broad and complex. The final transition impacts of the Tax Act may differ from the above estimates, possibly materially, due to, among other things, changes in interpretations of the Tax Act, any legislative action to address questions that arise because of the Tax Act, any changes in current accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates the Company has utilized to calculate the transition impacts, including impacts resulting from changes to current year earnings estimates and foreign exchange rates. The SEC has issued rules that would allow for a measurement period of up to one year after the enactment date of the Tax Act to finalize the recording of the related tax impacts. The Company currently anticipates finalizing and recording any resulting adjustments by September 30, 2018.

NOTE 7 — INTANGIBLE ASSETS, NET

Total intangible assets are as follows:

	December 31, 2017			September 30, 2017		
	Carrying Amount	Accumulated Amortization	Net Amount	Carrying Amount	Accumulated Amortization	Net Amount
Subject to amortization:						
Customer relationships	$ 2,250.5	$ (446.7)	$ 1,803.8	$ 2,249.3	$ (416.7)	$ 1,832.6
Trademarks/brands	834.3	(173.8)	660.5	834.1	(162.9)	671.2
Other intangible assets	21.7	(10.4)	11.3	21.7	(9.8)	11.9
	3,106.5	(630.9)	2,475.6	3,105.1	(589.4)	2,515.7
Not subject to amortization:						
Trademarks/brands	841.0	—	841.0	838.2	—	838.2
	$ 3,947.5	$ (630.9)	$ 3,316.6	$ 3,943.3	$ (589.4)	$ 3,353.9

NOTE 8 — EARNINGS PER SHARE

Basic earnings per share is based on the average number of common shares outstanding during the period. Diluted earnings per share is based on the average number of shares used for the basic earnings per share calculation, adjusted for the dilutive effect of stock options, stock appreciation rights and restricted stock equivalents using the "treasury stock" method. The impact of potentially dilutive convertible preferred stock is calculated using the "if-converted" method. For the periods outstanding, the Company's tangible equity units ("TEUs") were assumed to be settled at the minimum settlement amount of 1.7114 shares per TEU for weighted-average shares for basic earnings per share. For diluted earnings per share, the shares, to the extent dilutive, were assumed to be settled at a conversion factor based on the daily volume-weighted-average price per share of the Company's common stock not to exceed 2.0964 shares per TEU. All TEU purchase contracts were settled as of June 1, 2017.

The following table sets forth the computation of basic and diluted earnings per share for the three months ended December 31, 2017 and 2016, respectively.

	Three Months Ended December 31,	
	2017	2016
Net earnings for basic earnings per share	$ 291.5	$ 98.4
Dilutive preferred stock dividends	3.4	3.4
Net earnings for diluted earnings per share	$ 294.9	$ 101.8
Weighted-average shares outstanding	66.0	64.5
Effect of TEUs on weighted-average shares for basic earnings per share	—	4.7
Weighted-average shares for basic earnings per share	66.0	69.2
Effect of dilutive securities:		
Stock options	1.8	1.8
Stock appreciation rights	0.1	0.1
Restricted stock awards	0.4	0.2
Preferred shares conversion to common	9.0	9.0
Total dilutive securities	11.3	11.1
Weighted-average shares for diluted earnings per share	77.3	80.3
Basic earnings per common share	$ 4.42	$ 1.42
Diluted earnings per common share	$ 3.82	$ 1.27

The following table details the securities that have been excluded from the calculation of weighted-average shares for diluted earnings per share as they were anti-dilutive.

	Three Months Ended December 31,	
	2017	2016
Stock options	0.6	0.3

NOTE 9 — INVENTORIES

	December 31, 2017	September 30, 2017
Raw materials and supplies	$ 134.9	$ 129.8
Work in process	18.5	16.9
Finished products	403.6	395.6
Flocks	30.2	31.2
	$ 587.2	$ 573.5

NOTE 10 — PROPERTY, NET

	December 31, 2017	September 30, 2017
Property, at cost	$ 2,430.1	$ 2,394.1
Accumulated depreciation	(751.7)	(703.4)
	$ 1,678.4	$ 1,690.7

NOTE 11 — DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING

In the ordinary course of business, the Company is exposed to commodity price risks relating to the acquisition of raw materials and supplies, interest rate risks relating to floating rate debt and foreign currency exchange rate risks. The Company utilizes derivative financial instruments, including (but not limited to) futures contracts, option contracts, forward contracts and swaps, to manage certain of these exposures by hedging when it is practical to do so. The Company does not hold or issue financial instruments for speculative or trading purposes.

At December 31, 2017, the Company’s derivative instruments consisted of:

Not designated as hedging instruments under Accounting Standards Codification (“ASC”) Topic 815

- Commodity and energy futures and option contracts which relate to inputs that generally will be utilized within the next year;
- a pay-fixed, receive-variable interest rate swap maturing in May 2021 that requires monthly settlements and has the effect of hedging interest payments on debt expected to be issued but not yet priced; and
- rate-lock interest rate swaps that require four lump sum settlements with the first settlement occurring in July 2018 and the last in July 2020 and have the effect of hedging interest payments on debt expected to be issued but not yet priced.

Designated as hedging instruments under ASC Topic 815

- Foreign currency forward contracts used as a cash flow hedge of forecasted Euro denominated capital purchases occurring within the next 14 months against currency fluctuations between Euro and U.S. dollar;
- a pay-fixed, receive-fixed cross-currency swap maturing in July 2022 that requires quarterly cash settlements used as a net investment hedge of the Company’s investment in the Weetabix Group, which is denominated in GBP; and
- a pay-fixed, receive-variable interest rate swap maturing in May 2024 that requires monthly settlements and is used as a cash flow hedge of forecasted interest payments on the Company’s variable rate term loan (see Note 14).

The following table shows the notional amounts of derivative instruments held.

	December 31, 2017	September 30, 2017
Not designated as hedging instruments under ASC Topic 815:		
Commodity contracts	$ 40.4	$ 53.8
Energy contracts	21.5	25.6
Interest rate swap	75.7	76.1
Interest rate swaps - Rate-lock swaps	1,649.3	1,649.3
Designated as hedging instruments under ASC Topic 815:		
Foreign exchange contracts - Forward contracts	16.6	20.9
Foreign exchange contracts - Cross-currency swaps	448.7	448.7
Interest rate swap	1,000.0	1,000.0

The following table presents the balance sheet location and fair value of the Company's derivative instruments as of December 31, 2017 and September 30, 2017, along with the portion designated as hedging instruments under ASC Topic 815. The Company does not offset derivative assets and liabilities within the Condensed Consolidated Balance Sheets.

		Fair Value		Portion Designated as Hedging Instruments	
	Balance Sheet Location	December 31, 2017	September 30, 2017	December 31, 2017	September 30, 2017
Asset Derivatives:					
Commodity contracts	Prepaid expenses and other current assets	$ 0.1	$ 0.5	$ —	$ —
Energy contracts	Prepaid expenses and other current assets	5.2	3.8	—	—
Foreign exchange contracts	Prepaid expenses and other current assets	1.2	1.3	1.2	1.1
Foreign exchange contracts	Other assets	0.1	0.3	0.1	0.3
Interest rate swaps	Prepaid expenses and other current assets	0.6	—	0.6	—
Interest rate swaps	Other assets	3.8	—	3.8	—
		$ 11.0	$ 5.9	$ 5.7	$ 1.4
Liability Derivatives:					
Commodity contracts	Other current liabilities	$ 1.8	$ 1.9	$ —	$ —
Energy contracts	Other current liabilities	0.4	0.3	—	—
Foreign exchange contracts	Other current liabilities	2.1	1.5	2.1	1.5
Foreign exchange contracts	Other liabilities	34.5	23.6	34.5	23.6
Interest rate swaps	Other current liabilities	48.4	50.9	—	0.7
Interest rate swaps	Other liabilities	159.8	165.3	—	4.2
		$ 247.0	$ 243.5	$ 36.6	$ 30.0

The following tables present the effects of the Company's derivative instruments on the Company's Condensed Consolidated Statements of Operations and Condensed Consolidated Statements of Comprehensive Income for the three months ended December 31, 2017 and 2016.

		Loss (Gain) Recognized in Statement of Operations	
Derivatives Not Designated as Hedging Instruments	Statement of Operations Location	2017	2016
Commodity contracts	Cost of goods sold	$ 0.4	$ 4.5
Energy contracts	Cost of goods sold	(2.2)	(3.2)
Foreign exchange contracts	Selling, general and administrative expenses	0.2	—
Interest rate swaps	Other income, net	(2.7)	(144.5)

	(Gain) Loss Recognized in OCI		Loss Reclassified from Accumulated OCI into Earnings		
Derivatives Designated as Hedging Instruments	2017	2016	2017	2016	Statement of Operations Location
Foreign exchange contracts	$ (0.2)	$ —	$ —	$ —	Selling, general and administrative expenses
Interest rate swaps	(9.0)	—	0.3	—	Interest expense, net
Cross-currency swaps	10.7	—	—	—	Other income, net

Accumulated Other Comprehensive Income ("OCI") included a $19.3 net loss on hedging instruments before taxes ($12.1 after taxes) at December 31, 2017, compared to a $18.1 net loss before taxes ($11.2 after taxes) at September 30, 2017. Approximately

$0.6 of the net hedging gains reported in accumulated OCI at December 31, 2017, is expected to be reclassified into earnings within the next 12 months. For gains and losses associated with foreign exchange forward contracts, the reclassification will occur on a straight-line basis over the useful life of the related capital assets. For gains or losses associated with interest rate swaps, the reclassification will occur over the term of the related debt. Reclassification of gains and losses reported in accumulated OCI related to the cross-currency swaps will only occur in the event all United Kingdom-based operations are liquidated.

At December 31, 2017 and September 30, 2017, the Company had pledged collateral of $1.3 and $2.9, respectively, related to its commodity and energy contracts. These amounts are classified as “Restricted cash” on the Condensed Consolidated Balance Sheets.

NOTE 12 — FAIR VALUE MEASUREMENTS

The following table represents the Company’s assets and liabilities measured at fair value on a recurring basis and the basis for that measurement according to the levels in the fair value hierarchy in ASC Topic 820.

	December 31, 2017			September 30, 2017		
	Total	Level 1	Level 2	Total	Level 1	Level 2
Assets:						
Deferred compensation investment	$ 16.8	$ 16.8	$ —	$ 15.4	$ 15.4	$ —
Derivative assets	11.0	—	11.0	5.9	—	5.9
	$ 27.8	$ 16.8	$ 11.0	$ 21.3	$ 15.4	$ 5.9
Liabilities:						
Deferred compensation liabilities	$ 23.4	$ —	$ 23.4	$ 22.5	$ —	$ 22.5
Derivative liabilities	247.0	—	247.0	243.5	—	243.5
	$ 270.4	$ —	$ 270.4	$ 266.0	$ —	$ 266.0

The deferred compensation investment is primarily invested in mutual funds and its fair value is measured using the market approach. This investment is in the same funds and purchased in substantially the same amounts as the participants’ selected investment options (excluding Post common stock equivalents), which represent the underlying liabilities to participants in the Company’s deferred compensation plans. Deferred compensation liabilities are recorded at amounts due to participants in cash, based on the fair value of participants’ selected investment options (excluding certain Post common stock equivalents to be distributed in shares) using the market approach.

