

Hillshire Brands Co
Form SC 13D/A
September 02, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)

The Hillshire Brands Company
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

432589109

(CUSIP Number)

David Goldman
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 28, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 432589109

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)
Gabelli Funds, LLC

I.D. No.

13-4044523

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization

New York

Number Of : 7 Sole voting power

Shares : None (Item 5)

Beneficially : 8 Shared voting power

Owned : None

By Each : 9 Sole dispositive power

Reporting : None (Item 5)

Person : 10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

None (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
IA, CO

2

CUSIP No. 432589109

1 Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 GAMCO Asset Management
 Inc. I.D. No. 13-4044521
 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS) (a)

2
 (b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 None

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 New York

Number Of :⁷ Sole voting power
 :

Shares : None (Item 5)
 :

Beneficially :⁸ Shared voting power
 :

Owned : None
 :

By Each :⁹ Sole dispositive power
 :

Reporting : None (Item 5)
 :

Person :¹⁰ Shared dispositive power
 :

With : None
 :

11 Aggregate amount
 beneficially owned by each
 reporting person

None (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
IA, CO

3

CUSIP No. 432589109

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)
Gabelli Securities, Inc.

I.D. No.

13-3379374

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Delaware

Number Of :⁷ Sole voting power

Shares : None (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : None (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 None (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares

13 (SEE INSTRUCTIONS)
Percent of class represented
by amount in row (11)

14 0.00%
Type of reporting person
(SEE INSTRUCTIONS)
HC, CO, IA

4

CUSIP No. 432589109

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)
Gabelli Foundation, Inc.

I.D. No. 94-2975159

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization

NV

Number Of :⁷ Sole voting power

Shares : None (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : None (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

None (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)

00-Private Foundation

5

CUSIP No. 432589109

1 Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 MJG Associates, Inc.
 I.D. No. 06-1304269
 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS) (a)

2
 (b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 None

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 Connecticut

Number Of :⁷ Sole voting power

Shares : None (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : None (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

None (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)

CO

6

CUSIP No. 432589109

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 MJG-IV Limited
Partnership

I.D. No.

13-3191826

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
New York

Number Of :7 Sole voting power

Shares : None (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : None (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 None (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
PN

7

CUSIP No. 432589109

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 GGCP, Inc.

I.D. No.

13-3056041

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

2

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Wyoming

Number Of :7 Sole voting power

Shares : None (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : None (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 None (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

8

CUSIP No. 432589109

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 GAMCO Investors, Inc.

I.D.

No. 13-4007862

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Delaware

Number Of :⁷ Sole voting power

Shares :
: None (Item 5)

Beneficially :⁸ Shared voting power

Owned :
: None

By Each :⁹ Sole dispositive power

Reporting :
: None (Item 5)

Person :¹⁰ Shared dispositive power

With :
: None

11 Aggregate amount
beneficially owned by each
reporting person

12 None (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

14 0.00%
Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

9

CUSIP No. 432589109

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Mario J. Gabelli
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)

2
 (b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 USA

Number	:	7	
Of	:		Sole voting power
	:		
Shares	:		None (Item 5)
	:	8	
Beneficially	:		Shared voting power
	:		
Owned	:		None
	:	9	
By Each	:		Sole dispositive power
	:		
Reporting:	:		None (Item 5)
	:	10	
Person	:		Shared dispositive power
	:		
With	:		None

11 Aggregate amount beneficially owned by each reporting person
 None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)
 0.00%

14 Type of reporting person (SEE INSTRUCTIONS)
 IN

Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D on the Common Stock of Hillshire Brands Company (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on June 19, 2014. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts. The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), G.research, Inc. ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P., Gabelli International Gold Fund Limited and Gabelli Green Long/Short Fund, L.P.

