FLOWERS FOODS INC
Form 10-K
February 20, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 29, 2012

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-16247

FLOWERS FOODS, INC.

(Exact name of registrant as specified in its charter)

Georgia	**58-2582379**

(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
1919 Flowers Circle	
Thomasville, Georgia	**31757**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code:

(229) 226-9110

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Each Exchange on Which Registered**
Common Stock, $0.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer ¨	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No þ

Based on the closing sales price on the New York Stock Exchange on July 14, 2012 the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was $2,840,984,349.

On February 15, 2013, the number of shares outstanding of the registrant s Common Stock, $0.01 par value, was 138,297,249.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant s Proxy Statement for the 2013 Annual Meeting of Shareholders to be held May 22, 2013, which will be filed with the Securities and Exchange Commission on or prior to April 10, 2013, have been incorporated by reference into Part III, Items 10, 11, 12, 13 and 14 of this Annual Report on Form 10-K.

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FORM 10-K REPORT

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Forward-Looking Statements

Statements contained in this filing and certain other written or oral statements made from time to time by the company and its representatives that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to current expectations regarding our future financial condition and results of operations and are often identified by the use of words and phrases such as anticipate, believe, continue, could, estimate, expect, intend, may, plan, predict, project, shoul to, is expected to or will continue, or the negative of these terms or other comparable terminology. These forward-looking statements are based upon assumptions we believe are reasonable.

Forward-looking statements are based on current information and are subject to risks and uncertainties that could cause our actual results to differ materially from those projected. Certain factors that may cause actual results, performance, liquidity, and achievements to differ materially from those projected are discussed in this report and may include, but are not limited to:

- unexpected changes in any of the following: (i) general economic and business conditions; (ii) the competitive setting in which we operate, including, advertising or promotional strategies by us or our competitors, as well as changes in consumer demand; (iii) interest rates and other terms available to us on our borrowings; (iv) energy and raw materials costs and availability and hedging counter-party risks; (v) relationships with or increased costs related to our employees, independent distributors and third party service providers; and (vi) laws and regulations (including environmental and health-related issues), accounting standards or tax rates in the markets in which we operate;

- the loss or financial instability of any significant customer(s);

- our ability to execute our business strategy, which may involve integration of recent acquisitions or the acquisition or disposition of assets at presently targeted values;

- our ability to operate existing, and any new, manufacturing lines according to schedule;

- the level of success we achieve in developing and introducing new products and entering new markets;

- changes in consumer behavior, trends and preferences, including health and whole grain trends, and the movement toward more inexpensive store-branded products;

- our ability to implement new technology and customer requirements as required;

- the credit and business risks associated with independent distributors and our customers which operate in the highly competitive retail food and foodservice industries, including the amount of consolidation in these industries;

- changes in pricing, customer and consumer reaction to pricing actions, and the pricing environment among competitors within the industry;

- consolidation within the baking industry and related industries;

any business disruptions due to political instability, armed hostilities, incidents of terrorism, natural disasters, technological breakdowns, product contamination or the responses to or repercussions from any of these or similar events or conditions and our ability to insure against such events; and

regulation and legislation related to climate change that could affect our ability to procure our commodity needs or that necessitate additional unplanned capital expenditures.

The foregoing list of important factors does not include all such factors, nor necessarily present them in order of importance. In addition, you should consult other disclosures made by the company (such as in our other filings with the Securities and Exchange Commission (SEC) or in company press releases) for other factors that may cause actual results to differ materially from those projected by the company. Please refer to Part I, Item 1A., *Risk Factors*, of this Form 10-K for additional information regarding factors that could affect the company s results of operations, financial condition and liquidity.

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We caution you not to place undue reliance on forward-looking statements, as they speak only as of the date made and are inherently uncertain. The company undertakes no obligation to publicly revise or update such statements, except as required by law. You are advised, however, to consult any further public disclosures by the company (such as in our filings with the SEC or in company press releases) on related subjects.

We own or have rights to trademarks or trade names that we use in connection with the operation of our business, including our corporate names, logos and website names. In addition, we own or have the rights to copyrights, trade secrets and other proprietary rights that protect the content of our products and the formulations for such products. Solely for convenience, some of the trademarks, trade names and copyrights referred to in this Form 10-K are listed without the ©, ® and symbols, but we will assert, to the fullest extent under applicable law, our rights to our trademarks, trade names and copyrights.

