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 June 30, 2018

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 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 – 66,620,654 shares as of July 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 (Loss) (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.	23
Item 3.	Quantitative and Qualitative Disclosures About Market Risk.	33
Item 4.	Controls and Procedures.	34
PART II.	**OTHER INFORMATION**	
Item 1.	Legal Proceedings.	34
Item 1A.	Risk Factors.	36
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds.	37
Item 6.	Exhibits.	38
	SIGNATURE.	39

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 June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Net Sales	$ 1,608.1	$ 1,272.1	$ 4,627.3	$ 3,777.3
Cost of goods sold	1,146.7	878.4	3,238.5	2,640.3
Gross Profit	461.4	393.7	1,388.8	1,137.0
Selling, general and administrative expenses	225.6	164.2	735.6	615.6
Amortization of intangible assets	47.2	38.9	135.1	116.8
Other operating expenses, net	0.8	0.1	1.5	0.4
Operating Profit	187.8	190.5	516.6	404.2
Interest expense, net	98.9	76.5	288.2	229.6
(Gain) loss on extinguishment of debt, net	(6.1)	160.4	31.5	222.9
Other (income) expense, net	(17.2)	45.2	(70.4)	(100.3)
Earnings (Loss) before Income Taxes	112.2	(91.6)	267.3	52.0
Income tax expense (benefit)	15.4	(32.2)	(216.5)	11.7
Net Earnings (Loss) Including Noncontrolling Interest	96.8	(59.4)	483.8	40.3
Less: Net earnings attributable to noncontrolling interest	0.3	—	0.9	—
Net Earnings (Loss)	96.5	(59.4)	482.9	40.3
Preferred stock dividends	(2.0)	(3.4)	(8.0)	(10.2)
Net Earnings (Loss) Available to Common Shareholders	$ 94.5	$ (62.8)	$ 474.9	$ 30.1
Earnings (Loss) per Common Share:				
Basic	$ 1.41	$ (0.93)	$ 7.13	$ 0.44
Diluted	$ 1.29	$ (0.93)	$ 6.34	$ 0.43
Weighted-Average Common Shares Outstanding:				
Basic	67.0	67.5	66.6	68.3
Diluted	75.0	67.5	76.2	70.5

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

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

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2018	**2017**	**2018**	**2017**
Net Earnings (Loss) Including Noncontrolling Interest	$ 96.8	$ (59.4)	$ 483.8	$ 40.3
Pension and postretirement benefits adjustments:				
Reclassifications to net earnings (loss)	(0.8)	(0.5)	(2.4)	(1.7)
Hedging adjustments:				
Unrealized net gain (loss) on derivatives	53.0	(2.7)	56.9	(2.7)
Reclassifications to net earnings (loss)	(1.1)	0.3	(2.6)	0.3
Other reclassifications	—	—	(0.5)	—
Foreign currency translation adjustments:				
Unrealized foreign currency translation adjustments	(111.3)	2.1	(28.0)	0.8
Tax (expense) benefit on other comprehensive income (loss):				
Pension and postretirement benefits	0.3	0.2	1.7	0.7
Hedging	(13.1)	1.0	(15.9)	1.0
Total Other Comprehensive (Loss) Income	(73.0)	0.4	9.2	(1.6)
Less: Comprehensive income attributable to noncontrolling interest	0.3	—	1.5	—
Total Comprehensive Income (Loss)	$ 23.5	$ (59.0)	$ 491.5	$ 38.7

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

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

	June 30, 2018	September 30, 2017
ASSETS		
Current Assets		
Cash and cash equivalents	$ 342.6	$ 1,525.9
Restricted cash	6.0	4.2
Receivables, net	530.4	480.6
Inventories	579.1	573.5
Prepaid expenses and other current assets	71.0	31.7
Total Current Assets	1,529.1	2,615.9
Property, net	1,834.5	1,690.7
Goodwill	4,927.8	4,032.0
Other intangible assets, net	3,984.7	3,353.9
Other assets	246.0	184.3
Total Assets	$ 12,522.1	$ 11,876.8
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Current portion of long-term debt	$ 28.6	$ 22.1
Accounts payable	346.6	336.0
Other current liabilities	412.7	346.3
Total Current Liabilities	787.9	704.4
Long-term debt	7,235.8	7,149.1
Deferred income taxes	869.8	905.8
Other liabilities	549.6	327.8
Total Liabilities	9,443.1	9,087.1
Shareholders' Equity		
Preferred stock	—	—
Common stock	0.8	0.7
Additional paid-in capital	3,581.4	3,566.5
Retained earnings (accumulated deficit)	106.3	(376.0)
Accumulated other comprehensive loss	(30.2)	(40.0)
Treasury stock, at cost	(589.9)	(371.2)
Total Shareholders' Equity Excluding Noncontrolling Interest	3,068.4	2,780.0
Noncontrolling interest	10.6	9.7
Total Shareholders' Equity	3,079.0	2,789.7
Total Liabilities and Shareholders' Equity	$ 12,522.1	$ 11,876.8

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

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

	Nine Months Ended June 30,	
	2018	**2017**
Cash Flows from Operating Activities		
Net Earnings Including Noncontrolling Interest	$ 483.8	$ 40.3
Adjustments to reconcile net earnings to net cash flow provided by operating activities:		
Depreciation and amortization	300.8	232.9
Unrealized gain on interest rate swaps and cross-currency swaps	(71.4)	(101.8)
Loss on extinguishment of debt, net	31.5	222.9
Loss (gain) on foreign currency	1.3	(34.9)
Non-cash stock-based compensation expense	23.2	17.4
Deferred income taxes	(241.1)	49.6
Other, net	9.2	4.5
Other changes in operating assets and liabilities, net of business acquisitions:		
Decrease (increase) in receivables, net	5.7	(87.0)
Decrease (increase) in inventories	20.5	(21.0)
Decrease (increase) in prepaid expenses and other current assets	0.2	(0.1)
Increase in other assets	(22.4)	(3.4)
Increase (decrease) in accounts payable and other current liabilities	60.2	(106.1)
(Decrease) increase in non-current liabilities	(10.4)	1.1
Net Cash Provided by Operating Activities	591.1	214.4
Cash Flows from Investing Activities		
Business acquisitions, net of cash acquired	(1,454.0)	(90.2)
Additions to property	(142.1)	(125.0)
Restricted cash	(1.8)	2.5
Proceeds from sale of property and assets held for sale	0.3	10.5
Other, net	(1.2)	—
Net Cash Used in Investing Activities	(1,598.8)	(202.2)
Cash Flows from Financing Activities		
Proceeds from issuance of long-term debt	1,000.0	3,950.0
Repayments of long-term debt	(900.5)	(2,082.2)
Purchases of treasury stock	(218.7)	(313.8)
Payments of preferred stock dividends	(8.8)	(10.2)
Payments of debt issuance costs and deferred financing fees	(10.5)	(52.4)
Payments of debt extinguishment costs	(33.7)	(219.8)
Proceeds from exercise of stock awards	4.0	13.4
Other, net	(5.7)	(3.0)
Net Cash (Used in) Provided by Financing Activities	(173.9)	1,282.0
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(1.7)	34.9
Net (Decrease) Increase in Cash and Cash Equivalents	(1,183.3)	1,329.1
Cash and Cash Equivalents, Beginning of Year	1,525.9	1,143.6
Cash and Cash Equivalents, End of Period	$ 342.6	$ 2,472.7

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 accounting principles generally accepted 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" were made for the three and nine months ended June 30, 2017. For the three months ended June 30, 2017, the reclassifications resulted in an increase in income tax benefit of $0.1 and a corresponding decrease in net loss of $0.1, as reported on the Condensed Consolidated Statement of Operations. For the nine months ended June 30, 2017, the reclassifications resulted in a decrease in income tax expense of $6.2, and corresponding increases in net earnings of $6.2 and in basic and diluted earnings per common share of nine cents, as reported on the Condensed Consolidated Statement of Operations. In addition, for the nine months ended June 30, 2017, the reclassifications resulted in an increase in cash provided by operating activities and a decrease in cash provided by financing activities of $6.2, as reported on the Condensed Consolidated Statement of Cash Flows.

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. The Company will adopt this standard on October 1, 2019 and expects to use the modified retrospective method of adoption. The Company is currently evaluating the impact of adopting this standard, 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. This ASU'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. The standard also calls for additional disclosures around the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. 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 completing its assessment of the impact this standard will have on its accounting policies, processes, system requirements, internal controls and disclosures. The Company will adopt this standard on October 1, 2018 and expects to use the modified retrospective transition method of adoption. The Company does not expect the adoption will have a material impact on its financial statements as the Company believes the impact of this ASU will be limited to recognition timing and classification changes of immaterial amounts within the statement of operations.

Recently Adopted

In March 2018, the FASB issued ASU 2018-05, "Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118," which codifies the SEC's interpretive guidance released on December 22, 2017, when the Tax Cuts and Jobs Act (the "Tax Act") was signed into law. See Note 7 for additional information regarding the adoption of this standard.

In February 2018, the FASB issued ASU 2018-02, "Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." This ASU amends Accounting Standards Codification ("ASC") 220, to allow a reclassification from accumulated other comprehensive income ("OCI") to retained earnings for stranded tax effects resulting from the Tax Act. In accordance with this standard, the Company early adopted this ASU during the second quarter of fiscal 2018, which resulted in an adjustment to "Retained earnings" and "Accumulated other comprehensive loss" of $1.4 on the Condensed Consolidated Balance Sheet.

In July 2015, the FASB issued ASU 2015-11, "Inventory (Topic 330): Simplifying the Measurement of Inventory." This standard requires most inventory to be measured at the lower of cost or 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. This ASU does 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 this 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 business combinations 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 January 12, 2018, the Company completed its acquisition of Bob Evans Farms, Inc. ("Bob Evans"), resulting in the Company owning all of the outstanding shares of Bob Evans common stock. The Company paid each holder of shares of Bob Evans common stock, other than holders who demanded appraisal of their shares under Delaware law and had not withdrawn their demands as of the closing date, $77.00 per share, resulting in a payment at closing of $1,381.2 (which, in addition to the amounts paid to Bob Evans stockholders, includes amounts paid to retire certain debt and other obligations of Bob Evans). Any shares of Bob Evans common stock subject to appraisal as of the closing date were canceled and no longer outstanding after closing. The closing payment did not include any amounts due to former holders of approximately 4.35 shares of Bob Evans common stock who demanded appraisal under Delaware law and had not withdrawn their demands as of the closing date. The Company estimates additional payments of $342.4 will be made subsequent to the closing date, which includes payments to former holders of shares of Bob Evans common stock who had exercised appraisal rights, payments in connection with Bob Evans deferred compensation plans and payments to compensate Bob Evans employees due to the cancellation of their outstanding employee stock awards. At June 30, 2018, the former holders of 3.3 shares of Bob Evans common stock had not withdrawn their appraisal demands and had not been paid for their shares of Bob Evans common stock. Related to these shares, the Company accrued $262.1 at June 30, 2018, which is the number of shares of Bob Evans common stock for which former Bob Evans stockholders have demanded appraisal and not withdrawn their demands multiplied by the $77.00 per share merger consideration plus accrued interest at the Federal Reserve Discount Rate plus a spread of 5.00%. The liability is reported in "Other liabilities" on the Condensed Consolidated Balance Sheet. Bob Evans is a producer of refrigerated potato, pasta side dishes, pork sausage and a variety of refrigerated and frozen convenience food items, and is reported in the Company's Refrigerated Food segment (see Note 18). Based upon the preliminary purchase price allocation, the Company recorded $376.0 of customer relationships to be amortized over a weighted-average period of 18 years, $6.0 of definite-lived trademarks to be amortized over a weighted-average period of 10 years and $400.0 of indefinite-lived trademarks. Net sales for Bob Evans included in the Condensed Consolidated Statements of Operations were $112.0 and $219.6 for the three and nine months ended June 30, 2018, respectively. Operating profit for Bob Evans included in the Condensed Consolidated Statements of Operations was $9.9 and $9.0 for the three and nine months ended June 30, 2018, respectively.

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 Group's operations outside of North America ("Weetabix") are reported as the Weetabix segment, and the Weetabix Group's North American operations ("Weetabix NA") are reported in the Post Consumer Brands segment (see Note 18). Based on the purchase price allocation of the Weetabix Group, the Company recorded $172.8 of customer relationships to be amortized over a weighted-average period of approximately 20 years, $29.5 of definite-lived trademarks and brands to be amortized over a weighted-average period of 16 years and $385.1 of indefinite-lived trademarks. Based on the purchase price allocation of Weetabix NA, the Company recorded $13.6 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 at closing of $97.0. In February 2017, a final settlement of net

working capital was reached, resulting in an amount paid back to the Company of $1.2. NPE is a producer of pasteurized shell eggs, including cage-free eggs, and is reported in the Company's Refrigerated Food segment (see Note 18). 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.

Certain preliminary values of the Bob Evans acquisition, including property, goodwill, other intangible assets and deferred taxes, are not yet finalized pending the final purchase price allocation and are subject to change once additional information is obtained. Additionally, the total acquisition cost of Bob Evans is subject to change based on the actual consideration that will be paid to the former holders of 3.3 shares of Bob Evans common stock who had not withdrawn their appraisal demands and had not been paid for their shares of Bob Evans common stock at June 30, 2018. The goodwill generated by the Company's acquisition of Bob Evans will not be deductible for U.S. income tax purposes, however, certain goodwill generated by business combinations completed by Bob Evans in periods prior to its acquisition transferred to Post and is expected to be tax deductible. 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. The final fair value of goodwill related to the acquisition of NPE will not be deductible for U.S. income tax purposes.

The following table provides the preliminary allocation of the purchase price related to the fiscal 2018 acquisition of Bob Evans based upon the fair value of assets and liabilities assumed, including the provisional amounts recognized related to the acquisition, as of June 30, 2018. Measurement period adjustments have been made to the allocation of purchase price since the date of the Bob Evans acquisition.

Cash and cash equivalents	$ 15.6
Receivables	58.3
Inventories	27.1
Prepaid expenses and other current assets	34.3
Property	184.6
Goodwill	897.4
Other intangible assets	782.0
Other assets	0.4
Accounts payable	(18.2)
Other current liabilities	(58.8)
Deferred tax liability - long-term	(194.1)
Other liabilities	(5.0)
Total acquisition cost	$ 1,723.6

The following table provides the 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 nine months ended June 30, 2018.

	Acquisition Date Amounts Recognized as of September 30, 2017 (a)	Adjustments During the Nine Months Ended June 30, 2018	Acquisition Date Amounts Recognized (as Adjusted)
Cash and cash equivalents	$ 62.2	$ —	$ 62.2
Receivables (c)	39.7	(1.9)	37.8
Inventories (b),(c)	63.4	(0.2)	63.2
Prepaid expenses and other current assets	1.2	—	1.2
Property (b)	283.9	(3.0)	280.9
Goodwill (d)	969.3	11.5	980.8
Other intangible assets (b)	608.4	(7.4)	601.0
Other assets	112.0	—	112.0
Accounts payable	(66.3)	—	(66.3)
Other current liabilities (c)	(28.4)	(0.1)	(28.5)
Deferred tax liability - long-term (c)	(137.6)	1.1	(136.5)
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.
(b) Adjustments reflect updated ASC 805 valuation of tangible and intangible assets.
(c) Adjustments reflect other Weetabix Group purchase accounting adjustments.
(d) Adjustment reflects the change in goodwill as a result of the adjustments described in (b) and (c).