G.research, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO

International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust by Gabelli, The GAMCO Natural Resources Gold & Income Trust by Gabelli, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli SRI Fund, Inc., and The Gabelli Healthcare & Wellness^{Rx} Trust, (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-funds GAMCO Statagic Value and GAMCO Merger Arbitrage), a UCITS III vehicle. Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mitessm Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, and The TETON Westwood Mid-Cap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO and G.research are New York corporations and GBL, GSI, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) As a result of the acquisition of the Issuer by Tyson Foods Inc., the Reporting Persons no longer have beneficial ownership of the Issuer's shares.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) The Reporting Persons ceased to be beneficial owners of five percent or more of the Issuer's shares on August 28, 2014.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 2, 2014

GGCP, INC.
MARIO J. GABELLI
MJG ASSOCIATES, INC.
GABELLI FOUNDATION, INC.
MJG-IV LIMITED PARTNERSHIP

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson

Attorney-in-Fact

GAMCO ASSET MANAGEMENT INC.
GAMCO INVESTORS, INC.
GABELLI SECURITIES, INC.
GABELLI FUNDS, LLC

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson

President & Chief Operating Officer – GAMCO Investors, Inc.

President – GAMCO Asset Management Inc.

President – Gabelli Securities, Inc.

President & Chief Operating

Officer of the sole member of
Gabelli Funds, LLC

SCHEDULE I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GGCP, Inc.

Directors:

Mario J. Gabelli	Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.
Marc J. Gabelli	Chairman of The LGL Group, Inc. 2525 Shader Road Orlando, FL 32804
Matthew R. Gabelli	Vice President – Trading G.research, Inc. One Corporate Center Rye, NY 10580
Charles C. Baum	Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223
Fredric V. Salerno	Chairman; Former Vice Chairman and Chief Financial Officer

Verizon
Communications

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Marc J. Gabelli	President
Silvio A. Berni	Vice President, Assistant Secretary and Controller

GGCP Holdings LLC

Members:

GGCP, Inc.	Manager and Member
------------	-----------------------

Mario J. Gabelli	Member
------------------	--------

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt	Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202
----------------	---

Raymond C. Avansino	
---------------------	--

Richard L. Bready	Chairman & Chief Executive Officer E.L. Wiegand Foundation 165 West Liberty Street Reno, NV 89501
-------------------	--

	Former Chairman and Chief Executive Officer Nortek, Inc.
--	---

50 Kennedy
Plaza
Providence, RI
02903

See above

Mario J. Gabelli

Elisa M. Wilson

Director
c/o GAMCO
Investors, Inc.
One Corporate
Center
Rye, NY 10580

Eugene R. McGrath

Former Chairman
and Chief
Executive Officer
Consolidated
Edison, Inc.
4 Irving Place
New York, NY
10003

Robert S. Prather

President &
Chief Executive
Officer
Heartland Media,
LLC
1843 West
Wesley Road
Atlanta, GA
30327

Officers:

Mario J. Gabelli

Chairman and
Chief Executive
Officer

Douglas R. Jamieson

President and
Chief Operating
Officer

Henry G. Van der Eb

Bruce N. Alpert

Senior Vice
President

Agnes Mullady

Robert S. Zuccaro

Senior Vice
President

Kevin Handwerker

Senior Vice
President

Executive Vice
President and
Chief Financial
Officer

Executive Vice
President,
General Counsel
and Secretary

GAMCO Asset Management Inc.
Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

Mario J. Gabelli
Chief Executive
Officer and Chief
Investment
Officer – Value
Portfolios

Douglas R. Jamieson
President, Chief
Operating Officer
and Managing
Director

Robert S. Zuccaro
Chief Financial
Officer

David Goldman
General Counsel,
Secretary &
Chief
Compliance
Officer

Gabelli Funds, LLC
Officers:

Mario J. Gabelli
Chief Investment
Officer – Value
Portfolios

Bruce N. Alpert
Executive Vice
President and
Chief Operating
Officer

Agnes Mullady
President and
Chief Operating
Officer – Open
End Fund
Division

Robert S. Zuccaro
Chief Financial
Officer

David Goldman
General Counsel

Teton Advisors, Inc.
Directors:

Howard F. Ward
Chairman of the
Board

Nicholas F. Galluccio
Chief Executive
Officer and
President

Vincent J. Amabile

John Tesoro

Officers:

Howard F. Ward
See above

Nicholas F. Galluccio
See above

Robert S. Zuccaro
Chief Financial
Officer

David Goldman
General Counsel

Tiffany Hayden
Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake
President of W.
R. Blake & Sons,
Inc.
196-20 Northern
Boulevard
Flushing, NY
11358

Douglas G. DeVivo
DeVivo Asset
Management
Company LLC
P.O. Box 2048

Edgar Filing: Hillshire Brands Co - Form SC 13D/A

Menlo Park, CA
94027

Douglas R. Jamieson	President
	Managing Partner of Creative Casinos, LLC
Daniel R. Lee	10801 W. Charleston Blvd., Suite 420 Last Vegas, NV 89135
William C. Mattison, Jr.	