The Company utilizes the income approach to measure fair value for its commodity and energy derivatives. The income approach uses pricing models that rely on market observable inputs such as yield curves and forward prices. Foreign exchange contracts are valued using the spot rate less the forward rate multiplied by the notional amount. The Company’s calculation of the fair value of interest rate swaps is derived from a discounted cash flow analysis based on the terms of the contract and the interest rate curve. Refer to Note 11 for the classification of changes in fair value of derivative assets and liabilities measured at fair value on a recurring basis within the Condensed Consolidated Statements of Operations.

The Company’s financial assets and liabilities also include cash and cash equivalents, receivables and accounts payable for which the carrying value approximates fair value due to their short maturities (less than 12 months). The Company does not record its current portion of long-term debt and long-term debt at fair value on the Condensed Consolidated Balance Sheets. Based on current market rates, the fair value of the Company’s debt (Level 2) was $7,633.6 and $7,343.4 as of December 31, 2017 and September 30, 2017, respectively.

Certain assets and liabilities, including long-lived assets, goodwill and indefinite-lived intangibles, are measured at fair value on a non-recurring basis.

NOTE 13 — LEGAL PROCEEDINGS

Antitrust claims: In late 2008 and early 2009, some 22 class action lawsuits were filed in various federal courts against Michael Foods, Inc. (“Michael Foods”), a wholly owned subsidiary of the Company, and some 20 other defendants (producers of shell eggs and egg products, and egg industry organizations), alleging violations of federal and state antitrust laws in connection with the production and sale of shell eggs and egg products, and seeking unspecified damages. All cases were transferred to the Eastern District of Pennsylvania for coordinated and/or consolidated pretrial proceedings.

The case involved three plaintiff groups: (1) direct purchasers of eggs and egg products; (2) companies (primarily large grocery chains and food companies that purchase considerable quantities of eggs) that opted out of any eventual class and brought their own separate actions against the defendants (“opt-out plaintiffs”); and (3) indirect purchasers of shell eggs. In September 2016,

the district court granted the defendants' motion for summary judgment based on purchases of egg products, thereby limiting all claims to shell eggs.

Status of claims: (1) Michael Foods settled all class claims asserted against it by the direct purchaser plaintiffs for a payment of $75.0, which settlement became final on December 21, 2017; (2) Michael Foods entered into a settlement, the details of which are confidential, with the opt-out plaintiffs (excluding those opt-out plaintiffs whose claims relate primarily or exclusively to egg products) on January 19, 2017; and (3) the district court denied the motion of the indirect purchaser plaintiffs for class certification in September 2015 as well as an alternative motion for certification of an injunctive class in June 2017. Michael Foods has at all times denied liability in this matter, and neither settlement contains any admission of liability by Michael Foods.

Remaining portions of the case: The Third Circuit Court of Appeals denied the motions of the indirect purchaser plaintiffs to immediately appeal the district court's denial of their motions for class certification. In addition, the elimination of egg products from the case was appealed to the Third Circuit Court of Appeals by certain opt-out plaintiffs who purchased egg products. On January 22, 2018, the Third Circuit Court of Appeals ruled that the opt-out plaintiffs who purchased egg products have standing to seek damages and remanded this portion of the case to the district court for further proceedings.

Although the likelihood of a material adverse outcome in the egg antitrust litigation has been significantly reduced as a result of the Michael Foods settlements described above, the remaining portions of the case could still result in a material adverse outcome. At this time, however, the Company does not believe it is possible to estimate any loss in connection with these remaining portions of the egg antitrust litigation. Accordingly, the Company cannot predict what impact, if any, these remaining matters and any results from such matters could have on the Company's future results of operations.

During the three months ended December 31, 2016, the Company expensed $74.5, included in "Selling, general and administrative expenses" on the Condensed Consolidated Statements of Operations, related to these settlements. No expense was recorded related to these matters in the three months ended December 31, 2017 and no accruals were recorded for these matters at December 31, 2017 or September 30, 2017. Under current law, any settlement paid, including the settlement with the direct purchaser plaintiffs and the settlement with the opt-out plaintiffs, is deductible for federal income tax purposes.

Other: The Company is subject to various other legal proceedings and actions arising in the normal course of business. In the opinion of management, based upon the information presently known, the ultimate liability, if any, arising from such pending legal proceedings, as well as from asserted legal claims and known potential legal claims which are likely to be asserted, taking into account established accruals for estimated liabilities (if any), are not expected to be material individually or in the aggregate to the consolidated financial position, results of operations or cash flows of the Company. In addition, although it is difficult to estimate the potential financial impact of actions regarding expenditures for compliance with regulatory matters, in the opinion of management, based upon the information currently available, the ultimate liability arising from such compliance matters is not expected to be material to the consolidated financial position, results of operations or cash flows of the Company.

NOTE 14 — LONG-TERM DEBT

Long-term debt as of the dates indicated consists of the following:

	December 31, 2017	September 30, 2017
5.625% Senior Notes maturing January 2028	$ 1,000.0	$ —
5.50% Senior Notes maturing March 2025	1,000.0	1,000.0
5.75% Senior Notes maturing March 2027	1,500.0	1,500.0
5.00% Senior Notes maturing August 2026	1,750.0	1,750.0
8.00% Senior Notes maturing July 2025	137.5	137.5
6.00% Senior Notes maturing December 2022	—	630.0
Term Loan	2,189.0	2,194.5
Capital leases	0.2	0.2
	$ 7,576.7	$ 7,212.2
Less: Current portion of long-term debt	(22.1)	(22.1)
Debt issuance costs, net	(81.9)	(81.8)
Plus: Unamortized premium	39.9	40.8
Total long-term debt	$ 7,512.6	$ 7,149.1

Senior Notes

On December 1, 2017, the Company issued $1,000.0 principal value of 5.625% senior notes due in January 2028. The 5.625% senior notes were issued at par and the Company received $990.7 after paying investment banking and other fees of $9.3, which will be deferred and amortized to interest expense over the term of the notes. Interest payments on the 5.625% senior notes are due semi-annually each January 15 and July 15. With the net proceeds received from this issuance, the Company repaid the $630.0 principal value of the 6.00% senior notes due in December 2022. In connection with the early repayment of these notes, the Company recorded expense of $37.3 in the three months ended December 31, 2017, which is reported as “Loss on extinguishment of debt” in the Condensed Consolidated Statement of Operations. This loss included a premium of $30.8 and debt issuance costs write-offs of $6.5. The remaining proceeds were used to fund a portion of the consideration paid for the Bob Evans Farms, Inc. (“Bob Evans”) acquisition which was completed on January 12, 2018 (see Note 18).

Credit Agreement

On March 28, 2017, the Company entered into an amended and restated credit agreement (as further amended, the “Credit Agreement”). The Credit Agreement provides for a revolving credit facility in an aggregate principal amount of $800.0 (the “Revolving Credit Facility”), with the commitments thereunder to be made available to the Company in U.S. Dollars, Canadian Dollars, Euros and Pounds Sterling. The issuance of letters of credit is available under the Credit Agreement in an aggregate amount of up to $50.0. The Revolving Credit Facility has outstanding letters of credit of $14.9 which reduced the available borrowing capacity under the Credit Agreement to $785.1 at December 31, 2017.

The Credit Agreement also provides for potential incremental revolving and term facilities at the request of the Company and at the discretion of the lenders, in each case on terms to be determined, and also permits the Company, subject to certain conditions, to incur incremental equivalent debt, in an aggregate maximum amount (for incremental revolving and term facilities and incremental equivalent debt combined) not to exceed the greater of (1) $700.0 and (2) the maximum amount at which (A) the Company’s pro forma consolidated leverage ratio (as defined in the Credit Agreement) would not exceed 6.50 to 1.00 and (B) the Company’s pro forma senior secured leverage ratio (as defined in the Credit Agreement) would not exceed 3.00 to 1.00 as of the date such indebtedness is incurred. The outstanding amounts under the Revolving Credit Facility must be repaid on or before March 28, 2022.

Borrowings under the Revolving Credit Facility will bear interest, at the option of the Company, at an annual rate equal to either the Base Rate, Eurodollar Rate or CDOR Rate (as such terms are defined in the Credit Agreement) plus an applicable margin ranging from 1.75% to 2.25% for Eurodollar Rate-based loans and CDOR Rate-based loans and from 0.75% to 1.25% for Base Rate-based loans, depending in each case on the Company’s senior secured leverage ratio. Commitment fees on the daily unused amount of commitments under the Revolving Credit Facility will accrue at rates ranging from 0.250% to 0.375%, also depending on the Company’s senior secured leverage ratio.

The Credit Agreement contains a financial covenant requiring the Company to maintain a senior secured leverage ratio (as defined in the Credit Agreement) not to exceed 4.25 to 1.00, measured as of the last day of any fiscal quarter if, as of the last day of such fiscal quarter, the aggregate outstanding amount of all revolving credit loans, swing line loans and letter of credit obligations (subject to certain exceptions specified in the Credit Agreement) exceeds 30% of the Company’s revolving credit commitments. As of December 31, 2017, the Company was not required to comply with such financial covenant as the aggregate amount of the aforementioned obligations did not exceed 30%.

The Credit Agreement provides for customary events of default, including material breach of representations and warranties, failure to make required payments, failure to comply with certain agreements or covenants, failure to pay, or default under, indebtedness in excess of $75.0, certain events of bankruptcy and insolvency, inability to pay debts, the occurrence of one or more unstayed or undischarged judgments in excess of $75.0, attachments issued against a material part of the Company’s property, change in control, the invalidity of any loan document, the failure of the collateral documents to create a valid and perfected first priority lien and certain Employee Retirement Income Security Act of 1974 (“ERISA”) events. Upon the occurrence of an event of default, the maturity of the loans under the Credit Agreement may be accelerated and the agent and lenders under the Credit Agreement may exercise other rights and remedies available at law or under the loan documents, including with respect to the collateral and guarantees for the Company’s obligations under the Credit Agreement.

The Credit Agreement also permits the Company to incur additional unsecured debt if, among other conditions, the pro forma consolidated interest coverage ratio (as defined in the Credit Agreement) would be greater than or equal to 2.00 to 1.00 after giving effect to such new debt. As of December 31, 2017, the pro forma consolidated interest coverage ratio exceeded this threshold.