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 $2.5 and $26.5 were incurred during the three and nine months ended June 30, 2018, respectively, and $3.3 and $6.8 during the three and nine months ended June 30, 2017, respectively, and are recorded as "Selling, general and administrative expenses" in the Condensed Consolidated Statements of Operations. In addition, during the three and nine months ended June 30, 2017, the Company recorded net foreign currency gains of $33.5 related to cash held in Pounds Sterling to fund the prior year acquisition of the Weetabix Group, which were recorded in "Selling, general and administrative expenses" in the Condensed Consolidated Statements of Operations.

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 Bob Evans and the Weetabix Group for the periods presented as if the fiscal 2018 acquisition of Bob Evans had occurred on October 1, 2016 and the fiscal 2017 acquisition of the Weetabix Group 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 costs, adjustments to convert the Weetabix Group's historical financial information from International Financial Reporting Standards ("IFRS") to GAAP 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 June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Pro forma net sales	$ 1,608.1	$ 1,512.9	$ 4,794.4	$ 4,485.3
Pro forma net earnings (loss) available to common shareholders	$ 95.0	$ (67.4)	$ 503.2	$ 43.5
Pro forma basic earnings (loss) per common share	$ 1.42	$ (1.00)	$ 7.56	$ 0.64
Pro forma diluted earnings (loss) per common share	$ 1.29	$ (1.00)	$ 6.71	$ 0.62

NOTE 4 — RESTRUCTURING

In February 2018, the Company announced its plan to close its cereal manufacturing facility in Clinton, Massachusetts, which manufactures certain Weetabix Group products distributed in North America. The transfer of production capabilities to other Post Consumer Brands facilities and the closure of the facility is expected to be completed by September 2019.

Restructuring charges and the related liabilities are shown in the following table.

	Employee-Related Costs	Accelerated Depreciation	Total
Balance, September 30, 2017	$ —	$ —	$ —
Charge to expense	2.1	1.5	3.6
Cash payments	—	—	—
Non-cash charges	—	(1.5)	(1.5)
Balance, June 30, 2018	$ 2.1	$ —	$ 2.1
Total expected restructuring charge	$ 5.1	$ 6.5	$ 11.6
Cumulative restructuring charges incurred to date	2.1	1.5	3.6
Remaining expected restructuring charge	$ 3.0	$ 5.0	$ 8.0

In the three and nine months ended June 30, 2018, the Company incurred total restructuring charges of $1.8 and $3.6 respectively. Employee-related costs are included in “Selling, general and administrative expenses” and accelerated depreciation expense is included in “Cost of goods sold” in the Condensed Consolidated Statements of Operations. No restructuring costs were incurred in the three and nine months ended June 30, 2017. These expenses are not included in the measure of segment performance (see Note 18).

NOTE 5 — GOODWILL

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

	Post Consumer Brands	Weetabix	Refrigerated Food	Active Nutrition	Private Brands	Total
Balance, September 30, 2017						
Goodwill (gross)	$ 1,999.6	$ 926.9	$ 1,231.6	$ 180.7	$ 417.1	$ 4,755.9
Accumulated impairment losses	(609.1)	—	—	(114.8)	—	(723.9)
Goodwill (net)	$ 1,390.5	$ 926.9	$ 1,231.6	$ 65.9	$ 417.1	$ 4,032.0
Goodwill acquired	—	—	897.4	—	—	897.4
Acquisition related adjustment	12.6	(1.1)	—	—	—	11.5
Currency translation adjustment	(0.3)	(12.8)	—	—	—	(13.1)
Balance, June 30, 2018						
Goodwill (gross)	$ 2,011.9	$ 913.0	$ 2,129.0	$ 180.7	$ 417.1	$ 5,651.7
Accumulated impairment losses	(609.1)	—	—	(114.8)	—	(723.9)
Goodwill (net)	$ 1,402.8	$ 913.0	$ 2,129.0	$ 65.9	$ 417.1	$ 4,927.8

NOTE 6 — 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 18).

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 $5.3 and $4.5 at June 30, 2018 and September 30, 2017, respectively, and was included in “Other assets” on the Condensed Consolidated Balance Sheets. In the three and nine months ended June 30, 2018, equity method losses of $0.1 and $0.3, respectively, were included in “Other operating expenses, net” in the Condensed Consolidated Statements

of Operations. The Company had a note receivable balance with Alpen of $1.0 at both June 30, 2018 and September 30, 2017, 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 $0.5 at September 30, 2017, which was included in “Other liabilities” on the Condensed Consolidated Balance Sheet. No such payable existed at June 30, 2018.

NOTE 7 — INCOME TAXES

The effective income tax rate was 13.7% and (81.0)% for the three and nine months ended June 30, 2018, respectively, and 35.2% and 22.5% for the three and nine months ended June 30, 2017, respectively.

In the three and nine months ended June 30, 2018, the effective tax rate was impacted by the Tax Act, which was enacted on December 22, 2017. The SEC issued interpretive guidance regarding the Tax Act which was codified by ASU 2018-05 in March 2018. The Tax Act resulted in significant impacts to the Company’s accounting for income taxes with the most significant of these impacts relating 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 income 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 U.S. federal income tax 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 $283.1 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. Included in (i) above are tax benefit adjustments of $10.7 and $12.4 recorded in the three and nine months ended June 30, 2018, respectively, to further refine the remeasurement estimate made in the first quarter of fiscal 2018 of the Company’s existing deferred tax assets and liabilities considering both the current fiscal year blended rate and the 21% rate for future periods and to reflect deferred taxes recognized in fiscal 2017.

The changes included in the Tax Act are broad and complex, and as such, 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. ASU 2018-05 allows 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 December 31, 2018.

In the three and nine months ended June 30, 2017, the effective income tax rate was impacted by retrospective reclassifications of $0.1 and $6.2, respectively, of income tax benefits to “Income tax expense (benefit)” in the Condensed Consolidated Statements of Operations related to the adoption of ASU 2016-09 (see Note 1).

NOTE 8 — INTANGIBLE ASSETS, NET

Total intangible assets are as follows:

	June 30, 2018			September 30, 2017		
	Carrying Amount	Accumulated Amortization	Net Amount	Carrying Amount	Accumulated Amortization	Net Amount
Subject to amortization:						
Customer relationships	$ 2,622.1	$ (516.9)	$ 2,105.2	$ 2,249.3	$ (416.7)	$ 1,832.6
Trademarks and brands	838.6	(195.9)	642.7	834.1	(162.9)	671.2
Other intangible assets	21.7	(11.4)	10.3	21.7	(9.8)	11.9
	3,482.4	(724.2)	2,758.2	3,105.1	(589.4)	2,515.7
Not subject to amortization:						
Trademarks and brands	1,226.5	—	1,226.5	838.2	—	838.2
	$ 4,708.9	$ (724.2)	$ 3,984.7	$ 3,943.3	$ (589.4)	$ 3,353.9

NOTE 9 — EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is based on the average number of common shares outstanding during the period. Diluted earnings (loss) per share is based on the average number of shares used for the basic earnings (loss) 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 (loss) 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. In the second quarter of fiscal 2018, the Company completed the redemption of its 3.75% Series B Cumulative Perpetual Convertible Preferred Stock ("Series B Preferred"). Substantially all of the 1.5 shares of Series B Preferred outstanding as of January 10, 2018, the date the redemption was announced, were converted into 3.1 shares of the Company's common stock pursuant to the conversion rights applicable to the Series B Preferred and the remaining shares of Series B Preferred were redeemed (see Note 17).

The following table sets forth the computation of basic and diluted earnings (loss) per share for the three and nine months ended June 30, 2018 and 2017.

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Net earnings (loss) for basic earnings per share	$ 94.5	$ (62.8)	$ 474.9	$ 30.1
Dilutive preferred stock dividends	2.0	—	8.0	—
Net earnings (loss) for diluted earnings per share	$ 96.5	$ (62.8)	$ 482.9	$ 30.1
Weighted-average shares outstanding	67.0	65.9	66.6	64.9
Effect of TEUs on weighted-average shares for basic earnings (loss) per share	—	1.6	—	3.4
Weighted-average shares for basic earnings (loss) per share	67.0	67.5	66.6	68.3
Effect of dilutive securities:				
Stock options	1.7	—	1.7	1.8
Stock appreciation rights	0.1	—	0.1	0.1
Restricted stock awards	0.3	—	0.4	0.3
Preferred shares conversion to common	5.9	—	7.4	—
Total dilutive securities	8.0	—	9.6	2.2
Weighted-average shares for diluted earnings (loss) per share	75.0	67.5	76.2	70.5
Basic earnings (loss) per common share	$ 1.41	$ (0.93)	$ 7.13	$ 0.44
Diluted earnings (loss) per common share	$ 1.29	$ (0.93)	$ 6.34	$ 0.43

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

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Stock options	0.6	4.2	0.6	0.3
Stock appreciation rights	—	0.1	—	—
Restricted stock awards	0.1	0.7	0.1	—
Preferred shares conversion to common	—	9.1	—	9.1

NOTE 10 — INVENTORIES

	June 30, 2018	September 30, 2017
Raw materials and supplies	$ 158.8	$ 129.8
Work in process	19.9	16.9
Finished products	368.1	395.6
Flocks	32.3	31.2
	$ 579.1	$ 573.5

NOTE 11 — PROPERTY, NET

	June 30, 2018	September 30, 2017
Property, at cost	$ 2,697.8	$ 2,394.1
Accumulated depreciation	(863.3)	(703.4)
	$ 1,834.5	$ 1,690.7

NOTE 12 — 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 June 30, 2018, the Company's derivative instruments consisted of:

Not designated as hedging instruments under ASC Topic 815

- Commodity and energy futures and option contracts which relate to inputs that generally will be utilized within the next year;
- foreign currency forward contracts maturing within the next year that have the effect of hedging currency fluctuations between the Euro and the U.S. Dollar;
- 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 five lump sum settlements with the first settlement occurring in July 2019 and the last in July 2021 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

- Pay-fixed, receive-fixed cross-currency swaps with maturities in January 2021 and July 2022 that require quarterly cash settlements and are used as net investment hedges of the Company's investment in the Weetabix Group, which is denominated in Pounds Sterling; 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 15).

As of January 1, 2018, the Company changed the designation of its foreign currency forward contracts from a cash flow hedge to a non-designated hedging instrument. In connection with the new designation, the Company reclassified gains previously recorded in accumulated OCI of $1.8, of which $1.3 was reclassified to “Selling, general and administrative expenses” in the Condensed Consolidated Statement of Operations for the nine months ended June 30, 2018 and $0.5 was reclassified to “Property, net” on the Condensed Consolidated Balance Sheet as of June 30, 2018.

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

	June 30, 2018	September 30, 2017
Not designated as hedging instruments under ASC Topic 815:		
Commodity contracts	$ 63.3	$ 53.8
Energy contracts	24.5	25.6
Foreign exchange contracts - Forward contracts	11.9	20.9
Interest rate swap	75.0	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 - Cross-currency swaps	662.9	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 June 30, 2018 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	June 30, 2018	September 30, 2017	June 30, 2018	September 30, 2017
Asset Derivatives:					
Commodity contracts	Prepaid expenses and other current assets	$ 2.7	$ 0.5	$ —	$ —
Energy contracts	Prepaid expenses and other current assets	5.1	3.8	—	—
Commodity contracts	Other assets	1.0	—	—	—
Energy contracts	Other assets	1.0	—	—	—
Foreign exchange contracts	Prepaid expenses and other current assets	1.2	1.3	1.0	1.1
Foreign exchange contracts	Other assets	16.2	0.3	16.2	0.3
Interest rate swaps	Prepaid expenses and other current assets	5.2	—	5.2	—
Interest rate swaps	Other assets	25.7	—	25.7	—
		$ 58.1	$ 5.9	$ 48.1	$ 1.4
Liability Derivatives:					
Commodity contracts	Other current liabilities	$ 2.5	$ 1.9	$ —	$ —
Energy contracts	Other current liabilities	0.4	0.3	—	—
Foreign exchange contracts	Other current liabilities	1.5	1.5	1.5	1.5
Foreign exchange contracts	Other liabilities	23.9	23.6	23.9	23.6
Interest rate swaps	Other current liabilities	0.7	50.9	—	0.7
Interest rate swaps	Other liabilities	139.2	165.3	—	4.2
		$ 168.2	$ 243.5	$ 25.4	$ 30.0

The following tables present the effects of the Company's derivative instruments on the Condensed Consolidated Statements of Operations and Condensed Consolidated Statements of Comprehensive Income for the three months ended June 30, 2018 and 2017.

Derivatives Not Designated as Hedging Instruments	Statement of Operations Location	(Gain) Loss Recognized in Statement of Operations	
		2018	2017
Commodity contracts	Cost of goods sold	$ 5.0	$ (6.9)
Energy contracts	Cost of goods sold	(2.6)	1.5
Foreign exchange contracts	Selling, general and administrative expenses	1.1	0.8
Foreign exchange contracts	Other (income) expense, net	—	14.7
Interest rate swaps	Other (income) expense, net	(17.2)	30.5

Derivatives Designated as Hedging Instruments	(Gain) Loss Recognized in OCI		(Gain) Loss Reclassified from Accumulated OCI into Earnings		Statement of Operations Location
	2018	2017	2018	2017	
Foreign exchange contracts	$ —	$ (0.9)	$ —	$ —	Selling, general and administrative expenses
Interest rate swaps	(7.5)	3.6	(1.1)	0.3	Interest expense, net
Cross-currency swaps	(45.5)	—	—	—	Other (income) expense, net

The following tables present the effects of the Company's derivative instruments on the Condensed Consolidated Statements of Operations and Condensed Consolidated Statements of Comprehensive Income for the nine months ended June 30, 2018 and 2017.

Derivatives Not Designated as Hedging Instruments	Statement of Operations Location	(Gain) Loss Recognized in Statement of Operations	
		2018	2017
Commodity contracts	Cost of goods sold	$ 0.3	$ (3.5)
Energy contracts	Cost of goods sold	(5.5)	1.8
Foreign exchange contracts	Selling, general and administrative expenses	1.3	0.9
Foreign exchange contracts	Other (income) expense, net	—	14.7
Interest rate swaps	Other (income) expense, net	(70.4)	(115.0)

Derivatives Designated as Hedging Instruments	(Gain) Loss Recognized in OCI		(Gain) Loss Reclassified from Accumulated OCI into Earnings		Statement of Operations Location
	2018	2017	2018	2017	
Foreign exchange contracts	$ (0.2)	$ (0.9)	$ (1.3)	$ —	Selling, general and administrative expenses
Interest rate swaps	(37.1)	3.6	(1.3)	0.3	Interest expense, net
Cross-currency swaps	(19.6)	—	—	—	Other (income) expense, net

Accumulated OCI included a $35.7 net gain on hedging instruments before taxes ($26.7 after taxes) at June 30, 2018, compared to a $18.1 net loss before taxes ($11.2 after taxes) at September 30, 2017. Approximately $5.2 of the net hedging gains reported in accumulated OCI at June 30, 2018 are expected to be reclassified into earnings within the next 12 months. 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 June 30, 2018 and September 30, 2017, the Company had pledged collateral of $4.7 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 13 — 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.

