

CHS INC
Form 8-K
December 07, 2012

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): December 6, 2012

CHS Inc.

(Exact name of registrant as specified in its charter)

Minnesota	0-50150	41-0251095
<hr/>	<hr/>	<hr/>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

5500 Cenex Drive, Inver Grove Heights, Minnesota	55077
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 651-355-6000
Not Applicable

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 6, 2012, CHS Inc. (“CHS” or the “Company”) held its Annual Members Meeting. At the meeting, each of the following directors were re-elected to the Board for a three-year term: Donald Anthony, David Bielenberg, Steve Fritel and David Kayser. The delegates also elected one new director, David Johnsrud, to serve a three-year term on the Board. David Johnsrud succeeds Michael Mulcahey, who has served on the Board since 2003. The following directors' terms of office continued after the meeting: Robert Bass, Clinton J. Blew, Dennis Carlson, Curt Eischens, Jon Erickson, Jerry Hasnedl, Randy Knecht, Greg Kruger, Edward Malesich, Steve Riegel, Daniel Shurr and Michael Toelle.

David Johnsrud, 59, will represent members in Minnesota. Johnsrud has been a member of the board of directors of AgCountry Farm Credit Services since 2001, and currently serves as chairman. Johnsrud also serves on the Minnesota Farm Credit Legislative Committee, with three years as chairman. He was chairman of the Minnesota Farm Credit nominating committee for the AgriBank election in 2012, and served on the Farmers Union Oil and Prairie Lake Coop boards of directors from 1987 through 2007, with 15 years as board secretary. Johnsrud served on the Mid-Minnesota Association Board, with terms as secretary and chairman, as well as on the State Directors' Association, with terms as treasurer. He also served on the CHS Annual Meeting Credentials Committee in 2000 and 2001 and on the Resolutions Committee in 2002 and 2003.

Following the Annual Members Meeting, the Board of Directors held the annual re-organizational meeting at which Board officers were elected. David Bielenberg- was elected Chairman of the Board, Dennis Carlson- was elected First Vice Chairman of the Board, Daniel Schurr- was elected Secretary-Treasurer of the Board, Steve Fritel was elected Second Vice Chairman of the Board and Curt Eischens was elected Assistant Secretary-Treasurer of the Board, each for a one-year term.

Item 7.01 Regulation FD Disclosure.

On December 7, 2012, the Company issued a press release announcing the results of the election of directors to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

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.

CHS Inc.

December 7, 2012

By: /s/ David A. Kastelic

Name: David A. Kastelic
Title: Executive Vice President and Chief
Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Press release dated December 7, 2012.

NT STYLE="font-family:Times New Roman" SIZE="2">

Core fixed income

56,604	56,604
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Total mutual funds

215,880	215,880
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Collective trust funds

Lifepath (a)

138,829	138,829
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Common stock

U.S. small cap equity

22,518	22,518
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Beam Inc.

18,048	18,048
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Fortune Brands Home & Security, Inc.

7,666	7,666
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Total common stock

48,232	48,232
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Total investments at fair value

\$295,353 \$138,829 \$ 434,182

- (a) The collective trust funds are valued at their December 31, 2011 net asset value per share as provided by the funds' administrator. The investment strategy of these funds is to maximize total return with a risk level that may be appropriate for each fund's particular timeframe by holding a mix of stocks and fixed income instruments and gradually shifting to a conservative risk level at the end of the timeframe. Redemption from these funds is permitted with 30-days notice.

Table of Contents**Fortune Brands Home & Security Hourly Employee Retirement Savings Plan****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2011 and 2010****(Dollars in thousands)***Former Parent Master Trust*

The investments of the Former Parent Master Trust were maintained under a trust agreement with the Trustee. The Plan had a total beneficial interest of approximately 12.78% in the Former Parent Master Trust's net assets at December 31, 2010.

The Former Parent Master Trust's net assets at December 31, 2010 are as follows (in thousands):

	2010
Assets	
Investments, at fair value	
Interest bearing cash	\$ 70,285
Mutual funds	443,871
Collective trust funds	231,070
Common stock	117,594
Total investments	862,820
Due from brokers	618
Total assets	863,438
Liabilities	
Accrued administrative expenses	148
Other payables	380
Due to brokers	1,599
Total liabilities	2,127
Net assets of the Former Parent Master Trust available for benefits	\$ 861,311

Table of Contents**Fortune Brands Home & Security Hourly Employee Retirement Savings Plan****NOTES TO FINANCIAL STATEMENTS - CONTINUED****December 31, 2011 and 2010****(Dollars in thousands)**

The net (depreciation) appreciation in fair value of investments, interest income, dividend income and administrative expenses related to the Former Parent Master Trust for the period January 1, 2011 through October 3, 2011 and the year ended December 31, 2010, are as follows (in thousands):

