

**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**

**PUBLIC**

**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 As set forth in the attached correspondence, Respondents have withdrawn their Hart-Scott-Rodino Notification and Report Forms filed for the proposed acquisition.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

Jennifer Milici  
Melissa C. Hill  
Rohan Pai  
Jonathan Lasken  
Federal Trade Commission  
Bureau of Competition  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
Telephone: (202) 326-2912  
Email: jmilici@ftc.gov

*Attorneys for Complaint Counsel*

/s/ Kenneth S. Reinker, Esq.

George S. Cary, Esq.  
Jeremy Calsyn, Esq.  
Kenneth S. Reinker, Esq.  
Alexis Lazda, Esq.  
Cleary Gottlieb Steen & Hamilton LLP  
2112 Pennsylvania Avenue, NW  
Washington, DC 20037-3229  
Telephone: (202) 974-1500  
gcary@cgsh.com  
jcalsyn@cgsh.com  
kreinker@cgsh.com  
alazda@cgsh.com

*Attorneys for Respondent Post Holdings, Inc.*

/s/ Raymond A. Jacobsen, Jr.

Raymond A. Jacobsen, Jr.  
McDermott Will & Emery LLP  
The McDermott Building  
500 North Capitol Street, NW  
Washington, DC 20001-1531  
rayjacobsen@mwe.com

*Attorney for Respondent TreeHouse Foods, Inc.*

# **ATTACHMENTS**

CLEARY GOTTlieb STEEN & HAMILTON LLP

2112 Pennsylvania Avenue, NW
Washington, DC 20037-3229
T: +1 202 974 1500
F: +1 202 974 1999
clearlygottlieb.com

NEW YORK
PARIS
BRUSSELS
LONDON
FRANKFURT
COLOGNE
MOSCOW

ROME
MILAN
HONG KONG
BEIJING
BUENOS AIRES
SAO PAULO
ABU DHABI
SEOUL

D: +1 202 974 1512
alazda@cgsh.com

GEORGE S. CARY
MITCHELL S. DUPLER
GIOVANNI P. PREZIOSO
MICHAEL H. KRIMMINGER
MATTHEW D. SLATER
DAVID I. GELFAND
MICHAEL A. MAZZUCHI
MARK W. NELSON
ROBIN M. BERGEN
DEREK M. BUSH
BRIAN BYRNE
PAUL D. MARQUARDT
JEREMY CALSIN
LEAH BRANKIN
MATTHEW C. SOLOMON
KATHERINE MOONEY CARROLL
ELAINE EWING
NOWELL D. BAMBERGER
KENNETH S. REINKER
ALEXIS COLLINS
RESIDENT PARTNERS
KENNETH L. BACHMAN, JR.
DANIEL B. SILVER
RICHARD DEC. HINDS
SARA D. SCHOTLAND
WILLIAM B. MCGURN III
JOHN S. MAGNEY
MARK LEDDY
JOHN C. MURPHY, JR.
DAVID M. BECKER
JANEL L. WELLER
LINDA J. SOLDO
SENIOR COUNSEL
W. RICHARD BIDSTRUP
STEVEN J. KAISER
KATHLEEN WARD BRADISH
CUNZHEN HUANG\*\*
MACEY LEVINGTON
CARL LAWRENCE MALM
CHARLES STERLING
CARL F. EMIGHOLZ
RESIDENT COUNSEL
JOHN P. MCGILL, JR.
MATTHEW I. BACHRACK
LARRY WOK-DEMBOWSKI
PATRICK FULLER
SAIF I. SHAH MOHAMMED
CHRISTIAN J. MAHONEY
SENIOR ATTORNEYS
GRAHAM BANNON
HANI BASGOLUR
TAYLOR H. BATES
ZACHARY BAUM
ELSBETH BENNETT
LINDEN BERNHARDT
MADISON C. BUSH
SAMUEL H. CHANG
CHINWE T. CHUKWUJOGG
EYRETT K. COORAGH
LISA M. DANZIG
KATHERINE DENBY
OLIVIA ESPY HUNTINGTON
BRANDON J. FIGG
MEREDITH LEIGH FINN
CHRISTOPHER M. FITZPATRICK
RACHEL FRANK
ALAN B. FREEDMAN
CATHERINE MARIA GENDALL
V. NOAH GIMBEL
MELISSA GOHLKE
DAVID GROTHOUSE
CHRISTOPHER J. HILDEBRAND
JESSICA HOLLIS
STEPHEN J. HOUCK
RICHARD HUBER
JAMES HUNSBERGER
PHILLIP L. HURST
SAMEER JAYWANT
BRENDAN JORDAN
BRIAN KESTEN
ANDREW L. KLINE
JOHN F. KOZAK
TOBIAS A. KRAFT
NATHANAEEL F. KURCAB
ALEXIS R.B. LAZDA
JOHN A. LIGHTBOURNE
NICOLE S. LIM
MOLLY MA
NORA MCCLOSKEY
ADAM MOTIWALA
MUYWA ODEYINDE
JENNIFER E. PAUL
ROBIN RABINOWITZ
MARTINA RADNEY
RICK REDMOND
W. BENJAMIN REESE
MARK ROHAN
MICHAEL G. SANDERS
MAX SCHECHTER
MICHAEL SCHULMAN
WILLIAM SEGAL
OMAR SERAGELDIN
GARRETT D. SHINN
SARAH M. STANTON
NICOLE TATZ
ZACH TSCHIDA
TAMARA WIESEBRON
JIM WINTERING
HUANBING IZZY XU
JEANNE-PALOMA ZELMATI
ASSOCIATES
\* Admitted only to a bar other than that of the District of Columbia. Working under the supervision of principals of the Washington office.
\*\* Special Legal Consultant, qualified in the People's Republic of China.

January 14, 2020

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,
[Signature]
Alexis Lazda



**mwe.com**

Louise Aberg  
Attorney at Law  
laberg@mwe.com  
+1 202 756 8828

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

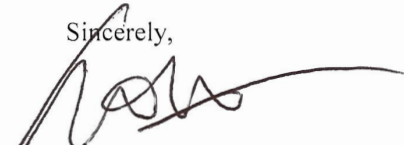
Department of Justice  
Antitrust Division  
Premerger Notification Unit  
Liberty Square Building  
Suite 1100  
450 Fifth Street, N.W.  
Washington, D.C. 20530

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  
Christine S. Wilson

In the Matter of

Post Holdings, Inc.  
a corporation,

and

TreeHouse Foods, Inc.  
a corporation.

Docket No. 9388

PUBLIC

**[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](mailto: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:

Kenneth S. Reinker  
Alexis R.B. Lazda  
George S. Cary  
Jeremy Calsyn  
Cleary Gottlieb Steen & Hamilton LLP  
2112 Pennsylvania Avenue, NW  
850 Tenth Street, NW  
Washington, DC 20037  
Tel: 202-974-1743  
Email: kreinker@cgsh.com  
Email: alazda@cgsh.com  
Email: jcalsyn@cgsh.com  
Email: gcary@cgsh.com

*Counsel for Respondent Post Holdings, Inc.*

Raymond A. Jacobsen, Jr.  
McDermott Will & Emery LLP  
The McDermott Building  
500 North Capitol Street, NW  
Washington, DC 20001  
Tel: 202-756-8028  
Email: rayjacobsen@mwe.com

*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