

Post Holdings, Inc.  
Form 10-12B/A  
January 09, 2012

As filed with the Securities and Exchange Commission on January 9, 2012

File No. 001-35305

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**Amendment No. 2**  
**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.)*

Interim address:  
**800 Market Street, Suite 2900**  
**St. Louis, MO 63101**  
*(Address, including zip code, of principal executive offices)*

**Registrant's telephone number, including area code:**  
**(314) 877-7000**

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

<b>Title of Each Class to be so Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
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)

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**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**

<b>Item No.</b>	<b>Item Caption</b>	<b>Location in Information Statement</b>
1.	Business	See Summary beginning on page 6, Risk Factors beginning on page 18, Management's Discussion and Analysis of Financial Condition and Results of Operations beginning on page 62 and Business beginning on page 79.
1A.	Risk Factors	See Risk Factors beginning on page 18.
2.	Financial Information	See Selected Historical Condensed Combined Financial Data beginning on page 55, Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 57 and Management's Discussion and Analysis of Financial Condition and Results of Operations beginning on page 62.
3.	Properties	See Business Manufacturing and Administrative Facilities on page 85.
4.	Security Ownership of Certain Beneficial Owners and Management	See Security Ownership of Certain Beneficial Owners and Management on page 101.
5.	Directors and Executive Officers	See Corporate Governance and Management Our Directors and Executive Officers on page 89.
6.	Executive Compensation	See Executive Compensation beginning on page 94, Corporate Governance and Management Director Compensation on page 92 and Corporate Governance and Management Compensation Committee Interlocks and Insider Participation on page 92.
7.	Certain Relationships and Related Transactions, and Director Independence	See Arrangements between Ralcorp and Post beginning on page 44, Certain Relationships and Related Party Transactions on page 102 and Corporate Governance and Management Director Independence on page 90.
8.	Legal Proceedings	See Business Legal Proceedings on page 88.
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 53 and Dividend Policy on page 54.
10.	Recent Sales of Unregistered Securities	None.
11.	Description of Registrant's Securities to be Registered	See Description of Capital Stock beginning on page 105.
12.	Indemnification of Directors and Officers	See Indemnification of Directors and Officers on page 112.
13.	Financial Statements and Supplementary Data	See Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 57 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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<b>Item No.</b>	<b>Item Caption</b>	<b>Location in Information Statement</b>
15.	Financial Statements and Exhibits	<p>(a) <i>Financial Statements</i> See Unaudited Pro Forma Condensed Combined Financial Statements beginning on page 57 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:

<b>Exhibit No.</b>	<b>Description</b>
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 December 22, 2011.*

\* Previously filed.

**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 9, 2012