	June 30, 2018			September 30, 2017		
	Total	Level 1	Level 2	Total	Level 1	Level 2
Assets:						
Deferred compensation investments	$ 42.2	$ 42.2	$ —	$ 15.4	$ 15.4	$ —
Derivative assets	58.1	—	58.1	5.9	—	5.9
	$ 100.3	$ 42.2	$ 58.1	$ 21.3	$ 15.4	$ 5.9
Liabilities:						
Deferred compensation liabilities	$ 49.8	$ —	$ 49.8	$ 22.5	$ —	$ 22.5
Derivative liabilities	168.2	—	168.2	243.5	—	243.5
	$ 218.0	$ —	$ 218.0	$ 266.0	$ —	$ 266.0

The deferred compensation investments are primarily invested in mutual funds and the fair value is measured using the market approach. These investments are in the same funds or funds that employ a similar investment strategy 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. In connection with the acquisition of Bob Evans (see Note 3), the Company expects to pay $24.7 related to the termination of Bob Evans' deferred compensation plans within the next 12 months.

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 12 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 $7,063.1 and $7,343.4 as of June 30, 2018 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 14 — COMMITMENTS AND CONTINGENCIES

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 types of plaintiffs: (1) a nationwide class of direct purchasers of shell eggs ("direct purchaser class"); (2) individual companies (primarily large grocery chains and food companies that purchase considerable quantities of eggs) that opted out of various settlements and filed their own complaints related to their purchases of shell eggs and egg products ("opt-out plaintiffs"); and (3) indirect purchasers of shell eggs ("indirect purchaser plaintiffs").

Resolution of claims: (1) In December 2016, Michael Foods settled all claims asserted against it by the direct purchaser class for a payment of $75.0, which was approved by the district court on December 21, 2017; (2) Michael Foods settled all claims asserted against it by opt-out plaintiffs related to shell egg purchases on confidential terms on January 19, 2017; and (3) in June

2018, Michael Foods settled all claims asserted against it by indirect purchaser plaintiffs on confidential terms. Michael Foods has at all times denied liability in this matter, and no settlement contains any admission of liability by Michael Foods.

Remaining portion of the case: Michael Foods remains a defendant only with respect to claims that seek damages based on purchases of egg products by opt-out plaintiffs. The district court had granted summary judgment precluding any claims for egg products purchases by opt-out plaintiffs, but the Third Circuit Court of Appeals reversed and remanded these claims for further pre-trial proceedings. Defendants have sought leave to file a motion for summary judgment dismissing these claims and a decision is pending.

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 portion 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 the remaining portion of the egg antitrust litigation. Accordingly, the Company cannot predict what impact, if any, this remaining matter and any results from such matter could have on the Company’s future results of operations or cash flows.

Related to these settlements, the Company expensed $0.3 and $2.3 during the three and nine months ended June 30, 2018, respectively, and $74.5 during the nine months ended June 30, 2017. These costs are included in “Selling, general and administrative expenses” in the Condensed Consolidated Statements of Operations. There were no accruals for these matters at June 30, 2018 or September 30, 2017. Under current law, any settlement paid, including the settlements with the direct purchaser plaintiffs, the opt-out plaintiffs and the indirect purchaser plaintiffs, is deductible for federal income tax purposes.

Bob Evans Appraisal Proceedings

Prior to completion of the Company’s acquisition of Bob Evans on January 12, 2018, Bob Evans received demands from certain stockholders demanding appraisal of their shares of Bob Evans common stock. After the completion of the acquisition, several such former stockholders filed petitions in the Delaware Court of Chancery (*Arbitrage Fund v. Bob Evans Farms, Inc.* filed on January 23, 2018; *Blue Mountain Credit Alternatives Master Fund L.P., et al. v. Bob Evans Farms, Inc.* filed on April 30, 2018; and *2017 Clarendon LLC, et al. v. Bob Evans Farms, Inc.* filed on April 30, 2018) seeking appraisal of their shares of Bob Evans common stock pursuant to Section 262 of the Delaware General Corporation Law (“Section 262”). The lawsuits seek appraisal for such shares, plus statutory interest, as well as the costs of the proceedings and such other relief as appropriate. Under Section 262, persons who were stockholders at the time of the closing are entitled to have their shares appraised by the Delaware Court of Chancery and receive payment of the “fair value” of such shares (plus statutory interest) as determined by the Delaware Court of Chancery so long as such persons comply with applicable procedural requirements. By virtue of these lawsuits, approximately 3.3 shares of Bob Evans common stock (which were held by such former stockholders) are before the court for appraisal. As of completion of the acquisition, former Bob Evans stockholders can no longer submit new demands for appraisal. All other former stockholders have been paid for their shares at the $77.00 per share merger consideration amount. The Company intends to vigorously defend the cases.

At June 30, 2018, the Company had an accrual of $262.1 included in “Other liabilities” on the Condensed Consolidated Balance Sheet for these matters, which is the number of shares of Bob Evans common stock for which former Bob Evans stockholders have demanded appraisal and have not withdrawn their demands multiplied by the $77.00 per share merger consideration, plus statutory interest (see Note 3). There were no accruals for these matters at September 30, 2017. While the Company believes its accrual for these matters is appropriate, the final amounts required to resolve such matters could differ materially and the Company’s results of operations and cash flows could be materially affected. Accordingly, the Company cannot predict what impact, if any, these matters and any results from such matters could have on the Company’s future results of operations or cash flows.

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.

Leases

Historically, Bob Evans guaranteed certain payment and performance obligations associated with the leases for 143 properties (the "Guarantee") leased by the restaurant business formerly owned by Bob Evans (the “Bob Evans Restaurant Business”). The Guarantee remained in effect following the Company’s acquisition of Bob Evans. In the event the Bob Evans Restaurant Business fails to meet its payment and performance obligations under these leases, the Company may be required to make rent and other

payments to the landlord under the requirements of the Guarantee. Should the Company, as guarantor of the lease obligations, be required to make all lease payments due for the remaining term of the leases subsequent to June 30, 2018, the maximum amount the Company may be required to pay is equal to the annual rent amount, for the remainder of the lease terms. The current annual rent on these leases is $13.3 and will increase up to 1.5% annually based on indexed inflation. The lease terms extend for approximately 18 years from June 30, 2018, and the Guarantee would remain in effect in the event the leases are extended for a renewal period. In the event the Company is obligated to make payments under the Guarantee, the Company believes its exposure is limited due to protections and recourse available in the leases associated with the leased properties, including a requirement of the landlord to mitigate damages by re-letting the properties in default. The Bob Evans Restaurant Business continues to meet its obligations under these leases and there have been no events that would indicate the obligations will not continue to be met. As such, the Company believes the fair value of the Guarantee is immaterial as of June 30, 2018.

NOTE 15 — LONG-TERM DEBT

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

	June 30, 2018	September 30, 2017
5.625% Senior Notes maturing January 2028	$ 963.4	$ —
5.50% Senior Notes maturing March 2025	1,000.0	1,000.0
5.75% Senior Notes maturing March 2027	1,326.3	1,500.0
5.00% Senior Notes maturing August 2026	1,714.3	1,750.0
8.00% Senior Notes maturing July 2025	122.2	137.5
6.00% Senior Notes maturing December 2022	—	630.0
Term Loan	2,178.0	2,194.5
Capital leases	0.2	0.2
	$ 7,304.4	$ 7,212.2
Less: Current portion of long-term debt	(28.6)	(22.1)
Debt issuance costs, net	(73.8)	(81.8)
Plus: Unamortized premium	33.8	40.8
Total long-term debt	$ 7,235.8	$ 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 $990.6 after paying investment banking and other fees of $9.4, which are being 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 first quarter of fiscal 2018, which is included in "(Gain) loss on extinguishment of debt, net" 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 acquisition which was completed on January 12, 2018 (see Note 3).

During the three and nine months ended June 30, 2018, the Company repurchased and retired principal value of outstanding debt totaling $149.3 and $261.3, respectively, consisting of portions of the 5.625% senior notes due in January 2028, the 5.75% senior notes due in March 2027, the 5.00% senior notes due in August 2026 and the 8.00% senior notes due in July 2025. In connection with the early repurchase and retirement of these notes, the Company recorded net gains of $6.1 and $7.1 in the three and nine months ended June 30, 2018, respectively, which are included included in "(Gain) loss on extinguishment of debt, net" in the Condensed Consolidated Statements of Operations. In the three months ended June 30, 2018, the net gain included gains realized on debt repurchased at a discount of $6.0 and write-offs of unamortized debt premium of $1.9, partially offset by debt issuance costs write-offs of $1.6 and premiums paid of $0.2. In the nine months ended June 30, 2018, the net gain included gains realized on debt repurchased at a discount of $7.3 and write-offs of unamortized debt premium of $4.6, partially offset by debt issuance costs write-offs of $2.8 and premiums paid of $2.0. The repurchases of an additional $6.5 principal value of the 5.625% senior notes due in January 2028 and the 5.00% senior notes due in August 2026 were initiated in June 2018 but were not settled until July 2018, and as such, the amount was reclassified to "Current portion of long-term debt" on the Condensed Consolidated Balance Sheet at June 30, 2018.

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 $17.3 which reduced the available borrowing capacity under the Credit Agreement to $782.7 at June 30, 2018.

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 June 30, 2018, 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 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 June 30, 2018, the pro forma consolidated interest coverage ratio exceeded this threshold.

Term Loan

On May 24, 2017, the Company entered into a Joinder Agreement No. 1 to the Credit Agreement ("Joinder No. 1"). Joinder No.1 provided for an incremental term loan of $1,200.0 (the "Joinder No. 1 Term Loan") under the Credit Agreement. On June 29, 2017, the Company entered into a Joinder Agreement No. 2 to the Credit Agreement ("Joinder No. 2"). Joinder No. 2 provided for an incremental term loan of $1,000.0 (the "Joinder No. 2 Term Loan") under the Credit Agreement. The Joinder No. 2 Term Loan was combined with the outstanding amounts under the Joinder No.1 Term Loan (collectively the "Term Loan"). On March 8, 2018, the Company entered into a second amendment to the Credit Agreement (the "Second Amendment"). Under the Second Amendment, the interest rate margin for the Term Loan was reduced by 25 basis points such that a Eurodollar Rate Loan accrues interest at the Eurodollar Rate plus 2.00% per annum, and a Base Rate Loan accrues interest at the Base Rate plus 1.00% per annum (as such terms are defined in the Credit Agreement). The maturity date for the Term Loan remains May 24, 2024, and all other material provisions of the Credit Agreement remain unchanged. In connection with the Second Amendment, the Company recorded a write-off of debt issuance costs and other expenses of $1.3, which is included in "(Gain) loss on extinguishment of debt, net" in the Condensed Consolidated Statement of Operations in the nine months ended June 30, 2018.

NOTE 16 — 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. During the nine months ended June 30, 2018, the Company made an accelerated pension funding contribution of $29.6 to its qualified defined benefit plans in the United States.

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

	North America			
	Three Months Ended June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Components of net periodic benefit cost (gain)				
Service cost	$ 1.1	$ 1.0	$ 3.2	$ 3.0
Interest cost	0.9	0.6	2.7	1.7
Expected return on plan assets	(1.1)	(0.8)	(3.3)	(2.3)
Recognized net actuarial loss	0.3	0.4	0.9	1.2
Recognized prior service cost	—	0.1	—	0.2
Net periodic benefit cost	$ 1.2	$ 1.3	$ 3.5	$ 3.8

	Other International			
	Three Months Ended June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Components of net periodic benefit cost (gain)				
Service cost	$ 1.7	$ —	$ 5.1	$ —
Interest cost	5.0	—	14.9	—
Expected return on plan assets	(8.1)	—	(24.1)	—
Net periodic benefit gain	$ (1.4)	$ —	$ (4.1)	$ —

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

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Components of net periodic benefit cost (gain)				
Service cost	$ 0.1	$ 0.2	$ 0.4	$ 0.5
Interest cost	0.6	0.5	1.6	1.5
Recognized net actuarial loss	0.1	0.2	0.2	0.5
Recognized prior service credit	(1.2)	(1.2)	(3.5)	(3.6)
Net periodic benefit gain	$ (0.4)	$ (0.3)	$ (1.3)	$ (1.1)

NOTE 17 — SHAREHOLDERS' EQUITY

Stock Repurchases

In the three months ended June 30, 2018, the Company repurchased 1.1 shares of its common stock at an average share price of $77.30 for a total cost of $79.9, including broker's commissions. In the nine months ended June 30, 2018, the Company repurchased 2.9 shares of its common stock at an average share price of $76.21 for a total cost of $218.7, including broker's commissions. In the three months ended June 30, 2017, the Company repurchased 2.2 shares of its common stock at an average share price of $81.92 for a total cost of $180.7, including broker's commissions. In the nine months ended June 30, 2017, the Company repurchased 3.9 shares of its common stock at an average share price of $79.45 for a total cost of $313.8, including broker's commissions. The repurchases were recorded as "Treasury stock, at cost" on the Condensed Consolidated Balance Sheets and as "Purchases of treasury stock" on the Condensed Consolidated Statements of Cash Flows.

3.75% Series B Cumulative Perpetual Convertible Preferred Stock Conversion and Redemption

In the second quarter of fiscal 2018, the Company completed the redemption of its Series B Preferred. Substantially all of the 1.5 shares of Series B Preferred outstanding as of January 10, 2018, the date the redemption was announced, were converted into 3.1 shares of the Company's common stock pursuant to the conversion rights applicable to the Series B Preferred. The remaining shares of Series B Preferred were redeemed.

NOTE 18 — SEGMENTS

During the second quarter of fiscal 2018, the Company reorganized its reportable segments in accordance with ASC Topic 280, "Segment Reporting." At June 30, 2018, the Company's reportable segments were as follows:

- Post Consumer Brands: North American RTE cereal business;
- Weetabix: RTE cereal and the branded muesli business sold and distributed primarily outside of North America;
- Refrigerated Food: refrigerated foodservice, primarily egg and potato, and refrigerated retail, inclusive of side dishes, egg, cheese and sausage;
- Active Nutrition: protein shakes, bars and powders and nutritional supplements; and
- Private Brands: peanut and other nut butters, dried fruit and nut products, granola and pasta.

