

SADIA S.A.
Form 20-F/A
November 14, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A

o **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 TO 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 1-15184

SADIA S.A.

(Exact Name of Registrant as specified in its Charter)

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N/A

(Translation of Registrant's Name into English)

Federative Republic of Brazil

(Jurisdiction of Incorporation or Organization)

Rua Fortunato Ferraz, 659

Vila Anastácio, São Paulo, SP

05093-901, Brazil

(Address of Principal Executive Offices) (Zip Code)

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

Preferred Shares, no par value per share, represented by American Depositary Shares

Name of each exchange on which registered: The New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

The total number of outstanding shares by Sadia S.A., by class, as of December 31, 2004, was as follows:

257,000,000 common shares, no par value per share

425,695,712 preferred shares, no par value per share

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, during the preceding 12 months (or during a shorter period, during which the Registrant was required to file such report, and (2) has been subject to such filing requirements for the past 90 days.

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Yes No

Indicate by check mark, which item of the financial Statements the Registrant has elected to follow:

Item 17

Item 18

Please send copies of notices and communications from the Securities and Exchange Commission to:

Ross Kaufman

Greenberg Traurig, LLP

200 Park Avenue

New York, New York 10166

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Exhibit 1.01 Sadia by laws

Exhibit 12.01 Certification by the Company's CEO

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Exhibit 13.01 Certification pursuant to 18 U.S.C. Section 1350

Exhibit 13.02 Certification pursuant to 18 U.S.C. Section 1350

This Amendment No. 1 on Form 20-F/A is being filed solely to amend the description of environmental issues affecting the Company's activities, in Item 4; to amend the Operating and Financial Review and Prospects, principally with respect to the discussion of liquidity and capital resources; to restate the scope and content of control and procedures described in Item 15; and to amend notes 3(e) and (g) and note 14 of the Company's financial statements, included in its Annual Report on Form 20-F for the fiscal year ended December 31, 2004, which was filed on July 7, 2005.

No other changes are being made to the Annual Report, as originally filed, although Exhibits 12.01, 12.02, 13.01 and 13.02 have been refiled in their current form. The Annual Report, as amended by this amendment, continues to speak as of the date of its original filing, and the Company has not updated the disclosure as of a later date.

GENERAL

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Unless otherwise indicated, all references contained herein, to the Company, to Sadia, or to Sadia Group are references to Sadia S.A., a corporation organized under the laws of the Federative Republic of Brazil (Brazil), and its consolidated subsidiaries: Sadia International Ltd.; Sadia GmbH; Rezende Marketing e Comunicação Ltda., Rezende Óleo Ltda., and Concórdia S.A. Corretora de Valores Mobiliários, Câmbio e Commodities.

Presentation of Certain Financial Information

References to preferred shares and common shares refer to the Company's authorized and outstanding preferred stock and common stock, designated as *ações preferenciais* and *ações ordinárias*, respectively, each without par value. All references herein to the *real*, *reais* or *R\$* are to the *real*, the official currency of Brazil since July 1, 1994. All references to (i) U.S. dollars, dollars or US\$ refer to United States dollars, (ii) km to kilometers, and (iii) tons to metric tons.

Forward-Looking Statements

This annual report contains certain forward-looking statements as defined in Section 21E of the U.S. Securities Exchange Act of 1934 with respect to the financial condition, results of operations and business achievements/ performance of Sadia and certain of the plans and objectives of management of the Company with respect thereto. These statements may generally, but not always, be identified by the use of words such as *should*, *expects*, *estimates*, *believes* or similar expressions. Such statements include, but are not limited to, statements under the following headings: (i) Item 4. Information on the Company; and (ii) Item 5. Operating and Financial Review and Prospects. This annual report also contains forward-looking statements attributed to certain third parties relating to their estimates regarding the growth of markets and demand for products. By their nature, forward-looking statements involve risk and uncertainty because they reflect the Company's current expectations and assumptions as to future events and circumstances that may not prove accurate: the factors discussed in Item 3. Key Information – Risk Factors, among others, could cause the Company's actual financial condition, results of operations and business achievements/ performance to differ materially from the estimates made or implied in such forward-looking statements.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

U.S. GAAP Presentation

The selected financial information for the Company included in the following table should be read in conjunction with, and is qualified in its entirety by reference to, the U.S. GAAP financial statements of the Company and Operating and Financial Review and Prospects appearing elsewhere herein. The consolidated financial data for the Company as of December 31, 2004, 2003, 2002, 2001 and 2000 are derived from the audited U.S. GAAP financial statements, which differ in certain respects from accounting practices adopted in Brazil (defined as Brazilian GAAP). Brazilian GAAP is determined by the requirements of Law No. 6,404, dated December 15, 1976, as amended (Brazilian corporate law), and the rules and regulations of the *Comissão de Valores Imobiliários*, or CVM, the Brazilian Securities Commission.

SADIA S.A.

CONSOLIDATED STATEMENTS OF INCOME

Years ended December 31, 2004, 2003, 2002, 2001 and 2000

(In thousands of *reais* - R\$, except numbers of shares and per share amounts)

	2004	2003	2002	2001	2000
Gross Operating Revenue	7,117,318	5,717,525	4,654,752	3,977,137	3,257,944
Value-added tax on sales	(880,010)	(535,337)	(417,280)	(293,280)	(316,919)
Sales deductions	(128,083)	(100,471)	(98,402)	(81,387)	(59,749)
Net Operating Revenue	6,109,225	5,081,717	4,139,070	3,602,470	2,881,276
Cost of goods sold	(4,292,650)	(3,673,011)	(2,903,152)	(2,322,691)	(2,167,016)
Gross Profit	1,816,575	1,408,706	1,235,918	1,279,779	714,260
Operating expenses:					
Selling	(1,144,482)	(916,671)	(828,690)	(720,761)	(563,025)
General and administrative	(52,462)	(54,207)	(49,133)	(54,029)	(51,603)
Other operating expense, net	15,398	(36,819)	(12,773)	(17,136)	(9,174)
Total operating expenses	(1,181,546)	(1,007,697)	(890,596)	(791,926)	(623,802)
Operating Income	635,029	401,009	345,322	487,853	90,458
Interest expense	(691,465)	(450,198)	(317,755)	(201,210)	(187,268)
Interest income and other, net	570,839	459,750	266,462	144,635	190,519
Foreign currency exchange loss, net	72,719	60,970	2,701	(171,377)	(72,775)
Income before income tax and equity income of investees and minority interest	587,122	471,531	296,730	259,901	20,934