

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* PHPC Sponsor, LLC (Last) (First) (Middle) C/O 2503 S. HANLEY ROAD (Street) ST. LOUIS, MO 63144 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/25/2021	3. Issuer Name and Ticker or Trading Symbol Post Holdings Partnering Corp [PSPC]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Series A common stock	5,000,000 (1)	D (4)	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series F common stock	(2)	(2)	See footnote (2)	8,625,000 (3)	\$ (2)	D (4)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHPC Sponsor, LLC C/O 2503 S. HANLEY ROAD ST. LOUIS, MO 63144		X		
Post Holdings, Inc. C/O 2503 S. HANLEY ROAD ST. LOUIS, MO 63144		X		

Signatures

PHPC Sponsor, LLC, /s/ Elizabeth Minogue, as attorney in fact for PHPC Sponsor, LLC		05/25/2021
**Signature of Reporting Person		Date
Post Holdings, Inc., /s/ Elizabeth Minogue, as attorney in fact for Post Holdings, Inc.		05/25/2021
**Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Concurrently with the issuer's initial public offering, the Sponsor (as defined below) purchased (i) 4,000,000 units in the offering and (ii) 1,000,000 of the issuer's private placement units for \$10.00 per private placement unit, which 5,000,000 units, as described in the issuer's registration statement on Form S-1 (File No. 333-252910) (the "Registration Statement"), each include one share of Series A common stock, par value \$0.0001 per share ("Series A common stock") and one-third of a redeemable warrant to purchase a share of Series A common stock at a price of \$11.50 per share. The securities comprising the private placement units may not be transferred or sold until 30 days after the issuer's partnering transaction.

- (1) As described in the Registration Statement under the heading "Description of Securities-Founder Shares", the shares of Series F common stock, par value \$0.0001 per share ("Series F common stock"), will automatically convert into shares of Series B common stock, par value \$0.0001 per share ("Series B common stock"), of the issuer at the time of the issuer's partnering transaction, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment for share splits, share capitalizations, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date. Prior to and following the consummation of the partnering transaction, at the option of the holder, shares of Series B common stock are convertible into shares of Series A common stock.
- (2) The shares of Series F common stock owned by the reporting persons include up to 1,125,000 shares that are subject to forfeiture to the extent the underwriters of the initial public offering of the issuer's securities do not exercise in full their over-allotment option as described in the Registration Statement.
- (3) This Form 3 is being filed by the following reporting persons: PHPC Sponsor, LLC, sponsor of the issuer (the "Sponsor") and Post Holdings, Inc. ("Post Holdings" and, together with the Sponsor, the "Reporting Persons"). Post Holdings is the sole member of the Sponsor. Post Holdings controls the Sponsor, and as such has voting and investment discretion with respect to the securities held by the Sponsor. Because of the relationships among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

Remarks:

Exhibit List:

Exhibit 24.1 Power of Attorney

Exhibit 24.2 Power of Attorney

Exhibit 99.1 Joint Filer Information

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.

POWER OF ATTORNEY
FOR SECTION 16 REPORTING OBLIGATIONS

May 25, 2021

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Bradly A. Harper, Diedre Gray, Elizabeth Minogue and Morri Lammert, each signing singly, as the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (i) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer or beneficial owner of shares of stock of Post Holdings Partnering Corporation, a Delaware corporation (the "Company"), any Schedule 13D or Schedule 13G, and any amendments, supplements or exhibits thereto (including any joint filing agreements) required to be filed by the undersigned under Section 13 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), and any Forms 3, 4 and 5 and any amendments, supplements or exhibits thereto required to be filed by the undersigned under Section 16(a) of the Exchange Act;
- (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, 4 or 5 and timely file such forms with the United States Securities and Exchange Commission and any stock exchange on which the stock of the Company is then listed; and
- (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 or Section 16 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

PHPC SPONSOR, LLC

By: /s/ Robert V. Vitale

Name: Robert V. Vitale
Title: President

POWER OF ATTORNEY
FOR SECTION 16 REPORTING OBLIGATIONS

May 25, 2021

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Robert V. Vitale, Bradley A. Harper, Elizabeth Minogue and Morri Lammert, each signing singly, as the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (i) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, officer or beneficial owner of shares of stock of Post Holdings Partnering Corporation, a Delaware corporation (the "Company"), any Schedule 13D or Schedule 13G, and any amendments, supplements or exhibits thereto (including any joint filing agreements) required to be filed by the undersigned under Section 13 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), and any Forms 3, 4 and 5 and any amendments, supplements or exhibits thereto required to be filed by the undersigned under Section 16(a) of the Exchange Act;
- (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, 4 or 5 and timely file such forms with the United States Securities and Exchange Commission and any stock exchange on which the stock of the Company is then listed; and
- (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 or Section 16 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

POST HOLDINGS, INC.

By: /s/ Diedre J. Gray

Name: Diedre J. Gray
Title: EVP, General Counsel and CAO,
Secretary

Joint Filer Information

Name of Joint Filer: PHPC Sponsor, LLC
Address of Joint Filer: 2503 S. Hanley Road
ST. Louis, Missouri 63144
Relationship of Joint Filer to Issuer: 10% Owner
Issuer Name and Ticker or Trading Symbol: Post Holdings Partnering Corporation [PSPC]
Date of Event Requiring Statement (Month/Day/Year): 05/25/2021
Designated Filer: Post Holdings Partnering Corporation
Signature:

By: Elizabeth Minogue, Attorney-in-Fact for PHPC Sponsor, LLC

Dated: 05/25/2021

Joint Filer Information
(continued)

Name of Joint Filer: Post Holdings, Inc.
Address of Joint Filer: 2503 S. Hanley Road
St. Louis, Missouri 63144
Relationship of Joint Filer to Issuer: 10% Owner
Issuer Name and Ticker or Trading Symbol: Post Holdings Partnering Corporation [PSPC]
Date of Event Requiring Statement (Month/Day/Year): 05/25/2021
Designated Filer: Post Holdings Partnering Corporation
Signature:

By: Elizabeth Minogue, Attorney-in-Fact for Post Holdings, Inc.

Dated: 05/25/2021