All fiscal 2018 and 2017 segment results reported herein have been reclassified to conform with the June 30, 2018 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, (gains)/losses on sale of facilities 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 June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Net Sales				
Post Consumer Brands	$ 466.4	$ 427.3	$ 1,360.7	$ 1,279.0
Weetabix	107.1	—	315.8	—
Refrigerated Food	613.1	464.5	1,723.7	1,395.8
Active Nutrition	216.4	188.7	607.6	519.9
Private Brands	209.1	192.3	628.1	585.9
Eliminations	(4.0)	(0.7)	(8.6)	(3.3)
Total	$ 1,608.1	$ 1,272.1	$ 4,627.3	$ 3,777.3
Segment Profit				
Post Consumer Brands	$ 83.3	$ 96.9	$ 244.6	$ 268.6
Weetabix	26.1	—	58.6	—
Refrigerated Food	56.5	41.2	188.3	55.3
Active Nutrition	40.2	28.0	86.1	74.1
Private Brands	12.7	13.1	43.8	41.2
Total segment profit	218.8	179.2	621.4	439.2
General corporate expenses (income) and other	31.0	(11.3)	104.8	35.0
Interest expense, net	98.9	76.5	288.2	229.6
(Gain) loss on extinguishment of debt, net	(6.1)	160.4	31.5	222.9
Other (income) expense, net	(17.2)	45.2	(70.4)	(100.3)
Earnings (loss) before income taxes	$ 112.2	$ (91.6)	$ 267.3	$ 52.0
Depreciation and amortization				
Post Consumer Brands	$ 31.3	$ 27.4	$ 93.1	$ 81.5
Weetabix	9.5	—	29.3	—
Refrigerated Food	44.5	31.2	117.2	93.7
Active Nutrition	6.5	6.3	19.4	18.8
Private Brands	11.8	12.0	36.9	36.2
Total segment depreciation and amortization	103.6	76.9	295.9	230.2
Corporate and accelerated depreciation	2.1	0.9	4.9	2.7
Total	$ 105.7	$ 77.8	$ 300.8	$ 232.9

Assets	June 30, 2018	September 30, 2017
Post Consumer Brands	$ 3,397.7	$ 3,440.5
Weetabix	2,009.3	2,048.9
Refrigerated Food	5,101.9	3,176.0
Active Nutrition	552.3	581.3
Private Brands	1,057.5	1,054.9
Corporate	403.4	1,575.2
Total	$ 12,522.1	$ 11,876.8

NOTE 19 — SUBSEQUENT EVENT

On August 2, 2018, Post, together with its subsidiary, 8th Avenue Food & Provisions, Inc. (“8th Avenue”), entered into a Transaction Agreement (the “Transaction Agreement”) with THL Equity Fund VIII Investors (PB), LLC, an affiliate of Thomas H. Lee Partners, L.P. (“THL”), in which Post and THL will separately capitalize 8th Avenue. Upon the closing of the transactions contemplated by the Transaction Agreement, 8th Avenue will become the holding company for Post’s private brands business, reported herein as Post’s Private Brands segment, and Post is expected to receive total proceeds of $875.0, retaining shares of common stock equal to 60.5% of the common equity in 8th Avenue. Post’s proceeds will consist of (i) $250.0 from THL and $625.0 from a committed senior increasing rate bridge loan (the “Bridge Loan”), which is expected to be funded not less than seven days prior to the closing of the transactions. Post anticipates that 8th Avenue will refinance the Bridge Loan promptly following the closing of the transactions with proceeds of a permanent debt financing. Pursuant to the transactions, THL will receive 2.5 shares of 8th Avenue preferred stock with an 11% cumulative, quarterly compounding dividend and $100.00 per share liquidation value and 39.5% of the common equity in 8th Avenue. The transactions are expected to be completed in October 2018, subject to certain closing conditions, including the expiration of waiting periods under antitrust laws.

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, Refrigerated Food, Active Nutrition and Private Brands. Our products are sold through a variety of channels such as grocery, club and drug stores, mass merchandisers, foodservice, food ingredient and e-commerce.

Segment Reorganization

During the second quarter of fiscal 2018, we reorganized our reportable segments in accordance with Accounting Standards Codification Topic 280, "Segment Reporting." At June 30, 2018, our reportable segments were as follows:

- Post Consumer Brands: North American ready-to-eat ("RTE") cereal business;
- Weetabix: RTE cereal and the branded muesli business sold and distributed primarily outside of North America;
- Refrigerated Food: refrigerated foodservice, primarily egg and potato, and refrigerated retail, inclusive of side dishes, egg, cheese and sausage;
- Active Nutrition: protein shakes, bars and powders and nutritional supplements; and
- Private Brands: peanut and other nut butters, dried fruit and nut products, granola and pasta.

All fiscal 2018 and 2017 segment results reported herein have been reclassified to conform with the June 30, 2018 presentation.

Acquisitions

We completed the following acquisitions during fiscal 2018 and 2017:

Fiscal 2018

- Bob Evans Farms, Inc. ("Bob Evans"), acquired January 12, 2018 and reported in our Refrigerated Food segment.

Fiscal 2017

- National Pasteurized Eggs, Inc. ("NPE"), acquired October 3, 2016 and reported in our Refrigerated Food segment; 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. The results of the Weetabix Group's operations outside of North America ("Weetabix") are reported as our Weetabix segment, and the Weetabix Group's North American operations ("Weetabix NA") are reported in our Post Consumer Brands segment.

Due to the level of integration within existing businesses, certain discrete financial data for businesses acquired in fiscal 2018 and 2017 is not available for the three and nine months ended June 30, 2018.

RESULTS OF OPERATIONS

	Three Months Ended June 30,				Nine Months Ended June 30,			
			favorable/(unfavorable)				favorable/(unfavorable)	
dollars in millions	2018	2017	$ Change	% Change	2018	2017	$ Change	% Change
Net Sales	$ 1,608.1	$ 1,272.1	$ 336.0	26 %	$ 4,627.3	$ 3,777.3	$ 850.0	23 %
Operating Profit	$ 187.8	$ 190.5	$ (2.7)	(1)%	$ 516.6	$ 404.2	$ 112.4	28 %
Interest expense, net	98.9	76.5	(22.4)	(29)%	288.2	229.6	(58.6)	(26)%
(Gain) loss on extinguishment of debt, net	(6.1)	160.4	166.5	104 %	31.5	222.9	191.4	86 %
Other (income) expense, net	(17.2)	45.2	62.4	138 %	(70.4)	(100.3)	(29.9)	(30)%
Income tax expense (benefit)	15.4	(32.2)	(47.6)	(148)%	(216.5)	11.7	228.2	1,950 %
Less: Net earnings attributable to noncontrolling interest	0.3	—	(0.3)	n/a	0.9	—	(0.9)	n/a
Net Earnings (Loss)	$ 96.5	$ (59.4)	$ 155.9	262 %	$ 482.9	$ 40.3	$ 442.6	1,098 %

Net Sales

Net sales increased $336.0 million, or 26%, during the three months ended June 30, 2018, and increased $850.0 million, or 23%, during the nine months ended June 30, 2018, compared to the corresponding periods in the prior year. These increases were primarily due to the inclusion of incremental contributions from our current year acquisition of Bob Evans and our prior year acquisition of the Weetabix Group, combined with net sales growth in all of our segments for the three and nine months ended June 30, 2018. For further discussion, refer to “Segment Results” within this section.

Operating Profit

Operating profit decreased $2.7 million, or 1%, during the three months ended June 30, 2018, and increased $112.4 million, or 28%, during the nine months ended June 30, 2018, compared to the corresponding periods in the prior year. Operating profit was negatively impacted by provisions for legal settlements of $0.3 million and $11.3 million in the three and nine months ended June 30, 2018, respectively, and $73.6 million in the nine months ended June 30, 2017. Additionally, operating profit was positively impacted by net foreign currency gains of $33.5 million in the three and nine months ended June 30, 2017 related to cash held in Pounds Sterling to fund the prior year acquisition of the Weetabix Group. Excluding these impacts, operating profit increased $31.1 million, or 20%, in the three months ended June 30, 2018 and increased $83.6 million, or 19%, in the nine months ended June 30, 2018. These increases were primarily due to the inclusion of incremental segment profit contribution from our current year acquisition of Bob Evans and our prior year acquisition of the Weetabix Group, as well as increased segment profit within our Refrigerated Food and Active Nutrition segments. Additionally, in the nine months ended June 30, 2018, our Private Brands segment had increased segment profit. For further discussion, refer to “Segment Results” within this section.

Interest Expense, Net

Interest expense increased $22.4 million, or 29%, during the three months ended June 30, 2018, compared to the corresponding period in the prior year. This increase was primarily due to an increase in the principal amount of our outstanding debt. Additionally, with respect to the amounts owed to former holders of shares of Bob Evans common stock who demanded appraisal of their shares under Delaware law and have not withdrawn their demands, we recorded $4.7 million of interest expense in the three months ended June 30, 2018 (See Note 3 within the “Notes to Condensed Consolidated Financial Statements”). For additional information on our debt, refer to Note 15 within the “Notes to Condensed Consolidated Financial Statements” and “Quantitative and Qualitative Disclosures About Market Risk” within Item 3.

Interest expense increased $58.6 million, or 26%, during the nine months ended June 30, 2018, compared to the corresponding period in the prior year. This increase was primarily due to an increase in the principal amount of our outstanding debt, partially offset by a decrease in the weighted-average interest rate on our total outstanding debt which was 5.0% and 5.9% for the nine months ended June 30, 2018 and 2017, respectively. Additionally, with respect to the amounts owed to former holders of shares of Bob Evans common stock who demanded appraisal of their shares under Delaware law and have not withdrawn their demands, we recorded $8.5 million of interest expense in the nine months ended June 30, 2018 (See Note 3 within the “Notes to Condensed Consolidated Financial Statements”). For additional information on our debt, refer to Note 15 within the “Notes to Condensed Consolidated Financial Statements” and “Quantitative and Qualitative Disclosures About Market Risk” within Item 3.

(Gain) Loss on Extinguishment of Debt, Net

During the three months ended June 30, 2018, we recognized a net gain of $6.1 million related to the extinguishment of portions of the principal balances of our 5.625% senior notes due in January 2028, 5.75% senior notes due in March 2027, 5.00% senior notes due in August 2026 and 8.00% senior notes due in July 2025. The net gain included gains realized on debt repurchased at a discount of $6.0 million and write-offs of unamortized debt premium of $1.9 million, partially offset by debt issuance costs write-offs of $1.6 million and premiums paid of $0.2 million.

During the nine months ended June 30, 2018, we recognized a net loss of $31.5 million related to the extinguishment of the principal balance of our 6.00% senior notes due in December 2022, portions of the principal balances of our 5.625% senior notes due in January 2028, 5.75% senior notes due in March 2027, 5.00% senior notes due in August 2026 and 8.00% senior notes due in July 2025 and the amendment of our term loan. The net loss included premiums paid of $32.8 million and debt issuance costs write-offs and other expenses of $10.6 million, partially offset by the write-off of an unamortized debt premium of $4.6 million and gains realized on debt repurchased at a discount of $7.3 million.

During the three months ended June 30, 2017, we recognized a loss of $160.4 million related to the extinguishment of the entire remaining principal balance of our 7.75% senior notes due in March 2024 and a portion of the principal balance of our 8.00% senior notes due in July 2025. The loss included tender premiums of $151.9 million and debt issuance costs write-offs of $8.5 million.

During the nine months ended June 30, 2017, we recognized a loss of $222.9 million related to the extinguishment of the entire remaining principal balances of our 7.75% senior notes due in March 2024, 7.375% senior notes due in February 2022 and 6.75% senior notes due in December 2021 and a portion of the principal balance of our 8.00% senior notes due in July 2025. The loss included tender premiums of $219.8 million and debt issuance costs write-offs of $18.6 million, partially offset by $15.5 million of write-offs for unamortized debt premium. For additional information on our debt, refer to Note 15 within the “Notes to Condensed Consolidated Financial Statements.”

Other (Income) Expense, net

During the three months ended June 30, 2018, we recognized net gains of $17.2 million on our interest rate swaps, compared to net losses of $45.2 million in the three months ended June 30, 2017, on our interest rate swaps and cross-currency foreign exchange contracts. These amounts consist of non-cash mark-to-market adjustments as well as cash settlements. During the three months ended June 30, 2018, we recognized non-cash mark-to-market gains of $17.4 million, which were offset by cash settlements of $0.2 million. During the three months ended June 30, 2017, we recognized non-cash mark-to-market losses of $44.8 million, which were offset by cash settlements on our interest rate swaps of $0.4 million.

During the nine months ended June 30, 2018, we recognized net gains of $70.4 million on our interest rate swaps, compared to net gains in the nine months ended June 30, 2017 of $100.3 million on our interest rate swaps and cross-currency foreign exchange contracts. These amounts consist of non-cash mark-to-market adjustments as well as cash settlements. During the nine months ended June 30, 2018, we recognized non-cash mark-to-market gains of $71.4 million, which were offset by cash settlements of $1.0 million. During the nine months ended June 30, 2017, we recognized non-cash mark-to-market gains of $101.8 million, which were offset by cash settlements on our interest rate swaps of $1.5 million. For additional information on our interest rate swaps, refer to Note 12 within the “Notes to Condensed Consolidated Financial Statements” and “Quantitative and Qualitative Disclosures About Market Risk” within Item 3.

Income Taxes

Our effective income tax rate was 13.7% and (81.0)% for the three and nine months ended June 30, 2018, respectively, and 35.2% and 22.5% for the three and nine months ended June 30, 2017, respectively.

In the three and nine months ended June 30, 2018, our effective income tax rate was impacted by the Tax Act, which was enacted on December 22, 2017. The United States Securities and Exchange Commission (the “SEC”) issued interpretive guidance regarding the Tax Act which was codified by Accounting Standards Update (“ASU”) 2018-05 “Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118” in March 2018. The Tax Act resulted in significant impacts to our accounting for income taxes with the most significant of these impacts relating 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 income 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 U.S. federal income tax 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 $283.1 million and (ii) we calculated the one-time transition tax and recorded provisional tax expense of $7.1 million. 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. Included in (i) above are tax benefit adjustments

of $10.7 million and $12.4 million recorded in the three and nine months ended June 30, 2018, respectively, to further refine the remeasurement estimate made in the first quarter of fiscal 2018 of our existing deferred tax assets and liabilities considering both the current fiscal year blended rate and the 21% rate for future periods and to reflect deferred taxes recognized in fiscal 2017.

The changes included in the Tax Act are broad and complex, and as such, 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. ASU 2018-05 allows 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 December 31, 2018.

In the three and nine months ended June 30, 2017, our effective income tax rate was impacted by retrospective reclassifications of $0.1 million and $6.2 million, respectively, of income tax benefits to "Income tax expense (benefit)" in the Condensed Consolidated Statements of Operations related to the adoption of ASU 2016-09 "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting" (see Note 1 within the "Notes to Condensed Consolidated Financial Statements").

