

SECURITIES AND EXCHANGE COMMISSION

FORM 10-12B/A

Initial general form for registration of a class of securities pursuant to Section 12(b) [amend]

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FILER

Post Holdings, Inc.

CIK: **1530950** | IRS No.: **453355106** | State of Incorporation: **MO** | Fiscal Year End: **0930**
Type: **10-12B/A** | Act: **34** | File No.: **001-35305** | Film No.: **13533719**
SIC: **2040** Grain mill products

Mailing Address
2503 S. HANLEY ROAD
ST. LOUIS MO 63144

Business Address
2503 S. HANLEY ROAD
ST. LOUIS MO 63144
314-644-7600

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

**Amendment No. 5
to
Form 10**

**General Form for Registration of Securities
Pursuant to Section 12(b) or 12(g) of
the Securities Exchange Act of 1934**

Post Holdings, Inc.

(Exact name of registrant as specified in its charter)

Missouri

*(State or other jurisdiction of
incorporation or organization)*

45-3355106

*(I.R.S. Employer
Identification Number)*

2503 S. Hanley Road

St. Louis, Missouri 63144

(Address, including zip code, of principal executive offices)

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

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Common Stock, par value \$0.01 per share	New York Stock Exchange
Preferred stock purchase rights	New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting
company)

Item 11. Description of Registrant’s Securities to Be Registered.

Item 11 of Form 10 filed by Post Holdings, Inc. (the “Company”) on September 26, 2011, as amended on December 23, 2011, January 9, 2012, January 19, 2012 and January 25, 2012, and as amended on September 14, 2012 via a Current Report on Form 8-K/A, relating to Preferred Stock Purchase Rights is hereby amended to provide:

On January 16, 2013, the Board of Directors of the Company approved and the Company entered into the First Amendment (the “Amendment”) to the Company’s Shareholder Protection Rights Agreement, dated as of February 2, 2012 (the “Rights Agreement”), between the Company and Computershare Trust Company, N.A., Rights Agent.

The Amendment accelerated the expiration date of the rights issued pursuant to the Rights Agreement (the “Rights”) from February 2, 2022 to January 16, 2013. Accordingly, as of 5:00 p.m. Eastern time on January 16, 2013, the Rights expired and were no longer outstanding, and the Rights Agreement terminated as of that time.

The forgoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which was filed as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “Commission”) on January 17, 2013, and to the Rights Agreement, a copy of which was filed as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Commission on February 2, 2012, all of which are incorporated herein by reference.

Item 15. Financial Statements and Exhibits.

(b) Exhibits

<u>Exhibit</u>	<u>Description</u>
4.1	Shareholder Protection Rights Agreement with Computershare Trust Company, N.A., as rights agent, dated February 2, 2012 (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Commission on February 2, 2012).
4.2	Amendment to Shareholder Protection Rights Agreement, dated as of January 16, 2013, between the Company and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Commission on January 17, 2013).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 17, 2013

Post Holdings, Inc.
(Registrant)

By: /s/ Robert V. Vitale
Name: Robert V. Vitale
Title: Chief Financial Officer