

CONAGRA FOODS INC /DE/  
Form 8-K/A  
February 05, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of The Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 1, 2016**

**ConAgra Foods, Inc.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State of**  
**Incorporation)**

**1-7275**  
**(Commission**  
**File No.)**

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

**One ConAgra Drive**

**Omaha, NE**  
**(Address of Principal Executive Offices)**  
**(402) 240-4000**

**68102**  
**(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))

### **EXPLANATORY NOTE**

This Amendment No. 1 to the Current Report on Form 8-K, which was originally filed with the Securities and Exchange Commission on February 1, 2016 (the Original 8-K ), amends and restates in its entirety Item 9.01 of the Original 8-K to include the pro forma financial information required by Item 9.01 of Form 8-K with respect to the sale by ConAgra Foods, Inc. (the Company ) of its private label operations to TreeHouse Foods, Inc. on February 1, 2016. The remainder of the information contained in the Original 8-K is not hereby amended.

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

##### **(b) Pro Forma Financial Information**

The unaudited pro forma condensed consolidated financial information of the Company as of November 29, 2015 and for the fiscal years ended May 31, 2015, May 25, 2014, and May 26, 2013, and notes thereto, is attached as Exhibit 99.2 to this Form 8-K and is incorporated in this Item 9.01(b) by reference.

##### **(d) Exhibits**

- 99.1\* Press Release of ConAgra Foods, Inc., dated February 1, 2016.
- 99.2 ConAgra Foods, Inc. Unaudited Pro Forma Condensed Consolidated Financial Information as of November 29, 2015 and for the fiscal years ended May 31, 2015, May 25, 2014, and May 26, 2013.

\* Previously filed with Form 8-K filed on February 1, 2016

**SIGNATURE**

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.

CONAGRA FOODS, INC.

Date: February 5, 2016

By: */s/ Lyneth Rhoten*

Name: Lyneth Rhoten

Title: Vice President, Securities Counsel and Assistant  
Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
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