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PART I

Item 1. ***Business***

Historical Information

Flowers Foods beginning dates back to 1919 when two brothers, William Howard and Joseph Hampton Flowers, opened Flowers Baking Company in Thomasville, Ga. In 1968, Flowers Baking Company went public, became Flowers Industries, and began trading over-the-counter stock. Less than a year later, the company listed on the American Stock Exchange. In 1982, Flowers listed on the New York Stock Exchange under the symbol FLO. In the mid-1990s, following the acquisition of Keebler Foods Company, one of the largest cookie and cracker companies in the U.S., and the top-selling Mrs. Smith s frozen pie brand, Flowers Industries transformed from a strong regional baker into a national baked foods company. By 1999, the company had $4.2 billion in annual sales and three business units Flowers Bakeries, a super-regional fresh baked foods company; Mrs. Smith s Bakeries, a national frozen baked foods company; and Keebler Foods, a national cookie and cracker company. In March 2001, Flowers sold its investment in Keebler to the Kellogg Company. The remaining business units Flowers Bakeries and Mrs. Smith s were spun off into a new company, Flowers Foods, which was incorporated in Georgia in 2000. In April 2003, Flowers Foods sold its Mrs. Smith s frozen dessert business to The Schwan Food Company, retaining its core fresh bakery and frozen bread and roll businesses.

From 2003 through 2012, Flowers Foods executed its growth strategy to reach more of the U.S. population with fresh breads, buns, rolls, and snack cakes through its Direct-Store-Delivery segment. In the nine year span, the company s access to the U.S. population for its fresh bakery products and brands grew from about 38% to more than 70%. The company s market capitalization increased from $418.9 million to $3,172.0 million at the end of fiscal 2012.

As used herein, references to we, our, us, the company , Flowers or Flowers Foods include the historical operating results and activities of business operations that comprised Flowers Foods, Inc., as of December 29, 2012.

The Company

Flowers Foods currently operates two business segments: a direct-store-delivery segment (DSD segment) and a warehouse delivery segment (warehouse segment). The DSD segment (82% of total sales) operates 35 bakeries that market a wide variety of fresh bakery foods, including fresh breads, buns, rolls, tortillas, and snack cakes. These products are sold through a DSD route delivery system to retail and foodservice customers in the Southeast, Mid-Atlantic, New England, and Southwest as well as in select markets in California and Nevada. The warehouse segment (18% of total sales) operates 10 bakeries that produce snack cakes and breads and rolls for national retail, foodservice, vending, and co-pack customers and deliver through customers warehouse channels.

At the end of 2012, the DSD segment s fresh bakery foods were available to more than 70% of the U.S. population. Our DSD system is comprised of approximately 4,100 independent distributors who own the rights to distribute certain brands of our fresh packaged bakery foods in their geographic territories. In addition, the company has approximately 890 company-owned territories available for sale. This number increased significantly during fiscal 2012 because of additional territories held for sale from acquisitions.

The warehouse segment s fresh snack cakes and frozen breads and rolls are sold nationally direct to customers warehouses and delivered through frozen and non-frozen contract carriers.

See Note 21, *Segment Reporting*, of Notes to Consolidated Financial Statements of this Form 10-K for financial information about our segments.

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Our brands are among the best known in the baking industry. Many of our DSD brands have a major presence in the product categories in which they compete. They have a leading share of fresh packaged branded sales measured in both dollars and units in the major metropolitan areas we serve in our core Southern markets. Our brands include the following:

DSD Segment Brands/ Company Owned	DSD Segment Brands/Franchised/Licensed	Warehouse Segment Brands/ Company Owned
Nature s Own	*Sunbeam*	*Mrs. Freshley s*
Whitewheat	*Roman Meal*	*European Bakers*
Tastykake	*Bunny*	*Broad Street Bakery*
Bluebird	*Holsum*	*Leo s Foods*
Cobblestone Mill	*Aunt Hattie s*	*Juarez*
ButterKrust	*Country Kitchen*	*Tesoritos*
Dandee		
Mary Jane		
Mary Jane and Friends		
Evangeline Maid		
Captain John Derst		
Country Hearth		
Natural Grain		
Flowers Foods		
Mi Casa		
Frestillas		
Barowsky s		

Strategies

Flowers Foods has focused on developing and refining operating strategies to create competitive advantages in the marketplace. We believe these strategies help us achieve our long-term objectives and work to build value for shareholders. Put simply, our strategies are to:

Grow Sales. We have a three-pronged strategy for growing sales through acquisitions, market expansions, and core markets.

Invest Wisely. We invest to improve the effectiveness of our bakeries, distribution networks, and information systems.

Bake Smart. We innovate to improve processes, enhance quality, reduce costs, and conserve resources.

Give Extraordinary Service. We go beyond the expected to meet our customers needs.

Appreciate the Team. We respect every individual, embrace diversity, and promote the career growth of team members.

