UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
             Noah Joshua Phillips
             Rohit Chopra
             Rebecca Kelly Slaughter
             Christine S. Wilson

In the Matter of

Post Holdings, Inc.
a corporation,

and

TreeHouse Foods, Inc.
a corporation.

Docket No. 9388

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents Post Holdings, Inc. and TreeHouse Foods, Inc.
jointly move to dismiss the complaint in the above-captioned matter. On January 13, 2020,
Defendants publicly announced that they are abandoning Post Holdings, Inc.’s proposed
acquisition of TreeHouse Foods, Inc.’s ready-to-eat cereal assets. As set forth in the attached
correspondence, Respondents have withdrawn their Hart-Scott-Rodino Notification and Report
Forms filed for the proposed acquisition. The complaint is now moot.

Accordingly, the parties respectfully request that the Commission dismiss the complaint.
A proposed order is attached.
Dated: January 14, 2020

Respectfully submitted,

/s/ Jennifer Milici
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Rohan Pai
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Bureau of Competition
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Attorney for Respondent TreeHouse Foods, Inc.
ATTACHMENTS
VIA EMAIL

Premerger Notification Office
Federal Trade Commission, Room 5301
400 7th Street SW
Washington, DC 20024

Premerger and Division Statistics Unit
Antitrust Division, Department of Justice
450 Fifth Street, NW, Suite 1100
Washington, DC 20530

Re: Post Holding’s Proposed Acquisition of Certain Assets of TreeHouse Foods, Inc. (Transaction Number 20191270)

Dear Sir or Madam:

Please be advised that pursuant to 16 C.F.R. Sec. 803.12(a), Post Holdings, Inc. withdraws the HSR Act Notification and Report Form it filed on May 6, 2019 with respect to the above-referenced transaction, effective today.

Sincerely,

Alexis Iazda

Clearly Gottlieb Steen & Hamilton LLP or an affiliated entity has an office in each of the cities listed above.
January 14, 2020

BY HAND

Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Constitution Center Building
400 7th Street, S.W.
5th Floor, Room 5301
Washington, D.C. 20024

Department of Justice
Antitrust Division
Premerger Notification Unit
Liberty Square Building
Suite 1100
450 Fifth Street, N.W.
Washington, D.C. 20530

Re: Acquisition by Post Holdings, Inc. of assets of TreeHouse Foods, Inc. (Transaction Number 20191270)

Dear Sir or Madam:

Please be advised that pursuant to 16 C.F.R. Sec. 803.12(a), TreeHouse Foods, Inc. withdraws the HSR Act Notification and Report Form it filed on May 6, 2019 with respect to the above-referenced transaction, effective today.

Sincerely,

Louise Aberg
UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
                Noah Joshua Phillips
                Rohit Chopra
                Rebecca Kelly Slaughter
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    a corporation,

and

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    a corporation.

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[PROPOSED] ORDER DISMISSING COMPLAINT

This matter comes before the Commission on Complaint Counsel and Respondents’ Joint
Motion to Dismiss Complaint. Having considered the motion, it is hereby ORDERED:

The Joint Motion to Dismiss Complaint, dated January 14, 2020, is GRANTED; and

The complaint is dismissed without prejudice.

By the Commission.

Date: ____________________________

April Tabor
Acting Secretary
CERTIFICATE OF SERVICE

I hereby certify that on January 14, 2020, I filed the foregoing document electronically using the FTC’s E-Filing System, which will send notification of such filing to:

April Tabor
Acting Secretary
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-113
Washington, DC 20580
ElectronicFilings@ftc.gov

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-110
Washington, DC 20580

I also certify that I caused the foregoing document to be served via email to:

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Alexis R.B. Lazda
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Counsel for Respondent TreeHouse Foods, Inc.

By: /s/ Jennifer Milici
Jennifer Milici

Counsel Supporting the Complaint
CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the Commission is a true and correct copy of the paper original and that I possess a paper original of the signed document that is available for review by the parties and the adjudicator.

January 14, 2020 By: /s/ Jennifer Milici
Jennifer Milici