

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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		2. Issuer Name and Ticker or Trading Symbol Post Holdings Partnering Corp [PSPC]		5. 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)	
(Last) C/O 2503 S. HANLEY ROAD	(First) 	(Middle) 	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2021		
(Street) ST. LOUIS, MO 63144			4. 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
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series A common stock	06/01/2021	06/03/2021	J	(1)(2)	90,000	A	(1) (2)	5,090,000 (1) (2)	D (3)	

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

SEC 1474 (9-02)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

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	06/03/2021
<small>Signature of Reporting Person</small>	<small>Date</small>

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).

In connection with the issuer's initial public offering ("IPO"), the issuer has granted the underwriters of the issuer's IPO, a 45-day option to purchase up to an additional 4,500,000 units at the IPO price to cover over-allotments, if any. Concurrently with the underwriters' exercise of the over-allotment option, the Sponsor (as defined below)

- (1) purchased 90,000 of the issuer's private placement units for \$10.00 per private placement unit. As described in the issuer's registration statement on Form S-1 (File No. 333-252910), each private placement unit includes 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.
- (2) (Continued from Footnote 1) The private placement units were acquired pursuant to a private placement units purchase agreement by and between the issuer and the Sponsor. The securities comprising the private placement units may not be transferred or sold until 30 days after the issuer's partnering transaction.
- This Form 4 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
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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