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, (gains)/losses on sale of facilities and other unallocated corporate income and expenses.

Post Consumer Brands

	Three Months Ended June 30,				Nine Months Ended June 30,			
			favorable/(unfavorable)				favorable/(unfavorable)	
dollars in millions	2018	2017	$ Change	% Change	2018	2017	$ Change	% Change
Net Sales	$ 466.4	$ 427.3	$ 39.1	9 %	$ 1,360.7	$ 1,279.0	$ 81.7	6 %
Segment Profit	$ 83.3	$ 96.9	$ (13.6)	(14)%	$ 244.6	$ 268.6	$ (24.0)	(9)%
Segment Profit Margin	18%	23%			18%	21%		

Net sales for the Post Consumer Brands segment increased $39.1 million, or 9%, for the three months ended June 30, 2018, primarily due to the inclusion of net sales from Weetabix NA, which was acquired in July 2017. Excluding this impact, net sales increased 3%. This increase was driven by 2% higher volumes as well as higher average net selling prices. Volume increases were primarily due to gains in licensed products, driven by new product introductions and expanded distribution, as well as increases in governmental bid business. These increases were partially offset by decreases in *Honey Bunches of Oats*, *Malt-O-Meal* bags, kid and adult classic brands, private label RTE cereal and comanufacturing. Average net selling prices increased primarily due to a favorable product mix, partially offset by higher trade spending which included increased slotting fees related to new product introductions.

Net sales for the Post Consumer Brands segment increased $81.7 million, or 6%, for the nine months ended June 30, 2018, primarily due to the inclusion of net sales from Weetabix NA. Excluding this impact, net sales were flat, primarily driven by 1% higher volumes, offset by lower average net selling prices. Volume increases were primarily due to gains in licensed products, driven by new product introductions and expanded distribution, governmental bid business and private label RTE cereal. These increases were partially offset by declines in *Honey Bunches of Oats*, *Malt-O-Meal* bags, kid and adult classic brands and comanufacturing. The decrease in average net selling prices was driven by higher trade spending which included increased slotting fees related to new product introductions, combined with an unfavorable product mix.

Segment profit for the three months ended June 30, 2018, decreased $13.6 million, or 14%, as compared to the prior year. The decrease in segment profit was primarily due to unfavorable manufacturing costs of $20.6 million, in part due to higher than expected conversion costs associated with new product introductions which are expected to improve in future periods, as well as unplanned downtime at two of our facilities which is not expected to be recurring. Segment profit was also negatively impacted by higher raw material costs of $3.8 million and higher freight costs of $4.4 million (excluding volume-driven increases). These negative impacts were partially offset by higher net sales, as previously discussed, lower advertising and consumer spending of $7.9 million and lower employee-related costs.

Segment profit for the nine months ended June 30, 2018, decreased $24.0 million, or 9%, as compared to the prior year. This decrease was driven by lower net selling prices, as previously discussed, higher freight costs of $10.2 million (excluding volume-driven increases), higher manufacturing costs of $8.0 million, higher raw materials costs of $5.5 million and higher integration

costs of $1.1 million. These negative impacts were partially offset by lower advertising and consumer spending of $5.0 million and lower employee-related costs during the nine months ended June 30, 2018 as compared to the prior year.

Weetabix

dollars in millions	Three Months Ended June 30, 2018		Nine Months Ended June 30, 2018	
Net Sales	$	107.1	$	315.8
Segment Profit	$	26.1	$	58.6
Segment Profit Margin		24%		19%

For the three months ended June 30, 2018, the Weetabix segment contributed $107.1 million of net sales and $26.1 million of segment profit. Volumes declined as compared to the same period (pre-acquisition) in the prior year, driven by decreased branded RTE cereal and on-the-go drink product volumes, partially offset by increased private label RTE cereal volumes. Net sales benefited from higher average net selling prices and a favorable foreign exchange translation rate compared to the prior year period. The increase in average net selling prices was driven by reduced trade spending, partially offset by an unfavorable product mix. Segment profit was positively impacted in the current year by favorable manufacturing costs and reduced advertising and consumer spending, partially offset by decreased volumes and an unfavorable product mix, as previously discussed, and higher depreciation and amortization expense resulting from acquisition-related valuation adjustments.

For the nine months ended June 30, 2018, the Weetabix segment contributed $315.8 million of net sales and $58.6 million of segment profit. Volumes declined compared to the same period (pre-acquisition) in the prior year, primarily due to lower branded RTE cereal and on-the-go drink product volumes, partially offset by increased private label RTE cereal volumes. Net sales benefited from higher average net selling prices and a favorable foreign exchange translation rate compared to the prior year period. The increase in average net selling prices was driven by reduced trade spending, partially offset by an unfavorable product mix. Segment profit was negatively impacted in the current year by decreased volumes and an unfavorable product mix, as previously discussed, and an unfavorable sales mix as well as inventory write-offs, integration costs and higher depreciation and amortization expense resulting from acquisition-related valuation adjustments.

Refrigerated Food

	Three Months Ended June 30,							Nine Months Ended June 30,						
					favorable/(unfavorable)							favorable/(unfavorable)		
dollars in millions	2018		2017		$ Change		% Change	2018		2017		$ Change		% Change
Net Sales	$	613.1	$	464.5	$	148.6	32%	$	1,723.7	$	1,395.8	$	327.9	23%
Segment Profit	$	56.5	$	41.2	$	15.3	37%	$	188.3	$	55.3	$	133.0	241%
Segment Profit Margin		9%		9%					11%		4%			

Net sales for the Refrigerated Food segment increased $148.6 million, or 32%, for the three months ended June 30, 2018, primarily due to the inclusion of net sales contributed by Bob Evans, which was acquired on January 12, 2018. Excluding this impact, net sales increased $36.6 million, or 8%. Egg product sales were up $35.6 million, or 10%, with volume up 5%, due to increased volumes in the foodservice channel and higher average net selling prices resulting from higher market-based egg prices and a favorable sales mix. Refrigerated potato product sales were up $1.8 million, or 4%, with volume up 2%, due to volume gains in the foodservice channel, partially offset by declines in the retail channel. Cheese and other dairy case products sales were down $0.8 million, or 1%, with volume down 6%, primarily due to branded cheese distribution losses. Compared to the prior year (pre-acquisition) period, sales for our Bob Evans business were up, driven by volume gains in refrigerated side dishes, partially offset by decreased sausage volumes, as well as the inclusion of incremental contribution from a prior year acquisition.

Net sales for the Refrigerated Food segment increased $327.9 million, or 23%, for the nine months ended June 30, 2018, primarily due to the inclusion of net sales from Bob Evans. Excluding this impact, net sales increased $108.3 million, or 8%. Egg product sales were up $104.1 million, or 10%, with volume up 5%, due to increased volumes in the foodservice channel combined with higher average net selling prices resulting from higher market-based egg prices and improved product mix. Refrigerated potato product sales were up $13.2 million, or 9%, with volume up 8%, due to volume gains in both the foodservice and retail channels. Cheese and other dairy case products sales were down $9.0 million, or 5%, with volume down 7%, primarily due to branded cheese distribution losses. Compared to the prior year (pre-acquisition) period, sales for our Bob Evans business were up, driven by increased refrigerated side dishes and sausage volumes, as well as the inclusion of incremental contribution from a prior year acquisition.

Segment profit increased $15.3 million, or 37%, for the three months ended June 30, 2018, as compared to the prior year period. Segment profit was impacted in the current year period by operating profit of $9.9 million attributable to Bob Evans, as well as a provision for legal settlement of $0.3 million. Excluding these impacts, segment profit increased $5.7 million, or 14%, primarily

due to increased volumes and higher average net selling prices, as previously discussed, partially offset by increased raw material costs and higher freight costs of $4.7 million (excluding volume-driven increases). Additionally, segment profit was negatively impacted by repair and clean-up expenses, lost revenue and corresponding lost margin related to modest service level issues resulting from a fire and municipal water boil order at two precooked egg facilities. The total negative impact on segment profit for these items was $3.5 million in the three months ended June 30, 2018. Segment profit for our Refrigerated Foods segment was also negatively impacted in the three months ended June 30, 2018 by integration costs of $1.5 million.

Segment profit increased $133.0 million, or 241%, for the nine months ended June 30, 2018. Segment profit was impacted in the current year period by a provision for legal settlement of $2.3 million, as well as operating profit of $9.0 million attributable to Bob Evans. Segment profit was impacted in the prior year period by a provision for legal settlement of $74.5 million. Excluding these impacts, segment profit increased $51.8 million, or 40%, primarily due to increased volumes and higher average net selling prices, as previously discussed, partially offset by higher freight costs of $12.6 million (excluding volume-driven increases), increased employee-related expenses and higher integration costs of $4.3 million. Additionally, segment profit was negatively impacted by repair and clean-up expenses, lost revenue and corresponding lost margin related to modest service level issues resulting from a fire and municipal water boil order at two precooked egg facilities. The total negative impact on segment profit for these items was $3.5 million in the nine months ended June 30, 2018. Segment profit for our Bob Evans business was negatively impacted in the nine months ended June 30, 2018, by integration costs of $7.1 million, an acquisition accounting-related inventory valuation adjustment of $4.8 million and acquisition-related costs of $2.5 million. Excluding these impacts, Bob Evans contributed $23.4 million to segment profit for the nine months ended June 30, 2018.

Active Nutrition

	Three Months Ended June 30,				Nine Months Ended June 30,			
			favorable/(unfavorable)				favorable/(unfavorable)	
dollars in millions	**2018**	**2017**	**$ Change**	**% Change**	**2018**	**2017**	**$ Change**	**% Change**
Net Sales	$ 216.4	$ 188.7	$ 27.7	15%	$ 607.6	$ 519.9	$ 87.7	17%
Segment Profit	$ 40.2	$ 28.0	$ 12.2	44%	$ 86.1	$ 74.1	$ 12.0	16%
Segment Profit Margin	19%	15%			14%	14%		

Net sales for the Active Nutrition segment increased $27.7 million, or 15%, for the three months ended June 30, 2018, primarily attributable to a 25% increase in protein shake and other ready-to-drink product volumes, partially offset by increased trade spending. The increase in protein shake and other ready-to-drink volumes was driven by increased consumption and distribution of shakes, as well as new product introductions. Volumes were down 10% for powders, primarily due to weakness in the domestic specialty channel, and 25% for bars, primarily due to lost distribution.

Net sales for the Active Nutrition segment increased $87.7 million, or 17%, for the nine months ended June 30, 2018, primarily attributable to protein shake and other ready-to-drink product volumes, which were up 29%, driven by increased consumption and distribution of shakes, as well as new product introductions. Volumes were down 9% for powders, primarily due to weakness in the domestic specialty channel, and 22% for bars, primarily due to lost distribution. Average net selling prices for the Active Nutrition segment were down primarily due to targeted price reductions and higher trade spending in the nine months ended June 30, 2018, as compared to the prior year period.

Segment profit increased $12.2 million, or 44%, for the three months ended June 30, 2018. This increase was driven by higher volumes, as previously discussed, and lower advertising and consumer spending of $3.7 million, partially offset by unfavorable raw material costs of $1.7 million and increased freight costs of $1.4 million (excluding volume-driven increases).

Segment profit increased $12.0 million, or 16%, for the nine months ended June 30, 2018. Segment profit in the nine months ended June 30, 2018, was impacted by a litigation settlement accrual of $9.0 million. Excluding this impact, segment profit increased $21.0 million, or 28%. This increase was driven by higher volumes, as previously discussed, lower advertising and consumer spending of $5.8 million and favorable manufacturing costs, partially offset by unfavorable raw material costs of $8.2 million, increased freight costs of $5.3 million (excluding volume-driven increases) and increased employee-related expenses to support growth.

Private Brands

	Three Months Ended June 30,				Nine Months Ended June 30,			
			favorable/(unfavorable)				favorable/(unfavorable)	
dollars in millions	2018	2017	$ Change	% Change	2018	2017	$ Change	% Change
Net Sales	$ 209.1	$ 192.3	$ 16.8	9 %	$ 628.1	$ 585.9	$ 42.2	7%
Segment Profit	$ 12.7	$ 13.1	$ (0.4)	(3)%	$ 43.8	$ 41.2	$ 2.6	6%
Segment Profit Margin	6%	7%			7%	7%		

Net sales for the Private Brands segment increased $16.8 million, or 9%, for the three months ended June 30, 2018. Nut butter sales increased 3%, with volume up 1%. Volume increases were primarily due to increases in tree-nut butter and traditional peanut butter, partially offset by decreases in roasting and granulation and organic peanut butter. Fruit and nut sales increased 58%, with volume up 46%, primarily due to retail distribution gains. Cereal and granola sales (excluding sales to the Post Consumer Brands segment) decreased 11%, with volume down 7%. Pasta sales decreased 1%, with volume down 2%, primarily due to declines in the food ingredient channel, partially offset by an increase in foodservice and comanufacturing volumes. The impact of lower volume was partially offset by increased average net selling prices as higher raw material costs were passed through to customers.

Net sales for the Private Brands segment increased $42.2 million, or 7%, for the nine months ended June 30, 2018. Nut butter sales increased 6%, with volume up 1%, primarily due to an increase in average net selling prices of conventional peanut butter as higher raw material costs were passed through to customers, as well as a favorable sales mix due to increases in higher-priced organic peanut butter and tree-nut butter volumes, combined with a decrease in lower-priced roasting and granulation volumes. Fruit and nut sales increased 27%, with volume up 12%, due to retail distribution gains. Cereal and granola sales (excluding sales to the Post Consumer Brands segment) decreased 11%, with volume down 7%. Pasta sales increased 5%, with volume up 6%, primarily due to increased foodservice, comanufacturing and governmental bid business volumes, combined with increased average net selling prices as higher raw material costs were passed through to customers.

Segment profit decreased $0.4 million, or 3%, for the three months ended June 30, 2018, primarily due to higher raw material costs (largely durum wheat and traditional peanuts) and increased freight and distribution costs. These negative impacts were partially offset by higher volumes, as previously discussed, lower manufacturing costs and decreased employee-related expenses. Segment profit for the three months ended June 30, 2017 was negatively impacted by an inventory write-off related to a small oven fire which occurred in the third quarter of fiscal 2017.

Segment profit increased $2.6 million, or 6%, for the nine months ended June 30, 2018, primarily due to higher volumes, a favorable sales mix and improved net selling prices, as previously discussed, improved gross margins resulting from the decision to exit certain low-margin business, lower manufacturing costs and decreased expenses related to comanufacturing agreements. These positive impacts were partially offset by higher raw material costs (largely durum wheat and traditional peanuts), increased freight costs and higher employee costs related to increased headcount to support the reorganized segment. Segment profit for the nine months ended June 30, 2017 was negatively impacted by an inventory write-off related to a small oven fire which occurred in the third quarter of fiscal 2017.