NOTE 15 — PENSION AND OTHER POSTRETIREMENT BENEFITS

The Company maintains qualified defined benefit plans in the United States, the United Kingdom and Canada for certain employees primarily within its Post Consumer Brands and Weetabix segments. Certain of the Company’s employees are eligible to participate in the Company’s postretirement benefit plans (partially subsidized retiree health and life insurance). Amounts for

the Canadian plans are included in the North America disclosures and are not disclosed separately because they do not constitute a significant portion of the combined amounts.

The following tables provide the components of net periodic benefit cost (gain) for the pension plans.

	North America	
	Three Months Ended December 31,	
	2017	2016
Components of net periodic benefit cost (gain)		
Service cost	$ 1.1	$ 1.0
Interest cost	0.9	0.6
Expected return on plan assets	(1.1)	(0.7)
Recognized net actuarial loss	0.3	0.4
Net periodic benefit cost	$ 1.2	$ 1.3

	Other International	
	Three Months Ended December 31,	
	2017	2016
Components of net periodic benefit cost (gain)		
Service cost	$ 1.7	$ —
Interest cost	4.8	—
Expected return on plan assets	(7.8)	—
Net periodic benefit gain	$ (1.3)	$ —

The following tables provide the components of net periodic benefit cost (gain) for the North American other postretirement benefit plans.

	Three Months Ended December 31,	
	2017	2016
Components of net periodic benefit cost (gain)		
Service cost	$ 0.2	$ 0.1
Interest cost	0.5	0.5
Recognized net actuarial loss	0.1	0.2
Recognized prior service credit	(1.2)	(1.2)
Net periodic benefit gain	$ (0.4)	$ (0.4)

NOTE 16 — SHAREHOLDERS’ EQUITY

During the three months ended December 31, 2017, the Company repurchased 0.7 shares of its common stock at an average share price of $78.03 for a total cost of $56.0, including broker’s commissions. During the three months ended December 31, 2016, the Company repurchased 1.7 shares of its common stock at an average share price of $76.32 for a total cost of $133.1, including brokers’ commissions. The repurchases were recorded as “Treasury stock, at cost” on the Condensed Consolidated Balance Sheets.

NOTE 17 — SEGMENTS

During the fourth quarter of fiscal 2017, the Company reorganized its reportable segments in accordance with ASC Topic 280, “Segment Reporting.” At December 31, 2017, the Company’s reportable segments were as follows:

- Post Consumer Brands: North American RTE cereal and granola businesses;
- Weetabix: RTE cereal and the branded muesli business sold and distributed primarily outside of North America;
- Michael Foods Group: eggs, potatoes, cheese and pasta;
- Active Nutrition: protein shakes, bars and powders and nutritional supplements; and
- Private Brands: peanut and other nut butters and dried fruit and nut products.

All fiscal 2017 segment results reported herein have been reclassified to conform with December 31, 2017 presentation.

Management evaluates each segment's performance based on its segment profit, which is its operating profit before impairment of property and intangible assets, facility closure related costs, restructuring expenses, (gains)/losses on assets held for sale, gain on sale of plant and other unallocated corporate income and expenses. The following tables present information about the Company's reportable segments, including corresponding amounts for the prior year.

	Three Months Ended December 31,	
	2017	**2016**
Net Sales		
Post Consumer Brands	$ 456.0	$ 447.4
Weetabix	99.7	—
Michael Foods Group	577.1	539.8
Active Nutrition	186.0	153.9
Private Brands	114.3	108.7
Total	$ 1,433.1	$ 1,249.8
Segment Profit (Loss)		
Post Consumer Brands	$ 72.9	$ 82.9
Weetabix	16.8	—
Michael Foods Group	74.9	(17.0)
Active Nutrition	19.8	24.9
Private Brands	8.4	5.7
Total segment profit	192.8	96.5
General corporate expenses and other	28.3	20.3
Interest expense, net	90.5	72.9
Loss on extinguishment of debt	37.3	—
Other income, net	(2.7)	(144.5)
Earnings before income taxes	$ 39.4	$ 147.8
Depreciation and amortization		
Post Consumer Brands	$ 32.6	$ 28.4
Weetabix	7.1	—
Michael Foods Group	38.0	36.7
Active Nutrition	6.5	6.2
Private Brands	5.1	4.9
Total segment depreciation and amortization	89.3	76.2
Corporate	1.2	0.9
Total	$ 90.5	$ 77.1

Assets	**December 31, 2017**	**September 30, 2017**
Post Consumer Brands	$ 3,608.2	$ 3,611.9
Weetabix	2,081.6	2,048.9
Michael Foods Group	3,544.2	3,572.2
Active Nutrition	599.1	581.3
Private Brands	491.8	487.3
Corporate	1,954.9	1,575.2
Total	$ 12,279.8	$ 11,876.8

NOTE 18 — SUBSEQUENT EVENTS

On January 12, 2018, the Company completed its acquisition of Bob Evans, a producer of retail refrigerated potato, pasta and vegetable-based side dishes, pork sausage and a variety of refrigerated and frozen convenience food items. The Company paid each holder of Bob Evans common stock $77.00 per share; however, the Company has not paid any amounts to holders of approximately 4.35 million shares of Bob Evans common stock who demanded appraisal under Delaware law and have not withdrawn their demands. The Company made a payment at closing of $1,381.1 (which, in addition to the amounts paid to Bob Evans stockholders, includes amounts paid to retire certain debt and other obligations of Bob Evans) and expects to make an additional payment of approximately $10.0, excluding any amounts that will be payable to holders of Bob Evans common stock who have exercised appraisal rights as described above.

This transaction will be accounted for as a business combination under the acquisition method of accounting. The Company will record the assets acquired and liabilities assumed at their fair values as of the acquisition date. Due to the limited time since the closing of the acquisition, the valuation efforts and related acquisition accounting are incomplete at the time of filing of the condensed consolidated financial statements. As a result, the Company is unable to provide amounts recognized as of the acquisition date for major classes of assets and liabilities acquired, including goodwill and other intangible assets. In addition, because the acquisition accounting is incomplete, the Company is unable to provide the supplemental pro forma revenue and earnings for the combined entity, as the pro forma adjustments are expected to primarily consist of estimates for the amortization of identifiable intangible assets acquired and related income tax effects which will result from the purchase price allocation and determination of the fair values for the assets acquired and liabilities assumed.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion summarizes the significant factors affecting the consolidated operating results, financial condition, liquidity and capital resources of Post Holdings, Inc. This discussion should be read in conjunction with our unaudited condensed consolidated financial statements and notes thereto included herein, our audited Annual Report on Form 10-K for the fiscal year ended September 30, 2017 and the "Cautionary Statements Regarding Forward-Looking Statements" included below. The terms "our," "we," "us," "Company" and "Post" as used herein refer to Post Holdings, Inc. and its consolidated subsidiaries.

OVERVIEW

We are a consumer packaged goods holding company operating in five reportable segments: Post Consumer Brands, Weetabix, Michael Foods Group, Active Nutrition and Private Brands. Our products are sold through a variety of channels such as grocery, club and drug stores, mass merchandisers, foodservice, ingredient and e-commerce.

Acquisitions

We completed the following acquisitions during fiscal 2017:

- National Pasteurized Eggs, Inc. ("NPE"), acquired October 3, 2016, and
- Latimer Newco 2 Limited, a company registered in England and Wales ("Latimer"), and all of Latimer's direct and indirect subsidiaries at the time of acquisition, including Weetabix Limited (collectively the "Weetabix Group"), acquired July 3, 2017.

On January 12, 2018, subsequent to the end of the period covered by this report, we acquired Bob Evans Farms, Inc. ("Bob Evans").

Segment Reorganization

During the fourth quarter of fiscal 2017, we reorganized our reportable segments in accordance with ASC Topic 280, "Segment Reporting." At December 31, 2017, our reportable segments were as follows:

- Post Consumer Brands: North American ready-to-eat ("RTE") cereal and granola businesses, inclusive of Weetabix North America ("Weetabix NA");
- Weetabix: RTE cereal and the branded muesli business sold and distributed primarily outside of North America;
- Michael Foods Group: eggs, potatoes, cheese and pasta;
- Active Nutrition: protein shakes, bars and powders and nutritional supplements; and
- Private Brands: peanut and other nut butters and dried fruit and nut products.

All prior year segment results reported herein have been reclassified to conform with the December 31, 2017 presentation.

RESULTS OF OPERATIONS

	Three Months Ended December 31,			
			favorable/(unfavorable)	
dollars in millions	**2017**	**2016**	**$ Change**	**% Change**
Net Sales	$ 1,433.1	$ 1,249.8	$ 183.3	15 %
Operating Profit	$ 164.5	$ 76.2	$ 88.3	116 %
Interest expense, net	90.5	72.9	(17.6)	(24)%
Loss on extinguishment of debt	37.3	—	(37.3)	n/a
Other income, net	(2.7)	(144.5)	(141.8)	(98)%
Income tax (benefit) expense	(255.8)	46.0	301.8	656 %
Less: Net earnings attributable to noncontrolling interest	0.3	—	(0.3)	n/a
Net Earnings	$ 294.9	$ 101.8	$ 193.1	190 %

Net Sales

Net sales increased $183.3 million, or 15%, during the three months ended December 31, 2017, compared to the corresponding period in the prior year. The increase was primarily due to the inclusion of incremental contribution from our prior year acquisition of the Weetabix Group combined with net sales growth in our Michael Foods Group, Active Nutrition and Private Brands segments,

partially offset by lower net sales in our Post Consumer Brands segment (excluding the impact of the Weetabix NA business). For further discussion, refer to "Segment Results" within this section.

Operating Profit

Operating profit increased $88.3 million, or 116%, during the three months ended December 31, 2017, compared to the corresponding period in the prior year. Operating profit was negatively impacted by provisions for legal settlements of $9.0 million and $74.5 million in the three months ended December 31, 2017 and 2016, respectively; excluding these impacts, operating profit increased $22.8 million, or 15%. The increase was primarily due to the inclusion of incremental segment profit contribution from our prior year acquisition of the Weetabix Group, which contributed profit of $16.8 million to the Weetabix segment and a loss of $2.9 million to the Post Consumer Brands segment. Additionally, segment profit increased within our Michael Foods Group, Active Nutrition and Private Brands segments, partially offset by a decrease in segment profit within our Post Consumer Brands segment and higher general corporate expenses and other in the three months ended December 31, 2017. For further discussion, refer to "Segment Results" within this section.

