

Post Holdings, Inc.
Form 10-12B/A
January 25, 2012

As filed with the Securities and Exchange Commission on January 25, 2012

File No. 001-35305

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Amendment No. 4
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 No.)*

2503 S. Hanley Road
St. Louis, MO 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

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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 12b-2 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)

TABLE OF CONTENTS

Signatures

EX-2.3

EX-10.7

EX-99.1

Information Required in Registration Statement

This Registration Statement on Form 10 incorporates by reference information contained in the information statement filed as Exhibit 99.1 hereto. The cross-reference sheet below identifies where the items required by Form 10 can be found in the information statement.

Cross-Reference Sheet between Information Statement and Items of Form 10

| Item No. | Item Caption | Location in Information Statement |
|-----------------|---|--|
| 1. | Business | See Summary beginning on page 7, Risk Factors beginning on page 19, Management's Discussion and Analysis of Financial Condition and Results of Operations beginning on page 64 and Business beginning on page 81. |
| 1A. | Risk Factors | See Risk Factors beginning on page 19. |
| 2. | Financial Information | See Selected Historical Condensed Combined Financial Data beginning on page 57, Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 59 and Management's Discussion and Analysis of Financial Condition and Results of Operations beginning on page 64. |
| 3. | Properties | See Business Manufacturing, Distribution and Administrative Facilities on page 87. |
| 4. | Security Ownership of Certain Beneficial Owners and Management | See Security Ownership of Certain Beneficial Owners and Management on page 105. |
| 5. | Directors and Executive Officers | See Corporate Governance and Management Our Directors and Executive Officers on page 91. |
| 6. | Executive Compensation | See Executive Compensation beginning on page 98, Corporate Governance and Management Director Compensation on page 91 and Corporate Governance and Management Compensation Committee Interlocks and Insider Participation on page 95. |
| 7. | Certain Relationships and Related Transactions, and Director Independence | See Arrangements between Ralcorp and Post beginning on page 46, Certain Relationships and Related Party Transactions on page 107 and Corporate Governance and Management Director Independence on page 93. |
| 8. | Legal Proceedings | See Business Legal Proceedings on page 90. |
| 9. | Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters | See Listing and Trading of our Common Stock on page 55 and Dividend Policy on page 56. |
| 10. | Recent Sales of Unregistered Securities | None. |
| 11. | Description of Registrant's Securities to be Registered | See Description of Capital Stock beginning on page 110. |
| 12. | Indemnification of Directors and Officers | See Indemnification of Directors and Officers on page 117. |
| 13. | Financial Statements and Supplementary Data | See Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 59 and Index to Financial Statements |

14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure
- and the financial statements referenced therein beginning on page F-1.
None.
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| Item No. | Item Caption | Location in Information Statement |
|-----------------|-----------------------------------|--|
| 15. | Financial Statements and Exhibits | <p>(a) <i>Financial Statements</i> See Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 59 and Index to Financial Statements and the financial statements referenced therein beginning on page F-1.</p> <p>(b) <i>Exhibits</i> See below.</p> |

The following documents are filed as exhibits hereto:

| Exhibit No. | Description |
|--------------------|---|
| 2.1 | Form of Separation and Distribution Agreement.* |
| 2.2 | Form of Transition Services Agreement.* |
| 2.3 | Form of Employee Matters Agreement. |
| 3.1 | Form of Amended and Restated Articles of Incorporation of Post Holdings, Inc.* |
| 3.2 | Form of Certificate of Designations for Series A Junior Participating Cumulative Preferred Stock of Post Holdings, Inc.* |
| 3.3 | Form of Amended and Restated Bylaws of Post Holdings, Inc.* |
| 4.1 | Form of Shareholder Protection Rights Agreement, by and between Post Holdings, Inc. and Computershare Trust Company, N.A., as rights agent, which includes the form of right certificate as Exhibit A and the form of Certificate of Designations for Series A Junior Participating Cumulative Preferred Stock as Exhibit C.* |
| 10.1 | Form of Tax Allocation Agreement.* |
| 10.2 | Form of Shareholder s and Registration Rights Agreement.* |
| 10.3 | Form of Post Holdings, Inc. 2012 Long-Term Incentive Plan.* |
| 10.4 | Form of Management Continuity Agreement.* |
| 10.5 | Post Holdings, Inc. Deferred Compensation Plan for Non-Management Directors.* |
| 10.6 | Post Holdings, Inc. Deferred Compensation Plan for Key Employees.* |
| 10.7 | Form of Indemnification Agreement. |
| 10.8 | Post Holdings, Inc. Executive Savings Investment Plan.* |
| 10.9 | Post Holdings, Inc. Supplemental Retirement Plan.* |
| 21.1 | List of Subsidiaries.* |
| 99.1 | Information Statement, subject to completion, dated January 23, 2011. |

* Previously filed.

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.

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.

POST HOLDINGS, INC.

By: /s/ G. A. Billhartz

Name: G. A. Billhartz

Title: Secretary

Date: January 25, 2012