Officers:

Douglas R. Jamieson	See above
Robert S. Zuccaro	Chief Financial Officer
Diane M. LaPointe	Controller
David M. Goldman	General Counsel and Secretary
Joel Torrance	Chief Compliance Officer

G.research, Inc.
Directors:

Irene Smolicz	Senior Trader – G.research, Inc.
Daniel M. Miller	Chairman

Officers:

Daniel M. Miller	See above
Cornelius V. McGinity	President
Bruce N. Alpert	Vice President
Diane M. LaPointe	Controller and Financial & Operations Principal
Douglas R. Jamieson	Secretary
David M. Goldman	Assistant Secretary
Josephine D. LaFauci	Chief Compliance Officer

Gabelli Foundation, Inc.
Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
Elisa M. Wilson	President
Marc J. Gabelli	Trustee
Matthew R. Gabelli	Trustee
Michael Gabelli	Trustee

MJG-IV Limited Partnership
Officers:

Mario J. Gabelli	General Partner
------------------	-----------------

SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
------	-----------------------------	---------------------

COMMON STOCK-HILLSHIRE BRANDS COMPANY

MJG IV LIMITED PARTNERSHIP

8/21/14	4,000-	62.8800
---------	--------	---------

GABELLI FOUNDATION, INC.

8/28/14	29,000-	63.0000
---------	---------	---------

MJG ASSOCIATES, INC.

8/28/14	1,500-	63.0000
---------	--------	---------

MARIO J. GABELLI

8/28/14	211,000-	63.0000
---------	----------	---------

8/20/14	6,000-	62.8000
---------	--------	---------

8/18/14	1,000-	62.7810
---------	--------	---------

8/14/14	20,000-	62.7850
---------	---------	---------

7/23/14	16,000	62.7900
---------	--------	---------

7/14/14	22,000	62.7900
---------	--------	---------

7/11/14	31,000	62.7799
---------	--------	---------

7/03/14	1,000	62.7540
---------	-------	---------

7/02/14	10,000	62.7975
---------	--------	---------

GABELLI SECURITIES, INC.

