Edgar Filing: Schiller Mark L. - Form 4

Form 4									
April 03, 2								OMB A	PPROVAL
FOR	Number:	3235-0287							
	this box			Expires:	January 31,				
if no longer subject to Section 16. Form 4 or Form 5 Eiled pursuant to Section 16(a) of the Securities Exchange Act of 1034								Estimated burden hou response	urs per
obligati may co	ions Section 17	(a) of the	Public U	tility Ho	lding Coi		inge Act of 1934, t of 1935 or Section 1940	on	
(Print or Type	e Responses)								
1. Name and Schiller M	2. Issuer Name and Ticker or Trading Symbol PINNACLE FOODS INC. [PF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction	(Che	ck all applicable)		
C/O PINN JEFFERSO	(Month/Day/Year) 04/01/2018				Director 10% Owner X Officer (give title Other (specify below) EVP, Chief Commercial Officer				
DADCIDD	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	ANY, NJ 07054-3						Person		
(City)	(State)	(Zip)	Tat	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D			Date, if TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)		
Reminder: Ro	eport on a separate lin	e for each c	ass of sec	urities bene	Perso inforr requi	ons who re nation con red to resp	spond to the colle tained in this form ond unless the fo	n are not rm	SEC 1474 (9-02)
					displa numb		ntly valid OMB co	ntrol	

 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. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: Schiller Mark L. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Stock Option (Right to Buy)	\$ 54.1	04/01/2018		А		55,091 (1)		(2)	04/01/2028	Common Stock, par value \$0.01	55,09
Performance Rights	(3)	04/01/2018		А		9,191 (<u>3)</u>		<u>(4)</u>	(4)	Common Stock, par value \$0.01	9,19

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Schiller Mark L. C/O PINNACLE FOODS INC. 399 JEFFERSON ROAD PARSIPPANY, NJ 07054-3707			EVP, Chief Commercial Office	er			
Signatures							
/s/ Uche Ndumele, by Power of		04/03/2	2018				

Attorney

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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).
- (1) Represents stock options granted pursuant to the Pinnacle Foods Inc. (the "Company") Amended and Restated 2013 Omnibus Incentive Plan (the "Plan").
- (2) The shares subject to the stock option will vest and become exercisable on April 1, 2021, subject to the reporting person's continuous employment through April 1, 2021 and subject to certain conditions as detailed in the Plan.
- (3) Represents performance rights granted pursuant to the Plan.

Each performance right represents a contingent right to receive one share of the Company's common stock. The vesting of the performance rights is based on the relative Total Shareholder Return ("TSR") of the Company as compared to the TSR of each of the

(4) companies in the Company's peer group over the period beginning April 1, 2018 and ending March 31, 2021. The performance rights will vest on April 1, 2021, subject to the reporting person's continuous employment through April 1, 2021 and subject to certain conditions as detailed in the Plan. Performance rights granted represent the target shares and actual performance rights earned could be anywhere from 0 to 200% of the number of performance rights granted. The performance rights expire upon payout, if any, of the award.

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.