General Corporate Expenses (Income) and Other

	Three Months Ended June 30,				Nine Months Ended June 30,			
			favorable/(unfavorable)				favorable/(unfavorable)	
dollars in millions	2018	2017	$ Change	% Change	2018	2017	$ Change	% Change
General corporate expenses (income) and other	$ 31.0	$ (11.3)	$ (42.3)	374%	$ 104.8	$ 35.0	$ (69.8)	(199)%

General corporate expenses (income) and other increased $42.3 million, or 374%, during the three months ended June 30, 2018, primarily due to prior year net foreign currency gains of $33.5 million related to cash held in Pounds Sterling to fund the prior year acquisition of the Weetabix Group. Excluding this impact, general corporate expenses (income) and other increased $8.8 million, or 40%. The increase was primarily related to higher stock compensation costs of $2.6 million, increased losses (compared to gains in the prior year) related to mark-to-market adjustments on commodity and foreign currency hedges of $1.9 million, restructuring and plant closure costs related to the Post Consumer Brands segment of $2.1 million and integration costs related to the acquisition of Bob Evans of $0.5 million. These higher costs were partially offset by lower third party transaction costs of $0.9 million. For additional information on restructuring costs, see Note 4 within the "Notes to Condensed Consolidated Financial Statements."

General corporate expenses (income) and other increased $69.8 million, or 199%, during the nine months ended June 30, 2018, primarily due to prior year net foreign currency gains of $33.5 million related to cash held in Pounds Sterling to fund the prior year acquisition of the Weetabix Group. Excluding this impact, general corporate expenses (income) and other increased $36.3 million,

or 53%. The increase was primarily related to higher third party transaction-related costs of $17.2 million primarily related to the acquisition of Bob Evans, integration costs related to the acquisition of Bob Evans of $6.1 million, higher stock compensation costs of $3.2 million, restructuring and plant closure costs related to the Post Consumer Brands segment of $4.0 million and higher employee-related expenses to support growth. These higher costs were partially offset by increased gains related to mark-to-market adjustments on commodity and foreign currency hedges of $2.6 million. For additional information on restructuring costs, see Note 4 within the “Notes to Condensed Consolidated Financial Statements.”

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.

During the nine months ended June 30, 2018, we repurchased and retired principal value of outstanding debt totaling $261.3 million consisting of portions of our 5.625% senior notes due in January 2028, our 5.75% senior notes due in March 2027, our 5.00% senior notes due in August 2026 and our 8.00% senior notes due in July 2025.

During the nine months ended June 30, 2018, we repurchased 2.9 million shares of our common stock at an average share price of $76.21 for a total cost of $218.7 million, including broker’s commissions.

In March 2018, we amended our credit agreement (as amended and restated, the “Credit Agreement”) to reduce the interest rate margin for our $2.2 billion term loan by 25 basis points such that a Eurodollar Rate Loan accrues interest at the Eurodollar Rate plus 2.00% per annum, and a Base Rate Loan accrues interest at the Base Rate plus 1.00% per annum (as such terms are defined in the Credit Agreement).

In connection with the acquisition of Bob Evans, we had accrued $262.1 million at June 30, 2018, related to amounts owed to former holders of shares of Bob Evans common stock who demanded appraisal of their shares under Delaware law and have not withdrawn their demands. The liability is reported in “Other liabilities” on the Condensed Consolidated Balance Sheet and includes accrued interest at the Federal Reserve Discount Rate plus a spread of 5.00%.

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

	Nine Months Ended June 30,	
dollars in millions	**2018**	**2017**
Cash provided by operating activities	$ 591.1	$ 214.4
Cash used in investing activities	(1,598.8)	(202.2)
Cash (used in) provided by financing activities	(173.9)	1,282.0
Effect of exchange rate changes on cash	(1.7)	34.9
Net (decrease) increase in cash and cash equivalents	$ (1,183.3)	$ 1,329.1

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 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 15 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. Additionally, we may seek to repurchase shares of our common stock. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Operating Activities

Cash provided by operating activities for the nine months ended June 30, 2018 increased $376.7 million compared to the prior year period, driven by incremental cash flows from our current year acquisition of Bob Evans and prior year acquisition of the Weetabix Group and strong growth within our existing businesses, primarily in our Refrigerated Food and Active Nutrition segments. Additionally, cash provided by operating activities increased due to lower payments of advertising and consumer expenses and employee incentives and lower interest payments of $3.8 million, partially offset by an accelerated pension funding contribution of $29.6 million made to our qualified defined benefit plans in the United States. Cash flows in the prior year were negatively impacted by $103.0 million of legal settlements paid in the nine months ended June 30, 2017.

Investing Activities

Cash used in investing activities for the nine months ended June 30, 2018 increased $1,396.6 million compared to the prior year period, driven by an increase in cash paid for acquisitions related to our current year acquisition of Bob Evans, as well as an increase in capital expenditures of $17.1 million. The increase in capital expenditures is primarily related to the cage-free housing conversion at our Bloomfield, Nebraska egg facility. The prior year cash flow was also impacted by $10.5 million of proceeds received from the sale of our cereal plant located in Modesto, California and our Dymatize manufacturing facility located in Farmers Branch, Texas.

Financing Activities

Cash used in financing activities for the nine months ended June 30, 2018 was $173.9 million compared to cash provided by financing activities of $1,282.0 million in the prior year period. In fiscal 2018, we received proceeds from the issuance of our 5.625% senior notes due in January 2028 of $1,000.0 million. In connection with this senior notes issuance, combined with payments on prior year senior notes issuances, we paid $10.5 million in debt issuance costs. In addition, we repaid the outstanding principal balance of our 6.00% senior notes due in December 2022, a portion of the principal balances of our 5.625% senior notes due in January 2028, 5.75% senior notes due in March 2027, 5.00% senior notes due in August 2026 and 8.00% senior notes due in July 2025 and made quarterly principal payments on our term loan, which resulted in total principal payments of $900.5 million. We paid premiums and other expenses of $33.7 million related to the early extinguishment of the senior notes and costs associated with the amendment of our credit agreement. We also repurchased 2.9 million shares of our common stock for $218.7 million, including broker's commissions, during the nine months ended June 30, 2018.

In the nine months ended June 30, 2017, we received proceeds from the issuance of long-term debt of $3,950.0 million related to the issuance of $1,750.0 million principal of 5.50% and 5.75% senior notes and $2.2 billion under our Term Loan. A portion of the proceeds from the issuances were used to repay the outstanding principal balances of our 7.375%, 6.75% and 7.75% senior notes and a portion of our 8.00% senior notes, which combined with payments of other debt resulted in total principal payments of $2.1 billion. Related to the repayments of long-term debt, we paid tender premiums of $219.8 million for the early extinguishment of the senior notes. For the issuance of the new senior notes, the amendment and restatement of our prior credit agreement and the borrowings under our Term Loan, we paid $52.4 million in debt issuance costs and deferred financing fees. We also repurchased 3.9 million shares of our common stock at a total cost of $313.8 million, including broker's commissions, during the nine months ended June 30, 2017.

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 June 30, 2018, 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 June 30, 2018, 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, financial condition and cash flows 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 categories 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 or availability of certain raw materials, commodities or packaging used to manufacture our products, higher energy costs or higher transportation costs;
- 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;
- our ability and timing to close the proposed transaction with THL Equity Fund VIII Investors (PB), LLC, an affiliate of Thomas H. Lee Partners, L.P. ("THL"), to capitalize our private brands business, including obtaining the required regulatory approvals and the satisfaction of other closing conditions in the transaction agreement;
- our ability to obtain a bridge loan and amend our credit agreement, and our private brands business' ability to obtain permanent financing, in conjunction with the proposed transaction with THL;
- the potential for disruption to us and our private brands business from ongoing business operations in order to complete the proposed transaction with THL and the potential loss of key employees as a result of the transaction;
- 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 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 the appraisal proceedings brought in connection with our acquisition of Bob Evans by former 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 Group business and obtain expected cost savings and synergies of the acquisition within the expected timeframe;
- the ability of our and our customers' private brand products to compete with nationally branded products;
- disruptions or inefficiencies in the 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, agricultural diseases and pests or 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 or other postretirement plans;
- costs, business disruptions and reputational damage associated with information technology failures, cybersecurity incidents 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, in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017, filed with the SEC on November 17, 2017 and in our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2017, filed with the SEC on February 2, 2018.

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 June 30, 2018, we had a total notional amount of $87.8 million of such instruments outstanding. The fair values of the commodity and energy contracts consist of assets of $9.8 million and liabilities of $2.9 million. For more information, refer to Note 12 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 June 30, 2018, we had a total notional amount of $674.8 million of such instruments outstanding. The fair value of foreign exchange contracts consists of assets of $17.4 million and liabilities of $25.4 million. For additional information, refer to Note 12 within the “Notes to Condensed Consolidated Financial Statements.”

Interest Rate Risk

As of June 30, 2018, we had outstanding principal value of indebtedness of $7,304.4 million related to our senior notes, term loan and capital lease and an undrawn $800.0 million revolving credit facility. The revolving credit facility has outstanding letters of credit of $17.3 million, which reduced the available borrowing capacity to $782.7 million, at June 30, 2018. Of the total $7,304.4 million of outstanding indebtedness, $5,126.4 million bears interest at fixed rates with a weighted-average interest rate of 5.5%.

As of June 30, 2018, we had interest rate swaps with a notional value of $2,724.3 million consisting of:

- $75.0 million resulting in cash payments which began in July 2016 and will continue through May 2021;

- $750.0 million which will result in four net settlements with the first occurring in July 2019 and the last in July 2021;
- $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.

The fair values of interest rate swap contracts consist of assets of $30.9 million and liabilities of $139.9 million.

For additional information regarding our interest rate swaps and debt, refer to Notes 12 and 15 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 nine months ended June 30, 2018, 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 June 30, 2018 and the Company believes they were operating effectively. Additionally, in connection with the Company's acquisition of the Weetabix Group in fiscal 2017 and Bob Evans in fiscal 2018, management is in the process of analyzing, evaluating and, where necessary, implementing changes in controls and procedures. This process may result in additions or changes to the Company's internal control over financial reporting. There were no other changes in the Company's internal control over financial reporting during the quarter ended June 30, 2018, 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 types of plaintiffs: (1) a nationwide class of direct purchasers of shell eggs ("direct purchaser class"); (2) individual companies (primarily large grocery chains and food companies that purchase considerable quantities of eggs) that opted out of various settlements and filed their own complaints related to their purchases of shell eggs and egg products ("opt-out plaintiffs"); and (3) indirect purchasers of shell eggs ("indirect purchaser plaintiffs").

Resolution of claims: (1) In December 2016, Michael Foods settled all claims asserted against it by the direct purchaser class for a payment of $75.0 million, which was approved by the district court on December 21, 2017; (2) Michael Foods settled all claims asserted against it by opt-out plaintiffs related to shell egg purchases on confidential terms on January 19, 2017; and (3) in June 2018, Michael Foods settled all claims asserted against it by indirect purchaser plaintiffs on confidential terms. Michael Foods has at all times denied liability in this matter, and no settlement contains any admission of liability by Michael Foods.

Remaining portion of the case: Michael Foods remains a defendant only with respect to claims that seek damages based on purchases of egg products by opt-out plaintiffs. The district court had granted summary judgment precluding any claims for egg products purchases by opt-out plaintiffs, but the Third Circuit Court of Appeals reversed and remanded these claims for further pre-trial proceedings. Defendants have sought leave to file a motion for summary judgment dismissing these claims and a decision is pending.

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 portion 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 this remaining portion of the egg antitrust litigation. Accordingly, the Company cannot predict what impact, if any, this remaining matter and any results from such matter could have on the Company's future results of operations or cash flows.

Bob Evans Appraisal Proceedings

Prior to completion of the Company's acquisition of Bob Evans Farms, Inc. ("Bob Evans") on January 12, 2018, Bob Evans received demands from certain stockholders demanding appraisal of their shares of Bob Evans common stock. After the completion of the acquisition, several such former stockholders filed petitions in the Delaware Court of Chancery (*Arbitrage Fund v. Bob Evans Farms, Inc.* filed on January 23, 2018; *Blue Mountain Credit Alternatives Master Fund L.P., et al. v. Bob Evans Farms, Inc.* filed on April 30, 2018; and *2017 Clarendon LLC, et al. v. Bob Evans Farms, Inc.* filed on April 30, 2018) seeking appraisal of their shares of Bob Evans common stock pursuant to Section 262 of the Delaware General Corporation Law ("Section 262"). The lawsuits seek appraisal for such shares, plus statutory interest, as well as the costs of the proceedings and such other relief as appropriate. Under Section 262, persons who were stockholders at the time of the closing are entitled to have their shares appraised by the Delaware Court of Chancery and receive payment of the "fair value" of such shares (plus statutory interest) as determined by the Delaware Court of Chancery so long as such persons comply with applicable procedural requirements. By virtue of these lawsuits, approximately 3.3 million shares of Bob Evans common stock (which were held by such former stockholders) are before the court for appraisal. As of completion of the acquisition, former Bob Evans stockholders can no longer submit new demands for appraisal. All other former stockholders have been paid for their shares at the $77.00 per share merger consideration amount. The Company intends to vigorously defend the cases.

At June 30, 2018, the Company had an accrual of $262.1 million included in "Other liabilities" on the Condensed Consolidated Balance Sheet for these matters, which is the number of shares of Bob Evans common stock for which former Bob Evans stockholders have demanded appraisal and have not withdrawn their demands multiplied by the $77.00 per share merger consideration, plus statutory interest (see Note 3 within the "Notes to Condensed Consolidated Financial Statements"). There were no accruals for these matters at September 30, 2017. While the Company believes its accrual for these matters is appropriate, the final amounts required to resolve such matters could differ materially and the Company's results of operations and cash flows could be materially affected. Accordingly, the Company cannot predict what impact, if any, these matters and any results from such matters could have on the Company's future results of operations or cash flows.

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 (the "SEC") on November 17, 2017, as of and for the year ended September 30, 2017, and in our Quarterly Report on Form 10-Q, filed with the SEC on February 2, 2018, in addition to the risk factors set forth below. These risks could materially and adversely affect our business, financial condition and results of operations. The 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.

Our proposed transaction with THL to capitalize our private brands business is subject to the satisfaction of certain conditions and may not be consummated.

On August 2, 2018, we, together with our subsidiary 8th Avenue Food & Provisions, Inc. ("8th Avenue"), which will be the holding company for our private brands business, entered into a transaction agreement (the "Transaction Agreement") with THL Equity Fund VIII Investors (PB), LLC ("THL"). Upon closing of the transactions contemplated by the Transaction Agreement, 8th Avenue will become the holding company for our private brands business, reported herein as our Private Brands segment, and we will receive total proceeds of $875.0 million, consisting of (i) $250.0 million from THL and (ii) $625.0 million from a committed senior increasing rate bridge loan (the "Bridge Loan"). Completion of the transactions contemplated by the Transaction Agreement is subject to certain closing conditions, including the conditions described below.