8/28/14	186,707-	63.0000
---------	----------	---------

8/27/14	4,800	62.5867
---------	-------	---------

8/28/14	15,700-	63.0000
---------	---------	---------

8/26/14	1,600	62.8034
---------	-------	---------

8/25/14	1,700	62.7941
---------	-------	---------

8/13/14	6,000-	62.7953
---------	--------	---------

8/12/14	18,600	62.7187
---------	--------	---------

8/07/14	900	62.8143
---------	-----	---------

8/05/14	1,600	62.8350
---------	-------	---------

7/30/14	500	62.7700
---------	-----	---------

7/29/14	1,100	62.7800
---------	-------	---------

7/28/14	900	62.7833
---------	-----	---------

7/25/14	2,300	62.7762
---------	-------	---------

7/23/14	300	62.7892
---------	-----	---------

7/17/14	500	62.7600
---------	-----	---------

7/15/14	600	62.7543
---------	-----	---------

7/14/14	1,200	62.7542
---------	-------	---------

7/11/14	2,400	62.7540
---------	-------	---------

7/03/14	4,100	62.7037
---------	-------	---------

GABELLI ASSOCIATES LIMITED II E

8/28/14	1,400	62.9754
---------	-------	---------

8/28/14	51,900-	63.0000
---------	---------	---------

8/27/14	1,400	62.5867
---------	-------	---------

Edgar Filing: Hillshire Brands Co - Form SC 13D/A

8/26/14	300	62.8034
8/25/14	2,500	62.7941
8/13/14	1,700-	62.7953
8/12/14	1,100	62.7187
GABELLI ASSOCIATES LIMITED		
8/28/14	134,300-	63.0000
8/28/14	3,100	62.9754
8/27/14	3,700	62.5867
8/26/14	700	62.8034
8/13/14	4,600-	62.7953
8/12/14	14,200	62.7187
8/07/14	700	62.8143
8/05/14	1,200	62.8350
7/30/14	500	62.7700
7/29/14	800	62.7800
7/28/14	800	62.7833
7/25/14	1,700	62.7762
7/23/14	500	62.7892
7/15/14	600	62.7543
7/14/14	900	62.7542
7/11/14	1,800	62.7540
7/03/14	3,100	62.7037
GABELLI ASSOCIATES FUND II		
8/28/14	84,400-	63.0000
8/28/14	1,900	62.9754
8/27/14	2,400	62.5867
8/26/14	300	62.8034
8/13/14	2,900-	62.7953
8/12/14	9,100	62.7187
8/07/14	400	62.8143
8/05/14	300	62.8350
7/30/14	300	62.7700
7/29/14	500	62.7800
7/28/14	500	62.7833
7/25/14	1,600	62.7762
7/23/14	300	62.7892
7/15/14	400	62.7543
7/14/14	500	62.7542
7/11/14	1,200	62.7540
7/03/14	1,700	62.7037
GABELLI ASSOCIATES FUND		
8/28/14	224,501-	63.0000
8/28/14	2,200-	63.0000
8/28/14	4,700	62.9754
8/27/14	6,000	62.5867
8/26/14	1,900	62.8034
8/25/14	3,880	62.7941
8/20/14	2	62.7900
8/13/14	7,300-	62.7953
8/12/14	23,200	62.7187
8/07/14	1,200	62.8143

Edgar Filing: Hillshire Brands Co - Form SC 13D/A

8/05/14	2,000	62.8350
7/30/14	900	62.7700
7/29/14	1,400	62.7800
7/28/14	1,100	62.7833
7/25/14	2,930	62.7762
7/23/14	578	62.7892
7/17/14	500	62.7600
7/15/14	517	62.7543
7/14/14	1,500	62.7542
7/11/14	3,300	62.7540
7/03/14	4,800	62.7037
ALCE PARTNERS		
8/28/14	4,000-	63.0000
7/09/14	2,000	62.8100
MJG ASSOCIATES, INC.		
GABELLI INTERNATIONAL LIMITED		
8/28/14	10,000-	63.0000
8/21/14	6,000-	62.8800
7/09/14	6,000	62.8100
GABELLI FUND, LDC		
8/20/14	5,000-	62.8000
7/09/14	400	62.8000
7/07/14	600	62.7100
7/03/14	4,000	62.7540
GAMCO INVESTORS, INC.		
8/28/14	600	62.9754
8/28/14	37,800-	63.0000
8/28/14	110,000-	63.0000
8/27/14	1,100	62.5867
8/13/14	1,200-	62.7953
8/12/14	3,800	62.7187
8/07/14	200	62.8143
8/05/14	400	62.8350
7/31/14	10,000	62.7900
7/29/14	200	62.7800
7/28/14	300	62.7833
7/25/14	300	62.7762
7/25/14	19,800	62.8000
7/23/14	200	62.7800
7/22/14	10,000	62.8000
7/17/14	23,191	62.7900
7/16/14	26,809	62.7863
7/15/14	100	62.7543
7/14/14	200	62.7542
7/11/14	600	62.7540
7/10/14	25	62.7900
7/03/14	800	62.7037
7/03/14	10,000	62.7500
GAMCO ASSET MANAGEMENT INC.		
8/28/14	2,442,605-	63.0000
8/28/14	500	62.9754

