

CONAGRA FOODS INC /DE/  
Form 8-K  
July 19, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): July 19, 2013**

**CONAGRA FOODS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-7275**  
(Commission  
File Number)

**47-0248710**  
(I.R.S. Employer  
Identification No.)

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One ConAgra Drive, Omaha, Nebraska  
(Address of principal executive offices)

(402) 240-4000

68102-5001  
(Zip Code)

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On January 29, 2013, ConAgra Foods, Inc. (the Company) acquired Ralcorp Holdings, Inc. (Ralcorp), which is now a wholly-owned subsidiary of the Company. Pursuant to the Agreement and Plan of Merger dated as of November 26, 2012 (the Merger Agreement) among Ralcorp, ConAgra Foods, and Phoenix Acquisition Sub Inc., a wholly-owned subsidiary of ConAgra Foods, the Company agreed to acquire Ralcorp for \$90.00 in cash per share of Ralcorp common stock. The closing of the transaction followed the approval of the acquisition by Ralcorp's shareholders on January 29, 2013, and the receipt of all required regulatory approvals. The total amount of consideration paid in connection with the acquisition was approximately \$5.07 billion (\$4.75 billion, net of cash acquired) plus assumed liabilities. The Company funded the acquisition consideration with existing cash on hand, borrowings under a new \$1.5 billion senior unsecured Term Loan Facility with Bank of America, N.A., as administrative agent and a lender JP Morgan Chase Bank, N.A. as syndication agent and a lender and the other financial institutions party thereto (the Term Loan Facility), and net proceeds from the issuance of new senior notes and common stock.

The following unaudited condensed consolidated financial statements and supplementary data of Ralcorp are filed as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference:

Condensed Consolidated Statements of Earnings for the three months ended December 31, 2012 and 2011;

Condensed Consolidated Statements of Comprehensive Income for the three months ended December 31, 2012 and 2011;

Condensed Consolidated Statements of Cash Flows for the three months ended December 31, 2012 and 2011; and

Notes to Condensed Consolidated Financial Statements.

The following unaudited pro forma condensed consolidated statement of operations combining the historical consolidated results of operations of the Company and its subsidiaries and Ralcorp and its subsidiaries, as an acquisition by the Company, are filed as Exhibit 99.2 to this Current Report on Form 8-K and are incorporated herein by reference:

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended May 26, 2013; and

Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 Ralcorp Holdings, Inc. Unaudited Condensed Consolidated Statements of Earnings, Condensed Consolidated Statements of Cash Flows, and Condensed Consolidated Statements of Comprehensive Income for the three months ended December 31, 2012 and 2011
- 99.2 Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended May 26, 2013
- 99.3 Unaudited Pro Forma Computation of Ratio of Earnings to Fixed Charges

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 19, 2013

**ConAgra Foods, Inc.**

By: /s/ JOHN F. GEHRING  
John F. Gehring  
Executive Vice President and

Chief Financial Officer