

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective February 19, 2019, Post Holdings, Inc. (the “Company”) amended its Amended and Restated Articles of Incorporation, as amended (the “Articles of Incorporation”), by filing with the Missouri Secretary of State an Amendment of Certificate of Designation, Preferences and Rights of 2.5% Series C Cumulative Perpetual Convertible Preferred Stock of Post Holdings, Inc. (the “Amendment”). The Amendment terminates the Certificate of Designation, Preferences and Rights of 2.5% Series C Cumulative Perpetual Convertible Preferred Stock of Post Holdings, Inc., which was made a part of the Articles of Incorporation when filed with the Missouri Secretary of State on December 12, 2013. The Amendment is filed herewith as Exhibit 4.1 and is incorporated herein by reference.

Item 8.01. Other Events.

On February 15, 2019, the Company completed the previously announced redemption of its 2.5% Series C Cumulative Perpetual Convertible Preferred Stock (the “Series C Preferred Stock”). Of the 3,198,711 shares of Series C Preferred Stock outstanding as of January 8, 2019, 3,197,940 shares of Series C Preferred Stock were converted into 5,908,744 shares of the Company’s common stock pursuant to the conversion rights applicable to the Series C Preferred Stock and the remaining 771 shares of Series C Preferred Stock were redeemed for a total of \$77,100.

As of the filing of this report, no shares of Series C Preferred Stock remain outstanding.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
4.1	<u>Amendment of Certificate of Designation, Preferences and Rights of 2.5% Series C Cumulative Perpetual Convertible Preferred Stock of Post Holdings, Inc.</u>

SIGNATURES

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

Date: February 19, 2019 Post Holdings, Inc.
(Registrant)

By: /s/ Diedre J. Gray
Name: Diedre J. Gray
Title: EVP, General Counsel & Chief Administrative Officer, Secretary