The Bridge Loan will be assumed by 8th Avenue at the time of the closing of the transactions, but we will retain the proceeds of the Bridge Loan. Promptly after the closing of the transactions, 8th Avenue intends to refinance the Bridge Loan by entering into a permanent credit facility providing for an amount at least equal to the amount of the Bridge Loan (the "Permanent Financing"). In addition, in order to consummate the transactions, we will be required to amend our Amended and Restated Credit Agreement (as amended, the "Credit Agreement") to allow 8th Avenue and its subsidiaries to be designated as "unrestricted subsidiaries," which will release 8th Avenue and its subsidiaries as secured guarantors thereunder, and we will be required to designate 8th Avenue and its subsidiaries as "unrestricted subsidiaries" under our senior notes indentures, which will release 8th Avenue and its subsidiaries as guarantors of our senior notes indentures. The Transaction Agreement includes closing conditions that we obtain the Bridge Loan, that 8th Avenue will have certified that the Permanent Financing will be available promptly following the consummation of the transactions, and that we have obtained the requisite amendments to our Credit Agreement and have designated 8th Avenue and its subsidiaries as unrestricted subsidiaries under our senior notes indentures.

THL's investment in 8th Avenue is subject to review under applicable antitrust laws and the closing of the transactions is subject to the condition that the applicable waiting periods under the antitrust laws, and any applicable extensions thereof, have expired. We cannot provide assurance that all required regulatory clearances will be obtained. Although the Transaction Agreement provides that we are not required to commit to dispositions of assets in order to obtain regulatory clearance, if we determine to take such actions in order to close the transactions, it could be detrimental to 8th Avenue following the consummation of the transactions. Even if any applicable statutory waiting period expires, the Department of Justice, the Federal Trade Commission, state attorneys general, or other regulatory authorities could seek to block or challenge the transactions, or seek the divestiture of assets or seek other remedies as they deem necessary at any time, including after completion of the transactions. Furthermore, in some circumstances, a third party could initiate a private action under antitrust laws challenging or seeking to enjoin the transactions, before or after they are completed. We may not prevail and may incur significant costs in defending or settling any action under the antitrust laws.

We expect the transactions to close in the fourth calendar quarter of 2018 (our fiscal year 2019 first quarter). There can be no assurance, however, that all closing conditions for the transactions will be satisfied and, if they are satisfied, that they will be satisfied in time for the closing to occur during the period noted above. The Transaction Agreement may be terminated under certain limited circumstances, and the Transaction Agreement may be terminated if the closing conditions have not been satisfied or waived by February 2, 2019.

Completion of the transactions contemplated by the Transaction Agreement may be disruptive to the private brands business.

Our private brands business has been, and will continue to be, required to devote significant management and employee attention and resources to matters relating to the Transaction Agreement. These matters have the potential to disrupt the private brands business from its ongoing business operations and could adversely affect the private brands' business, financial results, financial condition and cash flow. In addition, the private brands business could lose key employees as a result of the transaction.

Failure to complete the transactions contemplated by the Transaction Agreement could impact our stock price and our future business and financial results.

If the transactions contemplated by the Transaction Agreement are not completed, our ongoing business and financial results may be adversely affected, and we will be subject to a number of risks, including the following:

- depending on the reasons for the failure to complete the transactions, we could be liable to THL for monetary or other damages in connection with the termination or breach of the Transaction Agreement;
- we have dedicated significant time and resources, financial and otherwise, in planning for the transactions, of which we would lose the benefit if the transactions are not completed;
- we are responsible for certain transaction costs relating to the transactions, whether or not the transactions are completed;
- while the Transaction Agreement is in force, our private brands business is subject to certain restrictions on the conduct of its business; and
- matters relating to the transactions have required substantial commitments of time and resources by our management, whether or not the transactions are completed, which could otherwise have been devoted to other opportunities that may have been beneficial to us.

In addition, if the transactions are not completed, we may experience negative reactions from the financial markets and from our shareholders and employees. We also may be subject to litigation related to any failure to complete the transactions or to enforcement proceedings commenced against us to perform our obligations under the Transaction Agreement. If the transactions are not completed, these risks may materialize and may adversely affect our business, financial results, financial condition and cash flows, as well as the price of our common stock.

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 three months ended June 30, 2018:

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)
April 1, 2018- April 30, 2018	358,371	$78.08	358,371	$65,522,418
May 1, 2018- May 31, 2018	599,269	$76.59	599,269	$314,015,626
June 1, 2018- June 30, 2018	75,723	$78.91	75,723	$308,040,311
Total	1,033,363	$77.28	1,033,363	$308,040,311

(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 had an expiration date of June 6, 2019. However, on May 2, 2018, our Board of Directors terminated the authorization effective May 6, 2018 and approved a new authorization to repurchase up to $350,000,000 of shares of our common stock to begin on May 7, 2018. As of May 6, 2018, the approximate dollar value of shares that could yet be purchased under the prior authorization was $55,609,600. The table discloses the approximate dollar value of shares that may yet be purchased under the new authorization as of June 30, 2018.

ITEM 6. EXHIBITS.

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

Exhibit No.	Description
*‡2.1	Transaction Agreement, dated as of August 2, 2018, by and among THL Equity Fund VIII Investors (PB), LLC, 8th Avenue Food & Provisions, Inc. and Post Holdings, Inc. (Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on August 2, 2018)
*3.1	Amended and Restated Articles of Incorporation of Post Holdings, Inc. (Incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q filed on February 2, 2018)
*3.2	Amendment of Amended and Restated Articles of Incorporation of Post Holdings, Inc. (Incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q filed on February 2, 2018)
*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 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)
*4.2	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)
*4.3	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)
*4.4	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)
*4.5	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)
*4.6	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)
*4.7	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)
**†10.48	Form of Cliff Vesting Stock-Settled Restricted Stock Unit Agreement (two year vesting)
**†10.49	Letter of Understanding, dated as of June 4, 2018, by and between Post Holdings, Inc. and Chris Neugent
**†10.50	Amendment to Side Letter Agreement, effective as of July 31, 2018, by and among James E. Dwyer, Jr., Post Holdings, Inc. and Dakota Growers Pasta Company, Inc.
**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 August 3, 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 August 3, 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 August 3, 2018
**101	Interactive Data File (Form 10-Q for the quarterly period ended June 30, 2018 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.

‡ Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company hereby undertakes to furnish copies of any of the omitted schedules and exhibits upon request by the U.S. Securities and Exchange Commission.

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:	August 3, 2018	By:	/s/ Jeff A. Zadoks
			Jeff A. Zadoks
			EVP and Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 10.48

POST HOLDINGS, INC.
RESTRICTED STOCK UNIT AGREEMENT

POST HOLDINGS, INC. (the "Company"), hereby grants to the individual named below (the "Grantee") an award of restricted stock units (the "Restricted Stock Units") set forth below, effective on the Date of Grant set forth below, subject to the Grantee timely executing and delivering to the Company, pursuant to such procedures as the Company will establish from time to time, this Restricted Stock Unit Agreement (this "Agreement"). The Restricted Stock Units shall vest and become payable in Shares according to the vesting schedule described below, subject to earlier termination of the Restricted Stock Units, as provided in this Agreement and the terms and conditions of the Post Holdings, Inc. 2016 Long-Term Incentive Plan (the "Plan"). Capitalized terms used but not defined in this Agreement shall have the same definitions as in the Plan.

Grantee:	
Number of Restricted Stock Units:	
Date of Grant:	
Vesting Schedule:	Full vesting on the second (2nd) anniversary of the Date of Grant (two-year cliff vesting)

1. Grant Award. Each Restricted Stock Unit represents the right to receive one Share with respect to each Restricted Stock Unit that vests as set forth in the vesting schedule above and in Section 2 (such date, the "Vesting Date", and the portion of the Restricted Stock Units that vests on such date is hereafter referred to as the "Vested Units").

2. Vesting and Forfeiture.

(a) *Time of Vesting*. The vesting of Restricted Stock Units on a Vesting Date is, in all cases, subject to the Grantee's continued employment with the Company (or its Affiliates or Parent, as applicable) through the applicable Vesting Date set forth above. Notwithstanding the foregoing:

(i) If the Grantee's employment with the Company or its Affiliates or Parent is involuntarily terminated without Cause before the original Vesting Date set forth in the Vesting Schedule above, and the accelerated vesting provisions set forth in Section 2(b) hereof do not apply, a number of Restricted Stock Units will vest and become Vested Units upon the Grantee's termination of employment, as follows: (A) if the termination of employment occurs on or before the first anniversary of the Date of Grant, the number of Restricted Stock Units that vest will be one-half of the total number of Restricted Stock Units granted as set forth above; and (B) if the termination of employment occurs after the first anniversary of the Date of Grant but before the second anniversary of the Date of Grant, all of the Restricted Stock Units granted as set forth above will vest (by way of example, if such termination of employment without Cause occurs 13 months following the Date of Grant, all of the Restricted Stock Units would vest under this Section 2(a)(i)); and

(ii) All unvested Restricted Stock Units will become Vested Units as of the date of the Grantee's death or Disability, if such events occur prior to the applicable Vesting Date.

(b) *Accelerated Vesting*. In addition to the accelerated vesting that may occur following a Change in Control pursuant to Section 6(g) of the Plan, in the event the Grantee's employment with the Company or its Affiliates or Parent will terminate as a result of the Grantee being employed with a business unit or Subsidiary of the Company that is intended to be transferred to an unaffiliated person, and as a result such business unit or Subsidiary will cease to be a part or Affiliate of the Company or its Parent, and such unaffiliated person or its affiliates does not agree to assume in writing, on substantially the same terms, the Restricted Stock Units and the obligations hereunder, the unvested Restricted Stock Units shall become Vested Units as of immediately prior to the date such transfer is

consummated and otherwise treated in accordance with the Agreement and the Plan and the requirements of Section 409A of the Code.

(c) *Forfeiture Upon Termination of Employment.* Except as specifically provided in Sections 2(a) and (b), in the event that the Grantee's employment terminates for any reason or no reason, with or without Cause, voluntarily or involuntarily, the Grantee shall forfeit all Restricted Stock Units which are not, as of the time of such termination, Vested Units, and the Grantee shall not be entitled to any payment or other consideration with respect thereto.

3. Settlement of the Vested Units.

(a) *Settlement.* Subject to all the terms and conditions set forth in this Agreement and the Plan, the Company shall issue to the Grantee a number of Shares equal to the number of Vested Units no later than sixty (60) days after the applicable Vesting Date.

(b) *Compliance with Laws.* The grant of the Restricted Stock Units and issuance of Shares upon settlement of the Vested Units shall be subject to and in compliance with all applicable requirements of federal, state and foreign law with respect to such securities, other law or regulations and the requirements of any stock exchange or market system upon which the Stock may then be listed. The Company's inability to obtain permission or other authorization from any relevant regulatory body necessary to the lawful issuance of any Shares subject to the Vested Units shall relieve the Company of any liability in respect of the failure to issue such Shares as to which such requisite authority was not obtained. As a condition to the settlement of the Vested Units, the Company may require the Grantee to satisfy any qualifications that may be necessary or appropriate, to evidence compliance with any applicable law or regulation and to make any representation or warranty with respect thereto.

(c) *Registration.* Shares issued in settlement of the Vested Units shall be registered in the name of the Grantee. Such Shares may be issued either in certificated or book entry form. In either event, the certificate or book entry account shall bear such restrictive legends or restrictions as the Company, in its sole discretion, shall require.

4. Incorporation of the Plan by Reference. The award of Restricted Stock Units pursuant to this Agreement is granted under, and expressly subject to, the terms and provisions of the Plan, which terms and provisions are incorporated herein by reference. The Grantee hereby acknowledges that a copy of the Plan has been made and remains available to the Grantee.

5. Committee Discretion. This Award has been made pursuant to a determination made by the Committee. Notwithstanding anything to the contrary herein, the Committee shall have the authority as set forth in the Plan.

6. No Right to Continued Employment. Nothing in this Agreement shall be deemed to create any limitation or restriction on such rights as the Company or its Affiliates or Parent otherwise would have to terminate the employment of the Grantee at any time for any reason.

7. Withholding of Taxes. In addition to any rights the Company may have pursuant to Section 13(d) of the Plan, the Company shall make such provisions for the withholding or payment of taxes as it deems necessary under applicable law and shall have the right to deduct from payments of any kind otherwise due to the Grantee or alternatively to require the Grantee to remit to the Company an amount in cash, by wire transfer of immediately available funds, certified check or such other form as may be acceptable to the Company, sufficient to satisfy at the time when due any federal, state, or local taxes or other withholdings of any kind required by law to be withheld with respect to the Restricted Stock Units.

8. Entire Agreement. This Agreement and the Plan contain the entire understanding of the parties with respect to the subject matter hereof and supersede all prior agreements, understandings and negotiations between the parties with respect to the subject matter hereof.

9. Governing Law. To the extent federal law does not otherwise control, this Agreement shall be governed by the laws of the State of Missouri, without giving effect to principles of conflicts of laws. The Grantee

shall be solely responsible to seek advice as to the laws of any jurisdiction to which he or she may be subject, and participation by the Grantee in the Plan shall be on the basis of a warranty by the Grantee that he or she may lawfully so participate without the Company being in breach of the laws of any such jurisdiction.

10. Not Assignable or Transferable. Restricted Stock Units shall not be assignable or transferable other than by will or by the laws of descent and distribution. Notwithstanding the foregoing, the Grantee may request authorization from the Committee to assign his or her rights with respect to the Restricted Stock Units granted herein to a trust or custodianship, the beneficiaries of which may include only the Grantee, the Grantee's spouse or the Grantee's lineal descendants (by blood or adoption), and, if the Committee grants such authorization, the Grantee may assign his or her rights accordingly. In the event of any such assignment, such trust or custodianship shall be subject to all the restrictions, obligations, and responsibilities as apply to the Grantee under the Plan and this Agreement and shall be entitled to all the rights of the Grantee under the Plan.

11. Specified Employee Delay and Separation. Notwithstanding anything herein to the contrary, in the event that the Grantee is determined to be a specified employee within the meaning of Section 409A of the Code, payment on account of termination of employment shall be made on the earlier of the first payroll date which is more than six months following the date of the Grantee's termination of employment, or the Grantee's death, in any event only to the extent required to avoid any adverse tax consequences under Section 409A of the Code. References to termination of employment and similar phrases or terms under this Agreement shall mean a "separation from service" within the meaning of Section 409A of the Code, to the extent necessary to comply with Section 409A of the Code.

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed on its behalf, and the Grantee has signed this Agreement to evidence his or her acceptance of the terms hereof, all as of the Date of Grant.

Post Holdings, Inc.		**Grantee**
By:	______________________	______________________
Name:	______________________	
Title:	______________________	

Exhibit 10.49

June 4, 2018

Chris Neugent
[Home address]

Re: Letter of Understanding – PHI Strategic Role

Dear Chris:

This Letter of Understanding ("Letter") between you and Post Holdings, Inc. (collectively "Parties") confirms the terms of your employment as you move from President & CEO of Post Consumer Brands ("PCB") into the role of Executive Vice President, Strategy, to Post Holdings, Inc. ("PHI"). Once signed by the Parties, this Letter will become effective on the date of your signature ("Effective Date"). This position will have a four-year employment period in exchange for the following:

- your continued full-time employment, with the compensation set forth below;
- your continued eligibility for employee benefits (as qualified by this Letter); and
- the opportunity to continue to vest in your outstanding equity awards, subject to terms of the agreements governing those awards, including the applicable PHI Long Term Incentive Plan (the 2012 or the 2016 LTIP) ("LTIPs").