Interest Expense, Net

Interest expense increased $17.6 million, or 24%, during the three months ended December 31, 2017, compared to the corresponding period in the prior year. The increase was primarily due to an increase in the principal amount of our outstanding debt, partially offset by a decrease in our weighted-average interest rate resulting from refinancing higher interest rate debt obligations with lower interest rate debt. Our weighted-average interest rate on our total outstanding debt was 5.0% and 6.3% at December 31, 2017 and 2016, respectively. For additional information on our debt, refer to Note 14 within the "Notes to Condensed Consolidated Financial Statements" and "Quantitative and Qualitative Disclosures About Market Risk" within Item 3.

Loss on Extinguishment of Debt

During the three months ended December 31, 2017, we recognized losses of $37.3 million related to the extinguishment of the principal balance of our 6.00% senior notes due in December 2022. The expense included a premium of $30.8 million and debt issuance costs write-offs of $6.5 million. No loss on extinguishment of debt was recognized in the three months ended December 31, 2016. For additional information on our debt, refer to Note 14 within the "Notes to Condensed Consolidated Financial Statements."

Other Income, net

During the three months ended December 31, 2017 and 2016, we recognized net gains of $2.7 million and $144.5 million, respectively, on our interest rate swaps. The net gains were comprised of non-cash mark-to-market adjustments of $3.1 million and $145.0 million recognized in the three months ended December 31, 2017 and 2016, respectively, along with $0.4 million and $0.5 million paid for cash settlements of our interest rate swaps in the three months ended December 31, 2017 and 2016, respectively. For additional information on our interest rate swaps, refer to Note 11 within the "Notes to Condensed Consolidated Financial Statements" and "Quantitative and Qualitative Disclosures About Market Risk" within Item 3.

Income Taxes

The Tax Cuts and Jobs Act (the "Tax Act") was enacted on December 22, 2017, resulting in significant impacts to our accounting for income taxes in the current year. The most significant of these impacts relate to the reduction of the U.S. federal corporate income tax rate, a one-time transition tax on unrepatriated foreign earnings and full expensing of certain qualified depreciable assets placed in service after September 27, 2017, and before January 1, 2023. The Tax Act enacts a new U.S. federal corporate tax rate of 21% that will fully go into effect for our fiscal 2019 tax year and is prorated with the pre-December 22, 2017 U.S. federal corporate income tax rate of 35% for our current tax year. This proration results in a blended rate of 24.5% for fiscal 2018. At the time these financial statements were issued, we had not completed the accounting for the tax effects related to the enactment of the Tax Act. However, provisional estimates were made in the following instances: (i) we remeasured our existing deferred tax assets and liabilities considering both the current fiscal year blended rate and the 21% rate for future periods and recorded a provisional tax benefit of $270.7 and (ii) we calculated the one-time transition tax and recorded provisional tax expense of $7.1. Full expensing of certain depreciable assets will result in a temporary difference and will be analyzed throughout the year as assets are placed in service.

The changes included in the Tax Act are broad and complex. The final transition impacts of the Tax Act may differ from the above estimates, possibly materially, due to, among other things, changes in interpretations of the Tax Act, any legislative action to address questions that arise because of the Tax Act, any changes in current accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates we have utilized to calculate the transition impacts, including impacts resulting from changes to current year earnings estimates and foreign exchange rates. The United States Securities and Exchange Commission ("SEC") has issued rules that would allow for a measurement period of up to one year after the enactment date of the Tax Act to finalize the recording of the related tax impacts. We currently anticipate finalizing and recording any resulting adjustments by September 30, 2018.

SEGMENT RESULTS

We evaluate each segment's performance based on its segment profit, which is its operating profit before impairment of property and intangible assets, facility closure related costs, restructuring expenses, (gains)/losses on assets held for sale, gain on sale of plant and other unallocated corporate income and expenses.

Post Consumer Brands

	Three Months Ended December 31,			
			favorable/(unfavorable)	
dollars in millions	2017	2016	$ Change	% Change
Net Sales	$ 456.0	$ 447.4	$ 8.6	2 %
Segment Profit	$ 72.9	$ 82.9	$ (10.0)	(12)%
Segment Profit Margin	16%	19%		

Net sales for the Post Consumer Brands segment increased $8.6 million, or 2%, for the three months ended December 31, 2017, as compared to the prior year period primarily due to the inclusion of Weetabix NA in the Post Consumer Brands segment. Excluding this impact, net sales decreased $16.9 million, or 4%. This decrease was driven by 2% lower volumes and lower average net selling prices. Volume declines were primarily due to reductions in *Honey Bunches of Oats* and kid and adult classic brands. These decreases were partially offset by increases in *Oreo O's*, *Malt-O-Meal*, *Honey Maid* and *Nutter Butter* branded products, private label RTE cereal and governmental bid business. The decrease in average net selling prices was driven by an unfavorable sales mix as branded volumes decreased and private label and governmental bid business volumes increased, partially offset by reduced trade spending.

Segment profit for the three months ended December 31, 2017, decreased $10.0 million, or 12%, when compared to the prior year. The three months ended December 31, 2017, included an operating loss of $2.9 million attributable to Weetabix NA. Excluding this impact, segment profit decreased $7.1 million, or 9%. The decrease in segment profit was primarily due to lower net sales, as previously discussed, and a 90 basis point reduction in segment profit margin, excluding Weetabix NA. This reduction was driven by an unfavorable sales mix as previously discussed, increased integration costs of $2.0 million, increased freight of $2.5 million and higher advertising and consumer spending of $1.0 million. These negative impacts were partially offset by lower manufacturing and material costs of $10.1 million during the three months ended December 31, 2017, as compared to the prior year.

Weetabix

dollars in millions	Three Months Ended December 31, 2017
Net Sales	$ 99.7
Segment Profit	$ 16.8
Segment Profit Margin	17%

For the three months ended December 31, 2017, the Weetabix segment contributed $99.7 million of net sales and $16.8 million of segment profit. Weetabix experienced volume declines as compared to the same period (pre-acquisition) in the prior year, primarily within its branded business, offset by increased volumes in private label and on-the-go drink products. Segment profit was negatively impacted in the current year by decreased volumes, as previously discussed, an unfavorable sales mix and higher trade spending, as well as inventory write-offs and integration costs.

Michael Foods Group

	Three Months Ended December 31,			
			favorable/(unfavorable)	
dollars in millions	2017	2016	$ Change	% Change
Net Sales	$ 577.1	$ 539.8	$ 37.3	7%
Segment Profit (Loss)	$ 74.9	$ (17.0)	$ 91.9	541%
Segment Profit Margin	13%	(3)%		

Net sales for the Michael Foods Group segment increased $37.3 million, or 7%, for the three months ended December 31, 2017. Egg product sales were up 9%, with volume up 4%, resulting from increased volumes in the foodservice and food ingredient

channels combined with higher average net selling prices. Refrigerated potato product sales and volumes were both up 12%, primarily due to volume gains in the foodservice channel. Pasta sales were up 5%, with volume up 6%, primarily due to volume gains related to our lower margin co-manufacturing agreements and governmental bid business. Cheese and other dairy case products sales and volumes were both down 6%, primarily due to branded cheese distribution losses in the second quarter of the prior year.

Segment profit increased $91.9 million, or 541%, for the three months ended December 31, 2017. Segment loss in the three months ended December 31, 2016, was impacted by a provision for legal settlement of $74.5 million. Excluding this impact, segment profit increased $17.4 million, or 30%, primarily due to increased volumes and higher average net selling prices, as previously discussed. Segment profit was negatively impacted by higher wheat costs and $4.6 million higher freight costs.

Active Nutrition

	Three Months Ended December 31,			
			favorable/(unfavorable)	
dollars in millions	**2017**	**2016**	**$ Change**	**% Change**
Net Sales	$ 186.0	$ 153.9	$ 32.1	21 %
Segment Profit	$ 19.8	$ 24.9	$ (5.1)	(20)%
Segment Profit Margin	11%	16%		

Net sales for the Active Nutrition segment increased $32.1 million, or 21%, for the three months ended December 31, 2017, primarily attributable to protein shake and other ready-to-drink product volumes, which were up 33%, driven by increased consumption and distribution of shakes, as well as new product introductions. Volumes were up 6% for powders and down 13% for bars. Average net selling prices for the Active Nutrition segment were down primarily due to targeted price reductions and higher trade spending in the three months ended December 31, 2017.

Segment profit decreased $5.1 million, or 20%, for the three months ended December 31, 2017. Segment profit in the three months ended December 31, 2017, was impacted by a litigation settlement accrual of $9.0 million. Excluding this impact, segment profit increased $3.9 million, or 16%. This increase was driven by higher volumes, as previously described, lower manufacturing costs of $1.3 million and lower advertising and consumer spending of $0.7 million, partially offset by unfavorable input costs of $2.6 million, increased freight costs of $1.1 million, higher warehousing costs and increased employee-related expenses to support growth.

Private Brands

	Three Months Ended December 31,			
			favorable/(unfavorable)	
dollars in millions	**2017**	**2016**	**$ Change**	**% Change**
Net Sales	$ 114.3	$ 108.7	$ 5.6	5%
Segment Profit	$ 8.4	$ 5.7	$ 2.7	47%
Segment Profit Margin	7%	5%		

Net sales for the Private Brands segment increased $5.6 million, or 5%, for the three months ended December 31, 2017. Net sales were positively impacted by a favorable sales mix with increases in higher-margin organic peanut butter and tree-nut butter volumes and decreases in roasting and granulation volumes. Average net selling prices increased in the three months ended December 31, 2017, as higher raw material costs were passed through to customers, combined with lower sales deductions. These positive impacts were partially offset by 2% lower overall volumes. This decrease is primarily attributable to lower dried fruit and nut, roasting and granulation and traditional peanut butter volumes, partially offset by higher organic peanut butter and tree-nut butter volumes, as previously discussed.

Segment profit increased $2.7 million, or 47%, for the three months ended December 31, 2017, primarily due to a favorable sales mix and improved net selling prices, as previously discussed. These positive impacts were partially offset by lower volumes, as previously discussed, higher manufacturing and distribution costs and higher raw material input costs.

General Corporate Expenses and Other

dollars in millions	Three Months Ended December 31,			
			favorable/(unfavorable)	
	2017	2016	$ Change	% Change
General corporate expenses and other	$ 28.3	$ 20.3	$ (8.0)	(39)%

General corporate expenses and other increased $8.0 million, or 39%, during the three months ended December 31, 2017. The increase was primarily for costs related to the integration planning for the acquisition of Bob Evans of $4.4 million, increased third party transaction-related costs of $2.4 million and higher employee-related expenses to support growth. These increases were partially offset by higher gains related to mark-to-market adjustments on commodity hedges of $0.9 million.

