

SMITHFIELD FOODS INC  
Form 8-K  
January 27, 2011

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): January 27, 2011

SMITHFIELD FOODS, INC.  
(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation)	1-15321 (Commission File Number)	52-0845861 (IRS Employer Identification No.)
200 Commerce Street Smithfield, Virginia (Address of principal executive offices)		23430 (Zip Code)

Registrant's telephone number, including area code: (757) 365-3000

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 (see General Instruction A.2. below):

- 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 27, 2011, Smithfield Foods, Inc. (the “Company”) issued a press release announcing that (1) the Company has amended the terms of its previously announced offer (the “Tender Offer”) to purchase for cash the maximum aggregate principal amount of its 7.75% Senior Unsecured Notes due 2013 and 10% Senior Secured Notes due 2014 (collectively, the “Notes”) that it can purchase for \$350.0 million (excluding accrued and unpaid interest) and (2) as of 5:00 P.M., New York City time, on January 26, 2011 (the Early Participation Deadline for the Tender Offer), the Company received tenders for approximately \$553.4 million aggregate principal amount of Notes. The foregoing is qualified by reference to the press release that is attached as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, dated January 27, 2011

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.

SMITHFIELD FOODS, INC.

Date: January 27,  
2011

/s/ Michael H. Cole

Michael H. Cole  
Vice President, Chief Legal Officer and  
Secretary

EXHIBIT INDEX

Exhibit 99.1          Press Release, dated January 27, 2011