Role

You will remain in your current position as CEO of PCB until July 23, 2018, when you will begin your new role. The compensation provided in this Letter will be in addition to any regular salary earned by you through July 22, 2018. In order to provide greater continuity, your employer will remain PCB for payroll, benefit and tax purposes. In your new role, you will continue to report to me and you will be asked to help acclimate a new CEO and President of PCB, provide expertise and support to Weetabix and Active Nutrition, provide strategic advice to PHI regarding mergers and acquisitions and long-term planning, and manage special projects as requested by me. Business travel expectations will not exceed travel currently required by your CEO role. Your employment as Executive Vice President will continue for a four-year period and end on July 23, 2022 unless you resign from your employment or your employment is terminated ("Employment Period"). Your base salary will not be reduced at any time after you assume the new role and before the end of the Employment Period, so long as you remain actively employed. The Parties may mutually agree in writing to extend the employment beyond the original four-year period.

For your convenience, office space will be provided for your use at Michael Foods or another facility equidistant to your home in the greater Minneapolis area. You will not be required to work from any other location at any time before the end of your Employment Period unless you provide your written consent. Your reasonable business expenses, including reasonable travel costs, will continue to be eligible for reimbursement under the applicable PCB expense reimbursement policy.

End of Employment

Unless otherwise mutually extended in writing, your last day of employment will be July 23, 2022. If you resign from your employment without Good Reason or are terminated for Cause before July 23, 2022, no additional payments under this Letter will be due, except for payment of your base salary earned through the date of resignation or termination of employment. For purposes of this Letter, where the term Cause is capitalized in this Letter, "Cause" shall mean (i) you willfully engaging in misconduct which is materially injurious to PHI or any entity in which Post Holdings owns an equity interest ("Affiliate"), or (ii) your conviction of a felony or a crime involving moral turpitude. For purposes of this Letter, "Good Reason" shall mean the occurrence of one or more of

the following, which circumstances are not remedied by PHI or PCB within thirty (30) days after its receipt of a written notice describing the applicable circumstances, which notice must be provided within 90 days after the occurrence of such circumstances: (i) a material decrease in your base salary; or (ii) a geographical relocation of your principal office location by more than 50 miles in each case without your written consent; provided that you must actually terminate your employment within thirty (30) days following the cure period.

In the event, after the Effective Date but prior to July 23, 2022: (i) PHI or PCB terminates your employment without Cause, or (ii) that you resign for Good Reason, or (iii) of your death or Disability which occurs prior to (i) or (ii), PHI agrees to pay you (or cause your employer to pay you) in one sum, in cash, the value of all remaining salary you otherwise would have received from the effective date of your resignation for Good Reason, your termination without Cause, or your death or your Disability, through July 23, 2022. Furthermore, in the event that PHI or PCB terminates your employment without Cause or you resign for Good Reason (and for the sake of clarity, not in cases of death or Disability) after the Effective Date but prior to July 23, 2021, in addition to the amount of the cash lump sum payment due to you under the foregoing sentence you will receive an additional lump sum payment, in cash, of $1,500,000 (one million five hundred thousand dollars). Such lump sum payments described in this paragraph will be made within 60 days following your termination of employment, death or Disability, and except for in the event of death will be subject to your signing and not revoking a release of claims in favor of PHI and its Affiliates in the form provided by PHI. In the event that the period during which you may consider, execute and have a release of claims become non-revocable spans two calendar years, any payment that could be made during that period will be made in the later of the two calendar years. For this purpose, Disability is defined as you being unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months. Post may rely on any determination that you are disabled for purposes of benefits under the Post long-term disability plan in which you participate, provided that the definition of disability applied under that plan meets the requirements of a Disability as provided in the previous sentence.

You will be eligible for a cash lump-sum payment in the amount of $32,000 (thirty-two thousand dollars) to be paid within 60 days after the earliest of the following events to occur: (a) July 23, 2022, provided that your last day of employment with PHI or its Affiliates is July 23, 2022, or (b) the date of your termination if PHI or PCB terminates your employment without Cause or you resign for Good Reason after the Effective Date but prior to July 23, 2022. For avoidance of doubt, in order to be eligible to receive payment under “(a)” above, you must remain continuously employed by PHI or its Affiliate from and after the Effective Date through July 23, 2022, and if you resign from your employment other than for Good Reason or your employment otherwise terminates for any reason (other than an involuntary termination of employment without Cause) prior to such date, you will not be eligible to receive this payment.

In the event of your resignation or other termination of employment, the treatment of your equity awards will be governed by terms of the agreements governing those awards and the applicable LTIPs, including forfeiture of those awards not yet vested.

Compensation and Benefits

Effective July 23, 2018, your base salary will be $987,000 (nine hundred and eighty-seven thousand dollars) per year. This compensation will be paid as salary according to the regular payroll schedule for PCB employees during the Employment Period.

All compensation to be paid pursuant to the terms of this Letter is subject to required tax withholding and employee benefit deductions. PHI makes no guarantees or warranties regarding the tax consequences of any payment that is made in accordance with the terms of this Letter.

In your new position, you will continue to be eligible for the same benefit plans sponsored by PHI available to salaried, exempt employees, including but not limited to, group life, medical, dental and/or disability insurance. PHI reserves the right to amend or terminate benefit plans and programs and nothing in this Letter should be deemed

to modify or amend any benefit plan or program. Notwithstanding the foregoing, beginning on the Effective Date, you will no longer be eligible for the Post Holdings, Inc. Executive Severance Plan or other severance plan sponsored by PHI or its Affiliates, such that when your employment terminates, no severance benefits will be due to you under such plans. You will not accrue vacation or PTO during the Employment Period.

You will be eligible to continue to earn a FY18 cash bonus subject to the complete terms of the Post Holdings, Inc. Annual Bonus Program, including applicable performance criteria in place for FY18, which bonus shall be paid in accordance with the Program and which shall be paid based upon a full year of employment and not prorated based upon your change in role on July 23, 2018. With the exception of your receipt of any FY18 annual bonus which would occur after you assume your new role, as of the Effective Date you will no longer be eligible for participation in any other annual bonus program or long-term cash bonus program provided by PHI or its Affiliates.

In addition, as a continuing employee of PHI or its Affiliates, you will continue to vest in your outstanding restricted stock unit and non-qualified stock option awards according to the terms of the agreements governing those awards and the terms of the Post Holdings, Inc. 2012 Long-Term Incentive Plan or the Post Holdings, Inc. 2016 Long-Term Incentive Plan, as applicable. Beginning with the Effective Date you will not be eligible for additional grants of equity or equity-based compensation.

In accepting this new role and compensation and other benefits, you would be required to execute this Letter. This Letter, in conjunction with the LTIPs and agreements governing your equity awards, supersede any prior agreements, whether written or oral, regarding this matter. No other communications or representations, written or oral, made prior to this Letter are deemed to amend or modify its terms. This Letter may not be amended unless the amendment is in writing executed by PHI and you. Notwithstanding the foregoing, in the event of any corporate restructuring or reorganization, or in the event PCB ceases to be a wholly-owned subsidiary of PHI, PHI reserves the right to transfer your employment from PCB to PHI or another Affiliate of PHI, and to assign the rights and obligations of this Letter to another Affiliate of PHI without your consent but with written notice to you of such change. For the sake of clarity, you will not be deemed to have experienced an involuntary termination of employment for purposes of receiving any compensation under this Letter solely because your employment from is transferred from PCB to PHI or another Affiliate of PHI.

This Letter and all determinations made and actions taken pursuant to this Letter shall be governed by the laws of Missouri, without giving effect to principles of conflicts of laws. The Parties agree that they will use good faith efforts to resolve any dispute, claim or other action relating to this Letter. If the matter cannot be resolved, the Parties agree to mediate the dispute with a mutually acceptable mediator in Minneapolis, Minnesota. If the dispute cannot be resolved through mediation, the Parties agree to submit the dispute to binding arbitration using a mutually acceptable arbitrator. The costs of mediation and arbitration should be borne equally by the parties except that each party shall pay its/his own attorneys' fees.

PHI agrees to reimburse you for your legal expenses incurred in reviewing this Letter in the amount of the actual cost of such legal services, up to a maximum of $15,000 (fifteen thousand dollars), provided you submit a written request for such reimbursement to Diedre Gray with supporting documentation within 45 days of the Effective Date of this Letter. Any such reimbursements will be made within 30 days following your submission of the request.

Outside Employment and Conflicts

During the Employment Period, you will not accept work on behalf of or with any Competing Company as a consultant, employee, advisor, manager, representative, associate, investor, director, owner or otherwise. For purposes of this Letter, "Competing Company" is defined as a business that competes directly with a PHI material line of business, and one where you have acquired specific knowledge or expertise of that line of business through your employment with PHI. Notwithstanding the foregoing, during the Employment Period, you agree you will avoid any conflicts with PHI and its Affiliates. Should PHI have reason to believe that you are engaging in activity that violates this provision, it will provide you with a written notice of such alleged violation and you will respond within fifteen (15) days after receipt of the written notice.

Internal Revenue Code Section 409A

Payments made pursuant to this Letter are intended to be exempt from, or to otherwise comply with, Section 409A of the Internal Revenue Code, as amended, and the Treasury regulations and guidance issued thereunder (collectively, "Code Section 409A"). PHI reserves the right, to the extent it deems necessary or advisable and with your consent, which shall not be unreasonably withheld, to take any actions as it determines are necessary or appropriate so that the Letter qualifies for exemption from, or complies with the requirements of, Code Section 409A; provided, however, that PHI makes no representation that any payment made under this Letter will be exempt from, or will comply with, Code Section 409A. Notwithstanding anything herein to the contrary, to the extent applicable, you are a "specified employee" within the meaning of Code Section 409A, and only to the extent necessary to avoid adverse tax consequences under Code Section 409A, no compensation under this Letter will be distributed on account of your Separation of Service, as defined by Code Section 409A, before the date which is six months following the date of the Separation of Service. Amounts that would have been paid during the delay will be paid on the first business day following the six-month delay.

If any payment required by this Letter is an "excess parachute payment" as such term is described in Section 280G of the Internal Revenue Code, as amended, and the Treasury regulations and guidance issued thereunder (collectively, "Code Section 280G") so as to result in the loss of a deduction to PHI or its Affiliates or in the imposition of an excise tax on you under Section 4999 of the Internal Revenue Code, as amended, or any successor sections thereto (an "Excess Parachute Payment"), then you shall be paid either 1) the amounts due, or 2) the amounts due under this Letter as reduced so that the amount of all payments due that are "parachute payments" within the meaning of Code Section 280G (whether or not pursuant to this Letter) are equal to one-dollar ($1) less than the maximum amount allowed under Code Section 280G that would avoid the existence of an "Excess Parachute Payment," whichever of the 1) or 2) amount results in the greater after-tax payment to you. Any amounts to be reduced pursuant to this paragraph shall be reduced first by any amounts not subject to Code Section 409A and then in the inverse order of when such amounts would have been made or provided to you until the reduction specified herein is achieved.

This agreement shall be binding upon any successor of PHI. PHI will require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business and/or assets of PHI to assume expressly and agree to perform this Letter agreement in the same manner and to the same extent that PHI would be required to perform it if no such succession had taken place. As used in this Letter, "PHI" shall mean Post Holdings, Inc. and any successor to its business and/or assets as aforesaid which assumes and agrees to perform this agreement by operation of law, or otherwise. PHI may not assign this agreement other than to an Affiliate or to a successor to all or substantially all of the business and/or assets of PHI.

I look forward to continuing to work with you. If you agree to the terms of this Letter, please sign and return to me.

Sincerely,

/s/ Robert V. Vitale

Robert V. Vitale
President and Chief Executive Officer

I agree to the terms and conditions set forth above in this Letter.

/s/ Chris Neugent
Chris Neugent

6/4/2018
Date

Exhibit 10.50

AMENDMENT TO
SIDE LETTER AGREEMENT WITH
JAMES E. DWYER, JR.

WHEREAS, Post Holdings, Inc., together with its affiliated companies (the “Company”) and James E. Dwyer, Jr. (“Executive”) (collectively, the “Parties”) previously entered into a side letter agreement effective October 2, 2015 (“Agreement”);

WHEREAS, the compensation and benefits promised to Executive under the Agreement were conditioned on Executive being employed as the President and CEO of the Michael Foods business;

WHEREAS, Post Holdings, Inc. (“Post”) announced on January 11, 2018, the transition of Executive’s role from President and CEO of the Michael Foods business to the head of Post’s Private Brands business (“New Role”);

WHEREAS, Executive currently serves in his New Role, but is legally employed (for payroll and benefits purposes) by an employer within the Michael Foods business;

WHEREAS, Post is contemplating entering into a transaction to sell an equity interest in the Private Brands business to an unaffiliated buyer (“Transaction”);

WHEREAS, it is Post’s intent to transfer Executive’s employment for payroll and benefits purposes from his current employer to a Private Brands entity such as Dakota Growers Pasta Company, Inc. (“New Employer”) prior to the closing of the Transaction, and to assign this Agreement to the New Employer prior to the closing of the Transaction;

WHEREAS, it is the intent of the Parties that the compensation and benefits promised to Executive under the Agreement shall apply to Executive in his New Role; and

WHEREAS, in keeping with the foregoing, the Parties wish to amend the Agreement with this writing (“Amendment”).

NOW, THEREFORE, effective upon Executive’s execution of this Amendment, or as otherwise provided below, the Agreement is hereby amended as follows:

1. Contingent upon and effective upon the transfer of the Executive’s employment to a New Employer, the Company hereby assigns its rights and obligations under the Agreement to such New Employer without further action, such that the New Employer that employs Executive, and Executive, shall be the sole parties to the Agreement.

2. The definition of Current Position in the Agreement is hereby amended to read “head of the Private Brands business” rather than President and CEO of the Michael Foods business.

IN WITNESS WHEREOF, the Executive and the Company have caused this Amendment to be executed on the dates set forth below.

James E. Dwyer, Jr.	Company
/s/ James E. Dwyer, Jr.	/s/ Robert V. Vitale
	By: Robert V. Vitale
	Title: President and CEO
7/31/18	
Date	Date: 8/02/18

Dakota Growers Pasta Company, Inc. accepts the assignment of the Agreement effective as set forth in this Amendment:

/s/ Diedre J. Gray

Diedre J. Gray
Secretary
Dakota Growers Pasta Company, Inc.

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: August 3, 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: August 3, 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 June 30, 2018, 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: August 3, 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 June 30, 2018, 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:	August 3, 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.