LIQUIDITY AND CAPITAL RESOURCES

In December 2017, we issued $1,000.0 million principal value of 5.625% senior notes due in January 2028. The net proceeds were used to repay the $630.0 million principal value of our 6.00% senior notes due in December 2022 and to fund a portion of the consideration paid for the Bob Evans acquisition, which was completed on January 12, 2018.

During the first quarter of fiscal 2018, we repurchased 0.7 million shares of our common stock at an average share price of$78.03 per share for a total cost of $56.0 million, including brokers' commissions.

The following table shows select cash flow data, which is discussed below.

dollars in millions	Three Months Ended December 31,	
	2017	2016
Cash provided by (used in) operating activities	$ 204.5	$ (19.4)
Cash used in investing activities	(46.2)	(121.8)
Cash provided by (used in) financing activities	259.6	(132.6)
Effect of exchange rate changes on cash	0.7	(0.7)
Net increase (decrease) in cash and cash equivalents	$ 418.6	$ (274.5)

Historically, we have generated and expect to continue to generate positive cash flows from operations. We believe our cash on hand, cash flows from operations and current and possible future credit facilities will be sufficient to satisfy our future working capital requirements, interest payments, research and development activities, capital expenditures, pension contributions and other financing requirements for the foreseeable future. Our ability to generate positive cash flows from operations is dependent on general economic conditions, competitive pressures and other business risk factors. If we are unable to generate sufficient cash flows from operations, or otherwise to comply with the terms of our credit facilities, we may be required to seek additional financing alternatives, which may require waivers under our amended and restated credit agreement (as further amended, the "Credit Agreement") and indentures governing our senior notes, in order to generate additional cash. There can be no assurance that we would be able to obtain additional financing or any such waivers on terms acceptable to us or at all. For additional information on our debt, refer to Note 14 within the "Notes to Condensed Consolidated Financial Statements."

Short-term financing needs primarily consist of working capital requirements, principal and interest payments on our long-term debt and dividend payments on our cumulative preferred stock. Long-term financing needs will depend largely on potential growth opportunities, including acquisition activity and repayment or refinancing of our long-term debt obligations. We may from time to time seek to retire or purchase our outstanding debt through cash purchases in open market transactions, privately negotiated transactions or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Cash provided by operating activities was $204.5 million for the three months ended December 31, 2017, compared to cash used in operating activities of $19.4 million in the prior year period. Cash flows in the current year were positively impacted by incremental cash flows from our prior year acquisition of the Weetabix Group. Cash flows in the prior year were negatively impacted by a $75.0 million legal settlement paid in the three months ended December 31, 2016. Additionally, in the three months ended December 31, 2017, we made lower payments related to interest of $10.5 million (due to the timing of payments), as well as lower payments of advertising and consumer expenses and employee incentives.

Cash used in investing activities for the three months ended December 31, 2017, decreased $75.6 million compared to the prior year period driven by a reduction in cash paid for acquisitions of $91.4 million, partially offset by an increase in capital expenditures of $14.9 million primarily related to the cage-free housing conversion at the Michael Foods Bloomfield, Nebraska facility. The prior year cash flow was also impacted by net proceeds of $6.0 million received from the sale of our Dymatize manufacturing facility located in Farmers Branch, Texas, of which $5.3 million was classified as restricted cash at December 31, 2016.

Cash provided by financing activities for the three months ended December 31, 2017, was $259.6 million compared to cash used in financing activities of $132.6 million in the prior year period. As previously discussed, in fiscal 2018, we received proceeds from the issuance of long-term debt of $1,000.0 million related to the issuance of our 5.625% senior notes due in January 2028. A portion of the net proceeds from the issuances were used to repay the $630.0 million principal balance of our 6.00% senior notes due in December 2022. Related to the repayment of long-term debt, we paid a premium of $30.8 million for the early extinguishment of the senior notes. For the issuance of the new senior notes, we paid $10.2 million in debt issuance costs. We also repurchased 0.7 million shares of our common stock for $56.0 million, including brokers' commissions, during the three months ended December 31, 2017. The prior year outflow was driven by the purchase of 1.7 million shares of our common stock for $133.1 million, including brokers' commissions, partially offset by proceeds received from the exercise of stock option awards of $9.4 million.

Debt Covenants

Under the terms of our Credit Agreement, we are required to comply with a financial covenant consisting of a ratio for quarterly maximum senior secured leverage (as defined in the Credit Agreement) not to exceed 4.25 to 1.00, measured as of the last day of any fiscal quarter if, as of the last day of such fiscal quarter, the aggregate outstanding amount of all revolving credit loans, swing line loans and letter of credit obligations (subject to certain exceptions specified in the Credit Agreement) exceeds 30% of our revolving credit commitments. As of December 31, 2017, we were not required to comply with such financial covenant as the aggregate amount of the aforementioned obligations did not exceed 30%. We do not believe non-compliance is reasonably likely in the foreseeable future.

Our Credit Agreement also permits us to incur additional unsecured debt if, among other conditions, our pro forma consolidated interest coverage ratio (as defined in the Credit Agreement) would be greater than or equal to 2.00 to 1.00 after giving effect to such new debt. As of December 31, 2017, our pro forma consolidated interest coverage ratio exceeded this threshold.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our critical accounting policies and estimates are more fully described in our Annual Report on Form 10-K for the year ended September 30, 2017 as filed with the SEC on November 17, 2017. There have been no significant changes to our critical accounting policies and estimates since September 30, 2017.

RECENTLY ISSUED ACCOUNTING STANDARDS

See Note 2 within the "Notes to Condensed Consolidated Financial Statements" for a discussion regarding recently issued accounting standards.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

Forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended , and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are made throughout this report. These forward-looking statements are sometimes identified from the use of forward-looking words such as "believe," "should," "could," "potential," "continue," "expect," "project," "estimate," "predict," "anticipate," "aim," "intend," "plan," "forecast," "target," "is likely," "will," "can," "may," "would" or the negative of these terms or similar expressions elsewhere in this report. Our results of operations and financial condition may differ materially from those in the forward-looking statements. Such statements are based on management's current views and assumptions, and involve risks and uncertainties that could affect expected results. Those risks and uncertainties include but are not limited to the following:

- our high leverage, our ability to obtain additional financing (including both secured and unsecured debt) and our ability to service our outstanding debt (including covenants that restrict the operation of our business);
- our ability to continue to compete in our product markets and our ability to retain our market position;
- our ability to anticipate and respond to changes in consumer preferences and trends and introduce new products;
- our ability to identify, complete and integrate acquisitions and manage our growth;
- significant volatility in the costs of certain raw materials, commodities, packaging or energy used to manufacture our products;
- our ability to successfully implement business strategies to reduce costs;

- allegations that our products cause injury or illness, product recalls and product liability claims and other litigation;
- legal and regulatory factors, including advertising and labeling laws, changes in food safety and laws and regulations governing animal feeding and housing operations;
- the loss or bankruptcy of a significant customer;
- consolidations in the retail grocery and foodservice industries;
- our ability to promptly and effectively integrate the Bob Evans business, including the risk of our or Bob Evans's respective businesses experiencing disruptions from ongoing business operations which may make it more difficult than expected to maintain relationships with employees, business partners or governmental entities, and our ability to obtain expected cost savings and synergies of the acquisition within the expected timeframe;
- losses incurred in any appraisal proceedings brought in connection with our acquisition of Bob Evans by Bob Evans stockholders who demanded appraisal of their shares;
- costs associated with Bob Evans's sale and separation of its restaurant business on April 28, 2017 (the "Bob Evans Restaurants Transaction"), which occurred prior to our acquisition of Bob Evans, including costs that may arise under Bob Evans's capacity as guarantor of payment and performance conditions for certain leases, as well as costs associated with a transition services agreement established as part of the Bob Evans Restaurants Transaction;
- our ability to promptly and effectively integrate the Weetabix business and obtain expected cost savings and synergies of the acquisition within the expected timeframe;
- the possibility that we may not be able to create value in our private brands businesses through strategic alternatives;
- the potential for disruption to us or the private brands businesses resulting from the exploration of strategic alternatives for the private brands businesses;
- the possibility that we may not be able to consummate any proposals for strategic alternatives for our private brands businesses that may result from our exploration due to, among other things, market, regulatory or other factors;
- the ability of our private label products to compete with nationally branded products;
- disruptions or inefficiencies in supply chain, which may result from our reliance on third party manufacturers for certain of our products;
- the ultimate impact litigation may have on us;
- our ability to successfully operate our international operations in compliance with applicable laws and regulations;
- changes in economic conditions, disruptions in the U.S. and global capital and credit markets and fluctuations in foreign currency exchange rates;
- the impact of the United Kingdom's exit from the European Union (commonly known as "Brexit") on us and our operations;
- impairment in the carrying value of goodwill or other intangibles;
- changes in estimates in critical accounting judgments and changes to or new laws and regulations affecting our business, including U.S. tax reform;
- changes in weather conditions, natural disasters, disease outbreaks and other events beyond our control;
- loss of key employees, labor strikes, work stoppages or unionization efforts;
- losses or increased funding and expenses related to our qualified pension and other postretirement plans;
- costs, business disruptions and reputational damage associated with information technology failures and/or information security breaches;
- our ability to protect our intellectual property and other assets;
- significant differences in our actual operating results from our guidance regarding our future performance;
- our ability to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, including with respect to acquired businesses; and
- other risks and uncertainties included under "Risk Factors" in this document and in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017, filed with the SEC on November 17, 2017.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, we undertake no obligation to update publicly any forward-looking statements for any reason after the date of this document to conform these statements to actual results or to changes in our expectations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Commodity Price Risk

In the ordinary course of business, we are exposed to commodity price risks relating to the acquisition of raw materials and fuels. We use futures contracts, options and swaps to manage certain of these exposures when it is practical to do so. At December 31, 2017, we had a total notional amount of $61.9 million of such instruments outstanding. The fair values of the commodity and energy contracts consist of assets of $5.3 million and liabilities of $2.2 million. For more information, refer to Note 11 within the “Notes to Condensed Consolidated Financial Statements.”

Foreign Currency Risk

Related to our foreign subsidiaries, we are exposed to risks of fluctuations in future cash flows and earnings due to changes in exchange rates. To mitigate these risks, we use a combination of foreign exchange contracts, which may consist of options, forward contracts and currency swaps. At December 31, 2017, we had a total notional amount of $465.3 million of such instruments outstanding, which are designated as cash flow and net investment hedges. The fair value of foreign exchange contracts consists of assets of $1.3 million and liabilities of $36.6 million. For additional information, refer to Note 11 within the “Notes to Condensed Consolidated Financial Statements.”

Interest Rate Risk

As of December 31, 2017, we had outstanding principal value of indebtedness of $7,576.7 million related to our senior notes, term loan, capital lease and an undrawn $800.0 million revolving credit facility. The revolving credit facility has outstanding letters of credit of $14.9 million which reduced the available borrowing capacity to $785.1 million at December 31, 2017. Of the total $7,576.7 million outstanding indebtedness, $5,387.7 million bears interest at fixed rates with a weighted-average interest rate of 5.5%.

