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TASTY BAKING CO
Form 8-K
July 31, 2003

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): July 30, 2003

Tasty Baking Company

(Exact Name of Registrant as Specified in Charter)

Pennsylvania

1-5084

23-1145880

(State or Other Jurisdiction of
Incorporation or Organization)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

2801 Hunting Park Avenue, Philadelphia, Pennsylvania

19129

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (215) 221-8500

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events

On July 30, 2003, the Board of Directors declared a regular cash dividend of \$0.05 per share, adopted a shareholder rights plan and adopted a stock repurchase program. Copies of the press release regarding these matters and the rights agreement are attached to this Report as exhibits and are incorporated herein by reference.

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In connection with the adoption of the shareholder rights agreement the Board declared a dividend distribution of one (1) right for each outstanding share of common stock. A description of the rights is set forth in "Exhibit B - Summary of Rights to Purchase Common Stock to the Rights Agreement."

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Not applicable

(b) Not applicable

(c) The following exhibit is filed herewith:

| | |
|--------------|---|
| Exhibit 4.1 | Rights Agreement Dated July 30, 2003 between the Registrant and American Stock Transfer and Trust Company |
| Exhibit 99.1 | Press Release dated July 30, 2003 |
| Exhibit 99.2 | Press Release dated July 31, 2003 |

Item 9. Other Events and Required FD Disclosure

The press release attached hereto as Exhibit 99.2 relating to the Registrant's earnings for the fiscal quarter ended June 28, 2003 was issued on July 31, 2003, is incorporated herein by reference, is being furnished pursuant to Item 12 of Form 8-K, "Results of Operations and Financial Condition," and is included under Item 9 in accordance with SEC Release Nos.33-8216 and 34-47583. Such information shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

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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.

TASTY BAKING COMPANY

(Registrant)

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Date: July 31, 2003

/s/ David S. Marberger

David S. Marberger
Senior Vice President and Chief Financial
Officer

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EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
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