Edgar Filing: Hillshire Brands Co - Form SC 13D/A

8/27/14	2,800-	62.9404
8/26/14	4,000-	62.8800
8/26/14	10,000-	62.9200
8/26/14	5,100-	62.9225
8/25/14	1,200-	62.7901
8/25/14	6,900-	62.8175
8/25/14	1,000-	62.8400
8/25/14	1,500	62.7941
8/22/14	6,000-	62.8783
8/22/14	1,300-	62.8701
8/22/14	900-	62.8700
8/21/14	16,000-	62.8688
8/21/14	2,000-	62.8601
8/21/14	2,000-	62.8700
8/21/14	13,200-	62.8708
8/20/14	8,500-	62.8000
8/20/14	30,000-	62.7901
8/19/14	5,000-	62.7910
8/19/14	34,000-	62.7800
8/18/14	15,000-	62.7940
8/18/14	15,000-	62.7867
8/18/14	14,900-	62.7900
8/18/14	2,000-	62.7905
8/15/14	9,900-	62.7700
8/15/14	20,000-	62.7696
8/15/14	26,800-	62.7710
8/14/14	32,200-	62.7857
8/14/14	48,000-	62.7911
8/14/14	11,200-	62.7900
8/13/14	7,400-	62.7887
8/13/14	3,000-	62.7810
8/13/14	400-	62.7800
8/13/14	12,000-	62.7817
8/12/14	1,000	62.7187
8/11/14	900-	62.8400
8/08/14	1,000-	62.7801
8/07/14	1,900-	62.8100
8/07/14	300-	*DO
8/05/14	3,789	62.8207
8/05/14	3,000-	62.8200
8/05/14	2,000	62.8350
8/04/14	1,211	62.8299
8/04/14	500-	62.8210
8/01/14	7,500-	62.8092
8/01/14	7,000-	*DO
7/31/14	16,000	62.7800
7/30/14	6,500-	62.7811
7/30/14	30,000-	62.7776
7/30/14	8,000	62.7700
7/30/14	11,200	62.7800
7/29/14	3,712	62.7800

Edgar Filing: Hillshire Brands Co - Form SC 13D/A

7/28/14	7,000	62.7800
7/28/14	3,788	62.7858
7/25/14	7,000	62.8000
7/25/14	47,500	62.7862
7/25/14	5,000-	62.7841
7/24/14	7,000	62.8300
7/24/14	3,700-	62.8201
7/23/14	1,400-	62.7971
7/23/14	1,000	62.7895
7/23/14	300-	62.7917
7/22/14	11,000	62.8000
7/22/14	400	62.7974
7/22/14	16,000-	62.7955
7/22/14	1,000-	62.7905
7/21/14	4,000	62.7800
7/21/14	5,000	62.7900
7/21/14	1,000	62.8000
7/21/14	2,000-	62.7861
7/18/14	800-	*DO
7/18/14	800-	62.8000
7/18/14	15,500-	62.7860
7/18/14	5,000-	62.7844
7/17/14	11,000	62.7700
7/17/14	600	62.8100
7/17/14	10,000-	62.7796
7/15/14	1,000-	*DO
7/15/14	160-	*DO
7/14/14	500	62.8090
7/14/14	1,000	62.7542
7/11/14	800	62.7900
7/11/14	500	62.7899
7/11/14	1,400-	62.7800
7/10/14	200-	*DO
7/10/14	100-	*DO
7/10/14	200-	*DO
7/09/14	200-	62.8000
7/09/14	3,000-	62.7700
7/08/14	1,000-	62.7300
7/07/14	1,500	62.7300
7/03/14	4,000	62.7475
7/03/14	20,000	62.7600
7/03/14	3,000	62.7000
7/03/14	3,000-	62.8000
7/03/14	6,415-	62.7860
7/03/14	5,000	62.7100
7/02/14	160	62.7341
7/02/14	600-	62.7543
7/02/14	160-	62.7340
7/02/14	500	62.7197
7/02/14	500-	62.7196
7/02/14	600	62.7980