As of December 31, 2017, we had interest rate swaps with a notional value of $2,725.0 million consisting of:

- $75.7 million resulting in cash payments which began in July 2016 and will continue through May 2021;
- $750.0 million which will result in three net settlements with the first occurring in July 2018 and the last in July 2020;
- $899.3 million which will result in a net settlement in December 2019; and
- $1,000.0 million that obligates us to pay a fixed rate and receive one-month LIBOR, and requires monthly cash settlements that began in June 2017 and end in May 2024.

For additional information regarding our interest rate swaps and debt, refer to Notes 11 and 14 within the “Notes to Condensed Consolidated Financial Statements.”

Borrowings under the revolving credit facility will bear interest, at our option, at an annual rate equal to either the Base Rate, Eurodollar Rate or Canadian Dollar Offered Rate (“CDOR Rate”) plus an applicable margin ranging from 1.75% to 2.25% for Eurodollar Rate-based loans and CDOR Rate-based loans and from 0.75% to 1.25% for Base Rate-based loans, depending in each case on our senior secured leverage ratio (as defined in the Credit Agreement).

There have been no material changes in our assessment of market risk sensitivity since our presentation of “Quantitative and Qualitative Disclosures About Market Risk” in our Annual Report on Form 10-K, as filed with the SEC on November 17, 2017.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, our CEO and CFO concluded that, as of the end of the period covered by this report, the Company’s disclosure controls and procedures were effective to provide reasonable assurance of achieving the desired control objectives.

Changes in Internal Control Over Financial Reporting

During the quarter ended December 31, 2017, our internal control over financial reporting was materially affected by the transition of our financial reporting to a new consolidation system. Internal controls over the new consolidation system were in place at December 31, 2017 and the Company believes they were operating effectively. There were no other changes in the Company's internal control over financial reporting during the quarter ended December 31, 2017, that may have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

Antitrust claims: In late 2008 and early 2009, some 22 class action lawsuits were filed in various federal courts against Michael Foods, Inc. ("Michael Foods"), a wholly owned subsidiary of the Company, and some 20 other defendants (producers of shell eggs and egg products, and egg industry organizations), alleging violations of federal and state antitrust laws in connection with the production and sale of shell eggs and egg products, and seeking unspecified damages. All cases were transferred to the Eastern District of Pennsylvania for coordinated and/or consolidated pretrial proceedings.

The case involved three plaintiff groups: (1) direct purchasers of eggs and egg products; (2) companies (primarily large grocery chains and food companies that purchase considerable quantities of eggs) that opted out of any eventual class and brought their own separate actions against the defendants ("opt-out plaintiffs"); and (3) indirect purchasers of shell eggs. In September 2016, the district court granted the defendants' motion for summary judgment based on purchases of egg products, thereby limiting all claims to shell eggs.

Status of claims: (1) Michael Foods settled all class claims asserted against it by the direct purchaser plaintiffs for a payment of $75.0 million, which settlement became final on December 21, 2017; (2) Michael Foods entered into a settlement, the details of which are confidential, with the opt-out plaintiffs (excluding those opt-out plaintiffs whose claims relate primarily or exclusively to egg products) on January 19, 2017; and (3) the district court denied the motion of the indirect purchaser plaintiffs for class certification in September 2015 as well as an alternative motion for certification of an injunctive class in June 2017. Michael Foods has at all times denied liability in this matter, and neither settlement contains any admission of liability by Michael Foods.

Remaining portions of the case: The Third Circuit Court of Appeals denied the motions of the indirect purchaser plaintiffs to immediately appeal the district court's denial of their motions for class certification. In addition, the elimination of egg products from the case was appealed to the Third Circuit Court of Appeals by certain opt-out plaintiffs who purchased egg products. On January 22, 2018, the Third Circuit Court of Appeals ruled that the opt-out plaintiffs who purchased egg products have standing to seek damages and remanded this portion of the case to the district court for further proceedings.

Although the likelihood of a material adverse outcome in the egg antitrust litigation has been significantly reduced as a result of the Michael Foods settlements described above, the remaining portions of the case could still result in a material adverse outcome. At this time, however, the Company does not believe it is possible to estimate any loss in connection with these remaining portions of the egg antitrust litigation. Accordingly, the Company cannot predict what impact, if any, these remaining matters and any results from such matters could have on the Company's future results of operations.

Other: The Company is subject to various other legal proceedings and actions arising in the normal course of business. In the opinion of management, based upon the information presently known, the ultimate liability, if any, arising from such pending legal proceedings, as well as from asserted legal claims and known potential legal claims which are likely to be asserted, taking into account established accruals for estimated liabilities (if any), are not expected to be material individually or in the aggregate to the consolidated financial position, results of operations or cash flows of the Company. In addition, although it is difficult to estimate the potential financial impact of actions regarding expenditures for compliance with regulatory matters, in the opinion of management, based upon the information currently available, the ultimate liability arising from such compliance matters is not expected to be material to the consolidated financial position, results of operations or cash flows of the Company.

ITEM 1A. RISK FACTORS.

In addition to the information set forth elsewhere in this Form 10-Q, you should carefully consider the risk factors we previously disclosed in our Annual Report on Form 10-K, filed with the United States Securities and Exchange Commission ("SEC") on November 17, 2017, as of and for the year ended September 30, 2017, in addition to the risk factors set forth below. These risks could materially and adversely affect our business, financial condition and results of operations. These enumerated risks are not the only risks we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations, financial condition or results.

We will be required to make a cash payment to Bob Evans stockholders who demanded appraisal of their shares and have not withdrawn their demands, and such payment could exceed the merger consideration that we would have paid to such stockholders.

In connection with our acquisition of Bob Evans, the Company has not paid any merger consideration to holders of Bob Evans common stock who demanded appraisal of their shares of Bob Evans common stock under Delaware law and have not withdrawn their demands. At this time, we have not determined whether any of such demands satisfy the requirements of Delaware law for perfecting appraisal rights. To the extent the demands for appraisal have or will become appraisal proceedings and if such appraisal

proceedings reach a verdict, stockholders that are determined to have validly perfected their appraisal rights will be entitled to a cash payment equal to the fair value of their shares, plus interest, as determined by the court. The amounts that we may be required to pay to stockholders in connection with the demands for appraisal and appraisal proceedings is uncertain at this time, but could be greater than the merger consideration to which such stockholders would have been entitled had they not demanded appraisal.

Guarantor provisions associated with lease obligations related to the Bob Evans restaurants transaction could adversely affect our results of operations or financial condition.

Following the completion of Bob Evans's sale and separation of its restaurant business on April 28, 2017 (the "Bob Evans Restaurants Transaction"), which occurred prior to our acquisition of Bob Evans, the buyer of Bob Evans's restaurants business, Bob Evans Restaurants, LLC, a Delaware limited liability company formed by affiliates of Golden Gate Capital Opportunity Fund, L.P. (the "Bob Evans Restaurants Buyer"), assumed the lease obligations of the restaurants business. However, as part of a sale leaseback transaction of 143 of Bob Evans's restaurant properties that Bob Evans completed in 2016, Bob Evans and its wholly-owned subsidiary BEF Foods, Inc. entered into payment and performance guaranties relating to the leases on such restaurant properties, which remained in place after the completion of the Bob Evans Restaurants Transaction. Although the Bob Evans Restaurants Buyer assumed responsibility for the payment and performance obligations under the leases on the sale leaseback properties, under the terms of the guaranties, Bob Evans and BEF Foods, Inc. remain liable for payments due under these leases if the Bob Evans Restaurants Buyer fails to satisfy its lease obligations. Any such unexpected expenses related to the obligations of Bob Evans or BEF Foods, Inc. under the payment and performance guaranties could adversely affect our results of operations or financial condition.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

The following table sets forth information with respect to shares of our common stock that we purchased during the quarter ended December 31, 2017:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share (b)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c)	Approximate Dollar Value of Shares that may yet be Purchased Under the Plans or Programs (b) (c)
October 1, 2017-October 31, 2017	—	—	—	—
November 1, 2017-November 30, 2017	—	—	—	—
December 1, 2017-December 31, 2017	717,700	$78.01	717,700	$176,298,479
Total	717,700	$78.01	717,700	$176,298,479

(a) The total number of shares purchased includes: (i) shares purchased on the open market and (ii) shares purchased pursuant to a Rule 10b5-1 plan.
(b) Does not include broker's commissions.
(c) On June 6, 2017, our Board of Directors authorized the Company to repurchase up to $250,000,000 of shares of our common stock. The authorization expires on June 6, 2019.

ITEM 6. EXHIBITS.

The following exhibits are either provided with this Form 10-Q or are incorporated herein by reference.

Exhibit No.	Description
**3.1	Amended and Restated Articles of Incorporation of Post Holdings, Inc.
**3.2	Amendment of Amended and Restated Articles of Incorporation of Post Holdings, Inc.
*3.3	Amended and Restated Bylaws of Post Holdings, Inc. (Incorporated by reference to Exhibit 3.2 to the Company’s Form 8-K filed on January 31, 2018)
*4.1	Certificate of Designation, Preferences and Rights of 3.75% Series B Cumulative Perpetual Convertible Preferred Stock (Incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on February 26, 2013)
*4.2	Certificate of Designation, Preferences and Rights of 2.5% Series C Cumulative Perpetual Convertible Preferred Stock (Incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on December 16, 2013)
*4.3	Indenture (2025 Notes), dated as of August 18, 2015, by and among Post Holdings, Inc., the Guarantors (as defined therein) and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K/A filed on August 21, 2015)
*4.4	Indenture (2026 Notes), dated as of August 3, 2016, by and among Post Holdings, Inc., the Guarantors (as defined therein) and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on August 3, 2016)
*4.5	Indenture (2025 Notes), dated as of February 14, 2017, by and among Post Holdings, Inc., the Guarantors (as defined therein) and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on February 14, 2017)
*4.6	Indenture (2027 Notes), dated as of February 14, 2017, by and among Post Holdings, Inc., the Guarantors (as defined therein) and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Company’s Form 8-K filed on February 14, 2017)
*4.7	Third Supplemental Indenture (2025 Notes), dated as of May 19, 2017, by and among Post Holdings, Inc., the Guarantors (as defined therein), and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Company’s Form 8-K filed on May 22, 2017)
*4.8	Indenture (2028 Notes), dated as of December 1, 2017, by and among Post Holdings, Inc., the Guarantors (as defined therein) and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.1 to the Company’s Form 8-K filed on December 4, 2017)
*†10.45	Form of Performance-Based, Stock-Settled Restricted Stock Unit Agreement (Incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed on November 15, 2017)
*†10.46	Form of Cliff Vesting Stock-Settled Restricted Stock Unit Agreement (Incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K filed on November 15, 2017)
**31.1	Certification of Robert V. Vitale pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated February 2, 2018
**31.2	Certification of Jeff A. Zadoks pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated February 2, 2018
**32.1	Certification of Robert V. Vitale and Jeff A. Zadoks, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated February 2, 2018
**101	Interactive Data File (Form 10-Q for the quarterly period ended December 31, 2017 filed in XBRL). The financial information contained in the XBRL-related documents is “unaudited” and “unreviewed.”