	For the Period January 1/1/11 10/3/11	For the Year Ended 12/31/10
Net (depreciation) appreciation in fair value		
Mutual funds	\$ (43,094)	\$ 34,295
Collective trust funds	(16,499)	27,427
Common stock	(21,080)	25,869
Net (depreciation) appreciation in fair value of investments of the Former Parent Master Trust	(80,673)	87,591
Interest income	30	38
Dividend income	4,784	15,334
Administrative expenses	(1,020)	(949)
Former Parent Master Trust net investment (loss) income	\$ (76,879)	\$ 102,014

The following table presents the Former Parent Master Trust's investments by level within the fair value hierarchy as of December 31, 2010 (in thousands):

	Level 1	2010		Total
	Level 1	Level 2	Level 3	Total
Interest bearing cash	\$ 70,285	\$	\$	\$ 70,285
Mutual funds				
U.S. large cap equity	224,903			224,903
U.S. small cap equity	34,700			34,700
International equity	70,378			70,378
Core fixed income	113,890			113,890
Total mutual funds	443,871			443,871
Collective trust funds				
Lifepath (a)		231,070		231,070
Common stock				
U.S. small cap equity	60,282			60,282

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Fortune Brands, Inc.	57,312			57,312
Total common stock	117,594			117,594
Total investments at fair value	\$ 631,750	\$ 231,070	\$	\$ 862,820

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Fortune Brands Home & Security Hourly Employee Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2011 and 2010

(Dollars in thousands)

- (a) The collective trust funds are valued at their December 31, 2010 net asset value per share as provided by the funds' administrator. The investment strategy of these funds is to maximize total return with a risk level that may be appropriate for each fund's particular timeframe by holding a mix of stocks and fixed income instruments and gradually shifting to a conservative risk level at the end of the timeframe. Redemption from these funds is permitted with 30-days notice.

NOTE E RISKS AND UNCERTAINTIES

The Plan provides for various investments in any combination of stocks, mutual funds and collective trust funds. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in market value could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statements of changes in net assets available for plan benefits.

NOTE F TAX STATUS

On April 4, 2008, the Internal Revenue Service (IRS) determined and informed Fortune by letter, that the plan and related trust are designed in accordance with applicable sections of the Code. This determination letter is applicable to IRS review of the working copy of the Plan and the associated amendments submitted with the application dated January 30, 2007. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is currently designed and is currently being operated in compliance, in all material respects, with the applicable requirements of the Code. FBHS has filed an application with the IRS to obtain an updated determination letter and is awaiting response from the IRS.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE G RELATED-PARTY TRANSACTIONS

Certain Former Parent Master Trust and FBHS Master Trust investments are managed by Fidelity Investments. Fidelity Investments is an affiliated company of the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Prior to the Spin-off, the Former Parent Master Trust also held shares of Fortune Common Stock. Following the Spin-off, the FBHS Master Trust held shares of FBHS common stock and Beam Inc. common stock.

Fees have been paid to Fidelity by the Plan for record-keeping and investment management services for the years ended December 31, 2011 and 2010.

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Fortune Brands Home & Security Hourly Employee Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2011 and 2010

(Dollars in thousands)

NOTE H PLAN TERMINATION

Although they have not expressed any intent to do so, the Companies have the right under the Plan to discontinue contributions at any time and FBHS, as Plan sponsor, has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in the Company contribution portion of their accounts.

NOTE I SUBSEQUENT EVENTS

Management of the Plan has evaluated subsequent events and there were no material subsequent events that required recognition or additional disclosures in these statements other than those noted below.

At the time of the Spin-off, participants holding shares of Beam Inc. common stock under the Plan were not permitted to make additional investments into the fund. Effective June 29, 2012, the Beam Inc. stock fund is scheduled to be eliminated under the Plan. Participants invested in the Beam Inc. stock fund will have until June 29, 2012 to sell their shares and invest their proceeds in any of the investment options under the Plan. The Plan intends to sell any shares of Beam Inc. common stock remaining in the Plan on June 29, 2012. If Participants do not otherwise make a new investment election to apply to the funds previously invested in the Beam Inc. stock fund, the Plan will invest the proceeds of the sale of the Beam Inc. stock fund in a default investment.

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Fortune Brands Home & Security Hourly Retirement Savings Plan

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2011

(Dollars in thousands)

(a)	(b) (c) Description and identity of issue, borrower, lessor or similar party	(d) Cost**	(e) Current value
	Loans to participants -		
*	Interest rates ranging from 3.25% to 9.25%		\$ 9,212
			\$ 9,212

*Indicates a party-in-interest to the Plan.

**Cost information omitted for investments that are fully participant directed.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

FORTUNE BRANDS HOME & SECURITY HOURLY
EMPLOYEE RETIREMENT SAVINGS PLAN

June 27, 2012

By: /s/ Elizabeth R. Lane
Elizabeth R. Lane, Chair
Employee Benefits Administrative Committee of
Fortune Brands Home & Security, Inc.

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EXHIBIT INDEX

Exhibit Number	Description
23.1	Consent of Independent Registered Public Accounting Firm, Grant Thornton LLP.