Maggs Michael Kelley Form 4 September 06, 2017

### FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and A<br>Maggs Mich                             | ddress of Repor<br>nael Kelley | ting Person * | Issuer Name and Ticker or Trading     Symbol | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |
|---|--------------------------------|---------------|--|---|--|--|--|
|   |                                |               | PINNACLE FOODS INC. [PF]                     | (Check all applicable)  |  |  |  |
| (Last)  | (First)                        | (Middle)      | 3. Date of Earliest Transaction              |   |  |  |  |
|   |                                |               | (Month/Day/Year)                             | Director 10% Owner  |  |  |  |
| C/O PINNACLE FOODS INC., 399<br>JEFFERSON ROAD (Street) |                                |               | 09/01/2017                                   | X Officer (give title Other (specif below)  EVP, Secretary, GC                                |  |  |  |
|   |                                |               | 4. If Amendment, Date Original               | 6. Individual or Joint/Group Filing(Check   |  |  |  |
| D . D GYDD . 1  | *** *** 0=0=                   |               | Filed(Month/Day/Year)                        | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |  |  |  |

#### PARSIPPANY, NJ 07054-3707

| (City)                                  | (State)                              | (Zip) Tab   | ole I - Non-                            | Derivative Securities Acq   | uired, Disposed of,  | or Beneficiall   | y Owned   |
|---|--------------------------------------|---|---|---|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3)    | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A oner Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock, par<br>value<br>\$0.01 | 09/01/2017                           |   | M                                       | \$ 10,000 D 60.035  | 5 49,715   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

### Edgar Filing: Maggs Michael Kelley - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title  | and          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration D  | ate         | Amoun     | t of         | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly   | ying         | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit   | ies          | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. 3 | 3 and 4)     |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |           |              |             | Follo  |
|             | •           |                     |                    |            | (A) or     |               |             |           |              |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |           |              |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |           |              |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |           |              |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |           |              |             |        |
|             |             |                     |                    |            |            |               |             |           | A manuat     |             |        |
|             |             |                     |                    |            |            |               |             |           | Amount       |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |           | Or<br>Number |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        |           | Number       |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |               |             |           | of           |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |           | Shares       |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|                                |               |

Director 10% Owner Officer Other

Maggs Michael Kelley C/O PINNACLE FOODS INC. 399 JEFFERSON ROAD PARSIPPANY, NJ 07054-3707

EVP, Secretary, GC

## **Signatures**

/s/ Uche Ndumele, by Power of Attorney

09/06/2017

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions ranging from \$60.00 to \$60.14, inclusive. The reporting person undertakes to provide to Pinnacle Foods Inc. (the "Issuer"), any security holder of the Issuer, or the staff **(1)** of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2