* Incorporated by reference.

** Furnished with this Form 10-Q.

† These exhibits constitute management contracts, compensatory plans and arrangements.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Post Holdings, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		POST HOLDINGS, INC.	
Date:	February 2, 2018	By:	/s/ Jeff A. Zadoks
			Jeff A. Zadoks
			EVP and Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 3.1

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

POST HOLDINGS, INC.

*** * ***

ARTICLE ONE

The name of the corporation (herein referred to as the “Corporation”) is Post Holdings, Inc.

ARTICLE TWO

The name and address of the Corporation’s registered agent in Missouri is CT Corporation System, 120 South Central Avenue, Clayton, Missouri 63105.

ARTICLE THREE - AUTHORIZED SHARES

CLASSES AND NUMBER OF SHARES

The aggregate number of shares of capital stock which the Corporation is authorized to issue is 350,000,000 shares, consisting of:

(i) 300,000,000 shares of Common Stock, par value $.01 per share (“Common Stock”); and

(ii) 50,000,000 shares of Preferred Stock, par value $.01 per share (“Preferred Stock”).

A. NO PREEMPTIVE RIGHTS

All preemptive rights are hereby denied, so that none of the Common Stock, the Preferred Stock or any other security or securities of the Corporation shall carry with it and no holder or owner of any Common Stock, Preferred Stock or any other security or securities of the Corporation shall have any preferential or preemptive right to acquire any additional shares of Common Stock, Preferred Stock or any other security or securities of the Corporation.

B. NO CUMULATIVE VOTING

All cumulative voting rights are hereby denied, so that none of the Common Stock, the Preferred Stock or any other security or securities of the Corporation shall carry with it and no holder or owner of any Common Stock, Preferred Stock or any other security of the Corporation shall have any right to vote cumulatively in the election of directors or for any other purpose.

C. TERMS OF PREFERRED STOCK

The terms of the shares of each series of Preferred Stock shall be as stated and expressed in these Amended and Restated Articles of Incorporation or any amendment thereto, or in the resolution or resolutions providing for the issuance of such series of Preferred Stock adopted by the Board of Directors. Subject to the requirements of the GBCL and the provisions of these Amended and Restated Articles of Incorporation, the Board of Directors is expressly authorized to cause any number of authorized and undesignated shares of Preferred Stock to be issued from time to time in one or more series of Preferred Stock with such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, if any, as the Board of Directors may fix by resolution or resolutions, prior to the issuance of any shares of such series of Preferred Stock, each of which series may differ from any and all other series, including, without limiting the generality of the foregoing, the following:

(i) The number of shares constituting such series of Preferred Stock and the designations thereof;

(ii) The dividend rate, if any, on the shares of such series of Preferred Stock, whether and the extent to which any such dividends shall be cumulative or non-cumulative, the relative rights of priority, if any,

of payments of any dividends, and the time at which, and the terms and conditions on which, any dividends shall be paid;

(iii) The right, if any, of the holders of such series of Preferred Stock to vote and the manner of voting, except as may otherwise be provided by the GBCL and the provisions of these Amended and Restated Articles of Incorporation;

(iv) Whether or not the shares of such series shall be made convertible into or exchangeable for other securities of the Corporation, including shares of the Common Stock or shares of any other series of the Preferred Stock, now or hereafter authorized, the price or prices or the rate or rates at which conversion or exchange may be made, any provision for future adjustment in the conversion or exchange rate, and the terms and conditions upon which the conversion or exchange right shall be exercised;

(v) The redemption or purchase price or prices of the shares of the series of Preferred Stock, if any, and the times at which, and the terms and conditions under which, the shares of such series Preferred Stock may be redeemed or purchased;

(vi) The terms of the sinking fund, if any, to be provided for such series of Preferred Stock, and the terms and amount of any such sinking fund;

(vii) The rights of the holders of shares of such series of Preferred Stock in the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation and the relative rights of priority, if any, of such holders with respect thereto;

(viii) From time to time to include additional authorized and undesignated shares of Preferred Stock in such series; and

(ix) Any other relative powers, preferences and rights, and any qualifications, limitations or restrictions thereof, of such series of Preferred Stock.

ARTICLE FOUR - INCORPORATOR

The name and place of residence of the incorporator of the Corporation is G. A. Billhartz, 800 Market Street, Suite 2900, St. Louis, Missouri 63101.

ARTICLE FIVE - DIRECTORS

A. *Number and Classification*

The number of directors to constitute the initial Board of Directors of the Corporation shall be three. Hereafter, the number of directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation, but shall not be less than three. Any changes in the number of directors shall be reported to the Secretary of State of Missouri within the time periods required by the GBCL. The directors shall be divided into three (3) classes, as nearly equal in number as reasonably possible, except that one class may be one greater or one less in number than the other two classes. At each annual meeting of shareholders, successors to the class of directors whose term expires at that annual meeting shall be elected for a three (3) year term (and until their respective successors shall have been elected and qualified in each class or until their earlier death, resignation or removal), so that the term of one class of directors shall expire in each year. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of stock of the Corporation, other than shares of Common Stock, shall have the right, voting separately by class or series, to elect directors, the election, term of office, filling of vacancies and other features of such directorship shall be governed by the terms of these Amended and Restated Articles of Incorporation or any Certificate of Designation thereunder applicable thereto; and such directors so elected shall not be divided into classes pursuant to this Article Five unless expressly provided by such terms. As used in these Amended and Restated Articles of Incorporation, the term “entire Board of Directors” means the total number of directors fixed by, or in accordance with, these Articles of Incorporation and the Bylaws of the Corporation.

B. *Removal of Directors*

At a meeting called expressly for that purpose, one or more members of the Board of Directors may be removed only for cause and only by the affirmative vote of a least (i) two-thirds of all members of the Corporation’s Board of Directors, and (ii) two-thirds of all of the then outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class (such vote being in addition to any required class or other vote). Whenever the holders of the shares of any class are entitled to elect one or more directors, the provisions of this Article shall apply in respect of the removal of a director or directors so elected, to the vote of the holders of the outstanding shares of that class and not to vote the holders of the outstanding shares as a whole. In addition, any director may be removed from office by the affirmative vote of a majority of the entire Board of Directors at any time prior to the expiration of the director’s term of office, as provided by law,

in the event that the director fails, at the time of removal, to meet any qualifications stated in the Bylaws of the Corporation for election as a director or shall be in breach of any agreement between the director and the Corporation relating to the director's service as a director or employee of the Corporation.

C. *Vacancies*

Subject to the rights, if any, of the holders of any class of capital stock of the Corporation (other than the Common Stock) then outstanding, any vacancies in the Board of Directors which occur for any reason prior to the expiration of the term of office of the class in which the vacancy occurs, including vacancies which occur by reason of an increase in the number of directors, may be filled only by the Board of Directors, acting by the affirmative vote of a majority of the remaining directors then in office (although less than a quorum), until the next election of directors by the shareholders of the Corporation.

D. *Amendment*

This Article Five may be amended, altered, changed or repealed only upon the affirmative vote of not less than two-thirds of all of the outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors voting together as a single class; provided, however, that whenever the holders of shares of any class are entitled to elect one or more directors, such amendment, alternation, change or repeal shall also require the affirmative vote of not less than two-thirds of the outstanding shares of each such class entitled to vote at such meeting.

ARTICLE SIX - TERM OF EXISTENCE

The Corporation shall have a perpetual existence.

ARTICLE SEVEN - PURPOSES

The purposes of the Corporation are to engage in any lawful act or activity for which a corporation now or hereafter may be organized under the GBCL.

ARTICLE EIGHT - BYLAWS

The Bylaws of the Corporation may be amended, altered, changed or repealed, and a provision or provisions inconsistent with the provisions of the Bylaws as they may exist from time to time may be adopted, only by a vote of two-thirds of all of the members of the Board of Directors.

ARTICLE NINE - CERTAIN BUSINESS COMBINATIONS

A. *Approval*

The approval of any Business Combination shall, in addition to any affirmative vote otherwise required by the GBCL, require the recommendation of the Board of Directors and the affirmative vote of the holders of not less than 85% of all of the outstanding shares of the capital stock of the Company then entitled to vote at a meeting of shareholders called for such purpose of which an Interested Shareholder is not the Beneficial Owner; provided, however, that, notwithstanding the foregoing, any such Business Combination may be approved on any affirmative vote required by the GBCL if:

(a) There are one or more Continuing Directors and the Business Combination shall have been approved by a majority of them; or

(b) (1) The consideration to be received by shareholders of each class of stock of the Corporation shall be in cash or in the same form as the Interested Shareholder and its affiliates have previously paid for a majority of the shares of such class of stock owned by the Interested Shareholder; and (2) the cash, or Market Value of the property, securities or other shareholders of each class of stock of the Corporation in the Business Combination is not less than the higher of:

(i) the highest per share price paid by the Interested Shareholder for the acquisition of any shares of such class in the two years immediately preceding the announcement date of the Business Combination, with appropriate adjustments for stock splits, stock dividends and like distributions, or

(ii) the Market Value of such shares, on the date the Business Combination is approved by the Board of Directors.

B. *Definitions*

(a) For purposes of this Article Nine, any terms not otherwise defined herein shall have the meanings set forth in Section 351.459 of the GBCL as in effect on the date these Amended and Restated Articles of Incorporation become effective.

(b) The term "Continuing Director" shall mean any member of the Board of Directors of the Corporation who is not an Affiliate or Associate of the Interested Shareholder and who was a member of the Board of Directors prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Continuing Director if the successor is not an Affiliate or Associate of the Interested Shareholder and is recommended or elected to succeed a Continuing Director by a majority of Continuing Directors.

C. *Amendment*

This Article Nine may be amended, altered, changed or repealed only upon the affirmative vote of not less than 85% of all the outstanding shares of capital stock of the Corporation entitled to vote at a meeting called for such purpose of which an Interested Shareholder is not the Beneficial Owner; provided, however, that this Article may be amended, altered, changed or repealed upon the affirmative vote required by the GBCL, if such amendment, alternation, change or repeal has been approved by a majority of the Board of Directors, if there is not an Interested Shareholder, or if there is an Interested Shareholder, by a majority of the Continuing Directors.