Edgar Filing: Hillshire Brands Co - Form SC 13D/A

7/02/14	600	62.7543
7/02/14	1,000-	62.7811
7/02/14	1,000-	62.7800
7/02/14	3,000-	62.7703
7/02/14	1,000-	62.7701
7/02/14	1,000-	62.7700
7/02/14	183,685-	62.7589
7/02/14	1,600-	62.7581
7/02/14	4,800-	62.7571
7/02/14	4,100-	62.7557
7/02/14	3,500-	62.7540
7/02/14	2,000-	62.7500
7/02/14	1,600-	62.7488
7/02/14	800-	62.7401
7/02/14	1,400-	62.7400
7/02/14	4,500-	62.7348
7/02/14	800-	62.7305
GGCP, INC.		
8/28/14	108,400-	63.0000
8/07/14	8,400	62.8000
7/25/14	10,000	62.8000
7/22/14	10,000	62.8000
7/11/14	39,000	62.7800
MARIO J. GABELLI		
8/20/14	10,000-	62.8001
7/22/14	7,000	62.8000
GABELLI FUNDS, LLC.		
GABELLI FOCUS FIVE FUND		
8/28/14	185,000-	63.0000
THE GABELLI SRI GREEN FUND INC		
8/28/14	55,000-	63.0000
GABELLI VALUE FUND		
8/28/14	130,000-	63.0000
GAMCO STRATEGIC VALUE		
8/28/14	20,000-	63.0000
7/28/14	5,868	62.7898
7/25/14	6,132	62.7700
7/02/14	4,000	62.7799
GABELLI HEALTHCARE & WELLNESS TRUST		
8/28/14	80,000-	63.0000
GABELLI GLOBAL SMALL AND MIDCAP VALUE TRUST		
8/28/14	38,000-	63.0000
7/23/14	35,000	62.8000
GAMCO VERTUMNUS FUND		
8/28/14	5,000-	63.0000
GABELLI EQUITY TRUST		
8/28/14	330,000-	63.0000
GABELLI EQUITY INCOME FUND		
8/28/14	260,000-	63.0000
8/21/14	20,000-	62.8500
GABELLI DIVIDEND & INCOME TRUST		

Edgar Filing: Hillshire Brands Co - Form SC 13D/A

8/28/14	389,000-	63.0000
8/13/14	10,000-	62.7900
7/30/14	23,693	62.7800
7/29/14	14,920	62.7800
7/28/14	11,387	62.7800
7/21/14	13,315	62.7900
7/03/14	36,685	62.6800
THE GDL FUND		
8/28/14	350,000-	63.0000
GABELLI CONVERTIBLE AND INCOME SECURITIES FUND INC.		
8/28/14	2,000-	63.0000
GABELLI ASSET FUND		
8/28/14	408,000-	63.0000
8/26/14	40,000-	62.9425
8/19/14	96,000-	62.7801
8/19/14	48,000	62.7801
8/13/14	10,000-	62.7900
8/07/14	20,000-	62.8300
8/06/14	30,000-	62.8312
8/05/14	12,000-	62.8200
7/31/14	10,000-	62.8000
GABELLI ENTERPRISE M&A FUND		
8/28/14	215,000-	63.0000
7/03/14	5,000	62.7000
GAMCO MERGER ARBITRAGE		
8/28/14	800	62.9754
8/28/14	60,686-	63.0000
8/28/14	500	62.9950
8/27/14	1,600	62.5867
8/26/14	800	62.8034
8/13/14	4,500-	62.7953
8/12/14	9,000	62.7187
8/07/14	800	62.8143
8/05/14	500	62.8350
7/30/14	300	62.7700
7/29/14	1,000	62.7800
7/28/14	2,400	62.7833
7/25/14	900	62.7762
7/23/14	500	62.7892
7/15/14	100	62.7543
7/14/14	700	62.7542
7/11/14	700	62.7540
7/03/14	1,300	62.7037
GABELLI ABC FUND		
8/28/14	1,120,000-	63.0000
8/01/14	5,101	62.7700
7/31/14	44,899	62.7767
7/30/14	800	62.7700
7/25/14	5,200	62.7700
7/17/14	89,000	62.7700
7/03/14	50,000	62.7600

7/03/14	25,000	62.7100
GABELLI GLOBAL UTILITY & INCOME TRUST		
8/28/14	25,000-	63.0000
7/03/14	7,000	62.7300

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NY STOCK EXCHANGE.

(2) PRICE EXCLUDES COMMISSION.

(3) THE TRANSACTIONS ON 8/28/14 ARE A RESULT OF THE ACQUISITION OF THE ISSUER BY TYSON FOODS INC. FOR \$63 A SHARE.

(*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.