D. *Article Inapplicable to Ralcorp Holdings, Inc.*

This Article Nine shall not apply to any transactions with Ralcorp Holdings, Inc, a Missouri corporation or its subsidiaries, in connection with the Separation and Distribution Agreement by and among Ralcorp, the Corporation and Post Foods, LLC, a Delaware limited liability company, or any agreement or matter provided for therein or contemplated thereby.

ARTICLE TEN - INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

A. *Actions Involving Directors and Officers*

The Corporation shall indemnify each person (other than a party plaintiff suing on his or her behalf or in the right of the Corporation) who at any time is serving or has served as a director or officer of the Corporation against any claim, liability or expense incurred as a result of such service, or as a result of any other service on behalf of the Corporation, or service at the request of the Corporation as a director, officer, employee, member, or agent of another corporation, partnership, joint venture, trust, trade or industry association, or other enterprise (whether incorporated or unincorporated, for-profit or not-for-profit), to the maximum extent permitted by law. Without limiting the generality of the foregoing, the Corporation shall indemnify any such person who was or is a party (other than a party plaintiff suing on his or her behalf or in the right of the Corporation), or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of such service, against expenses (including, without limitation, attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

B. *Actions Involving Employees or Agents*

1. *Permissive Indemnification.* The Corporation may, if it deems appropriate and as may be permitted by this Article Ten, indemnify any person (other than a party plaintiff suing on his or her own behalf or in the right of the Corporation) who at any time is serving or has served as an employee or agent of the Corporation against any claim, liability or expense incurred as a result of such service, or as a result of any other service on behalf of the Corporation, or service at the request of the Corporation as a director, officer, employee, member, or agent of another corporation, partnership, joint venture, trust, trade or industry association, or other enterprise (whether incorporated or unincorporated, for-profit or not-for-profit), to the maximum extent permitted by law or to such lesser extent as the Corporation, in its discretion, may deem appropriate. Without limiting the generality of the foregoing, the Corporation may indemnify any such person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the Corporation), or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of such service, against expenses (including, without limitation, attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

2. *Mandatory Indemnification.* To the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section B.1 of this Article Ten, or in defense of

any claim, issue or matter therein, he or she shall be indemnified against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him or her in connection with the action, suite or proceeding.

C. Determination of Right to Indemnification in Certain Circumstances

Any indemnification required under Section A of this Article Ten or authorized by the Corporation in a specific case pursuant to Section B of this Article Ten (unless ordered by a court) shall be made by the Corporation unless a determination is made reasonably and promptly that indemnification of the director, officer, employee or agent is not proper under the circumstances because he or she has not met the applicable standard of conduct set forth in or established pursuant to this Article Ten. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by majority vote of the shareholders; provided that no such determination shall preclude an action brought in an appropriate court to challenge such determination.

D. *Standard of Conduct*

Except as may otherwise be permitted by law, no person shall be indemnified pursuant to this Article Ten (including without limitation pursuant to any agreement entered into pursuant to Section G of this Article Ten) from or on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The Corporation may (but need not) adopt a more restricted standard of conduct with respect to the indemnification of any employee or agent of the Corporation.

E. *Advance Payment of Expenses*

Expenses incurred by a person who is or was a director or officer of the Corporation in defending a civil or criminal action, suit, proceeding or claim shall be paid by the Corporation in advance of the final disposition of such action, suit, proceeding or claim, and expenses incurred by a person who is or was an employee or agent of the Corporation in defending a civil or criminal action, suit, proceeding or claim may be paid by the Corporation in advance of the final disposition of such action, suit, proceeding or claim as authorized by or at the direction of the Board of Directors, in either case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in or pursuant to this Article Ten.

F. *Rights Not Exclusive*

The indemnification and other rights provided by this Article Ten shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, and the Corporation is hereby specifically authorized to provide such indemnification and other rights by any agreement, vote of shareholders or disinterested directors or otherwise.

G. *Indemnification Agreements Authorized*

Without limiting the other provisions of this Article Ten, the Corporation is authorized from time to time, without further action by the shareholders of the Corporation, to enter into agreements with any director, officer, employee or agent of the Corporation providing such rights of indemnification as the Corporation may deem appropriate, up to the maximum extent permitted by law. Any agreement entered into by the Corporation with a director may be authorized by the other directors, and such authorization shall not be invalid on the basis that similar agreements may have been or may thereafter be entered into with other directors.

H. *Insurance*

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was otherwise serving on behalf of the Corporation in any capacity or at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, trade or industry association or other enterprise (whether incorporated or unincorporated, for-profit or not-for-profit) against any claim, liability or expense asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article Ten.

I. *Certain Definitions*

For the purpose of this Article Ten:

(i) Any director, officer, employee or agent of the Corporation who shall serve as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise of which the Corporation, directly

or indirectly, is or was the owner of 20% or more of the outstanding voting stock (or comparable interests), shall be deemed to be so serving at the request of the Corporation, unless the Board of Directors of the Corporation shall determine otherwise. In all other instances when any person shall serve as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, trade or industry association or other enterprise of which the Corporation is or was a stockholder or creditor, or in which it is or was otherwise interested, if it is not otherwise established that such person is or was serving as a director, officer, employee or agent at the request of the Corporation, the Board of Directors of the Corporation may determine whether such service is or was at the request of the Corporation, and it shall not be necessary to show any actual or prior request for such service.

(ii) References to a corporation include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of a constituent corporation or is or was serving at the request of a constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, trade or industry association or other enterprise shall stand in the same position under the provisions of this Article Ten with respect to the resulting or surviving corporation as such person would if such person had served the resulting or surviving corporation in the same capacity.

(iii) The term "other enterprise" shall include, without limitation, employee benefit plans and voting or taking action with respect to stock or other assets therein; the term "serving at the request of the Corporation" shall include, without limitation, any service as a director, officer, employee or agent of a corporation which imposes duties on , or involves services by, a director, officer, employee or agent of the Corporation with respect to any employee benefit plan, its participants, or beneficiaries; and unless a person's conduct in connection with an employee benefit plan is finally adjudicated to have been knowingly fraudulent, deliberately dishonest or willful misconduct, such person shall be deemed to have satisfied any standard of care required by or pursuant to this Article Ten in connection with such plan; the term "fines" shall include, without limitation, any excise taxes assessed on a person with respect to an employee benefit plan and shall also include any damages (including treble damages) and any other civil penalties.

J. Survival

The indemnification and other rights provided pursuant to this Article Ten shall apply both to action by any director, officer, employee or agent of the Corporation in an official capacity and to action in another capacity while holding such office or position and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person. Notwithstanding any other provision in these Amended and Restated Articles of Incorporation, any indemnification rights arising under or granted pursuant to this Article Ten shall survive amendment or repeal of this Article Ten with respect to any acts or omissions occurring prior to the effective time of such amendment or repeal and persons to whom such indemnification rights are given shall be entitled to rely upon such indemnification rights with respect to such acts or omissions as a binding contract with the Corporation.

K. *Liability of the Directors*

It is the intention of the Corporation to limit the liability of the directors of the Corporation, in their capacity as such, whether to the Corporation, its shareholders or otherwise, to the fullest extent permitted by law. Consequently, should the GBCL or any other applicable law be amended or adopted hereafter so as to permit the elimination or limitation of such liability, the liability of the directors of the Corporation shall be so eliminated or limited without the need for amendment of these Amended and Restated Articles of Incorporation or further action on the part of the shareholders of the Corporation.

L. *Amendment*

This Article Ten may be amended, altered, changed or repealed only upon the affirmative vote of not less than 85% of all of the outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of directors voting together as a single class.

ARTICLE ELEVEN - AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed herein for amendment of such provision and if not so prescribed then in the manner now or hereafter prescribed by law and all rights and powers conferred herein on shareholders, directors and officers of the Corporation are subject to this reserved power.

Exhibit 3.2

State of Missouri
John R. Ashcroft, Secretary of State
Corporations Division
PO Box 778/600 W. Main St., Rm. 322
Jefferson City, MO 65102

Amendment of Articles of Incorporation
for a General Business or Close Corporation

(Submit with $25.00 filing fee; if increasing # of shares, please see fee schedule for appropriate fee.)

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

Charter # 01171958

1. The present name of the Corporation is Post Holdings, Inc.

   The name under which it was originally organized was Post Holdings, Inc.

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on 1/25/2018

3. Article Number EIGHT is amended to read as follows:

   The Bylaws of the Corporation may be amended, altered, changed or repealed in the manner provided for in the Bylaws.

   New Name (if applicable) ____.

(if more than one article is to be amended or more space is needed attach additional pages)

(Please see next page)

4. Of the 66,222,781 shares outstanding, 66,222,781 of such shares were entitled to vote on such amendment.

   The number of outstanding shares of any class **entitled to vote thereon as a class** were as follows:

Class	Number of Outstanding Shares
Common	66,222,781

5. The number of shares voted for and against the amendment was as follows:

Class	No. Voted For	No. Voted Against
Common	57,366,144	94,684

6. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

7. If the effective date of the amendment is to be a date other than the date of filing of the certificate of amendment with the Secretary of State, then the effective date, which shall be no more than 90 days following the filing date, shall be specified:

In Affirmation thereof, the facts stated above are true and correct:
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo.)

/s/ Diedre J. Gray	SECRETARY	01/29/2018
Authorized Signature	*Title*	*Date*

EXHIBIT 31.1

Certification pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Robert V. Vitale, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Post Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 2, 2018

By: /s/ Robert V. Vitale
Robert V. Vitale
President and Chief Executive Officer

EXHIBIT 31.2

Certification pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Jeff A. Zadoks, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Post Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 2, 2018

By: /s/ Jeff A. Zadoks
Jeff A. Zadoks
EVP and Chief Financial Officer

EXHIBIT 32.1

Certification Pursuant to
18 U.S.C. Section 1350, as adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

The undersigned, the President and Chief Executive Officer of Post Holdings, Inc. (the "Company"), hereby certifies that, to his knowledge on the date hereof:

(a) the quarterly report on Form 10-Q for the period ended December 31, 2017, filed on the date hereof with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 2, 2018

By: /s/ Robert V. Vitale
Robert V. Vitale
President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Post Holdings, Inc. and will be retained by Post Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Certification Pursuant to
18 U.S.C. Section 1350, as adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

The undersigned, the EVP and Chief Financial Officer of Post Holdings, Inc. (the "Company"), hereby certifies that, to his knowledge on the date hereof:

(a) the quarterly report on Form 10-Q for the period ended December 31, 2017, filed on the date hereof with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 2, 2018

By: /s/ Jeff A. Zadoks
Jeff A. Zadoks
EVP and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Post Holdings, Inc. and will be retained by Post Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.