Grow Sales

As a leading U.S. baker, our products are available to consumers through traditional supermarkets, foodservice distributors, convenience stores, mass merchandisers, club stores, wholesalers, casual dining and quick-serve restaurants, schools, hospitals, dollar stores, and vending machines. To enhance our ability to grow sales, we develop bakery products that are responsive to changing consumer needs and preferences using market research and the strength of our well-established brands. We establish and strengthen our brands in existing and new markets by focusing on product quality, offering a broad and diverse product line, and providing exceptional customer service. We expand our geographic reach by making strategic acquisitions and expanding from our existing bakeries into new markets. Our growth strategy has proven successful, evidenced by our sales and net income compound average annual growth rate of 8.4% and 8.5%, respectively, over the last five years. Our strategy encompasses specific efforts for growth through acquisitions, market expansions, and core markets.

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Acquisitions

Growth through acquisitions has been an important component of our strategy. Since our initial public offering in 1968, we have made over 100 acquisitions. Since our spinoff in 2001, Flowers Foods has made 10 acquisitions that, at the time of the acquisition, added approximately $737 million in annual revenue. Our primary acquisition targets have been independent/regional baking companies in areas of the country where we have not previously had access to market our fresh baked foods.

In October 2012, Flowers announced an agreement to acquire from Grupo Bimbo, S.A.B. de C.V. (Grupo Bimbo) perpetual, exclusive, and royalty-free licenses to the *Sara Lee* and *Earthgrains* brands for sliced breads, buns, and rolls in the state of California, which together account for annual sales of approximately $134 million. In addition, Flowers received a perpetual, exclusive, and royalty-free license to the *Earthgrains* brand for a broad range of fresh bakery products in the Oklahoma City, Oklahoma, market area. The Oklahoma license purchase was completed during fiscal 2012 for an immaterial cost. The California transition is expected to be completed in phases. The California transaction is expected to close on February 23, 2013. On January 29, 2013, Grupo Bimbo filed a motion with the United States District Court for the District of Columbia seeking to suspend the California transaction pending a review by the United States Department of Justice of the company s proposed acquisition of certain assets and brands of Hostess Brands, Inc. On February 13, 2013, the court denied the motion.

In July 2012, we completed the acquisition of Lepage Bakeries and certain of its affiliated companies (Lepage), a strong regional baker that serves New England and New York. Lepage operates two bakeries in Maine and one in Vermont with fresh breads, buns, rolls, croissants, english muffins, and donuts. The acquisition extends Flowers Foods reach into New England and brings new brands (*Country Kitchen* and *Barowsky s*), products, and customers to strengthen our DSD segment.

In May 2011, the company acquired Tasty Baking Company (Tasty) to strengthen our position in the branded snack cake category and extend our DSD distribution into the Northeast. The *Tastykake* brand has been introduced through most of Flowers DSD territory and Flowers bread brands are being introduced into Tasty s core markets in the Mid-Atlantic states, New Jersey, and New York.

Expansion Markets

In 2011, we announced a specific market expansion goal: To serve a geographical area that includes at least 75% of the U.S. population by 2016 with our *Nature s Own* brand and other fresh DSD brands. At the end of 2012, we had expanded our population reach to more than 70%, moving into 10 states and added $170.6 million in annual sales in these expansion markets. Expansion markets are new markets entered into since 2004. These markets include acquisitions and added territories through market expansion. We accomplished this by expanding the reach of our existing bakeries into new territories, building new bakeries, and merging with or acquiring independent bakers in strategic locations.

We intend to accomplish our long-term goals by continuing our strategy of market expansion, building new bakeries, and merging with or acquiring independent bakeries.

Our market expansion efforts are driven by our individual bakeries as they extend their service boundaries by serving new customers in territories adjacent to their current service areas. They accomplish this by partnering with retail and foodservice customers to serve new locations, adding our direct-store-distribution structure, and working to reach new customers in the targeted growth area.

Core Markets

Our strategy for growth in core markets includes introducing new products to serve both retail and foodservice customers. We have been successful in developing innovative products that gained consumer acceptance, as evidenced by reaching our goal of having new products comprise 3% to 5% of our sales growth for the last five years. A list of new products for fiscal 2012 can be found below in the Brands & Products discussion.

In core markets, we also strive to enhance our customer base by reaching out to retailers or foodservice customers to offer additional products to those we currently serve and develop relationships with those who are potential customers.

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Invest Wisely & Bake Smart

Throughout our history, we have devoted significant resources to automate our production facilities and improve our distribution capabilities. We believe these investments have made us one of the most efficient producers of packaged bakery products in the United States. We believe our capital investments yield valuable long-term benefits, such as more consistent product quality, highly sanitary processes, and greater production volume at a lower cost per unit.

From 2008 through 2012, we invested $403.8 million in capital projects. We believe this consistent, yearly investment in our bakeries has given us a competitive edge in the baking industry and we are committed to maintaining that advantage by continuing our investments in new technology and improved processes. In 2012, we announced a $31.0 million investment in our Oxford, Pennsylvania bakery to add bread production capacity. The new production capacity, which we expect to be completed in the spring of fiscal 2013, will help support our introduction of *Nature s Own* and other breads into Pennsylvania, New Jersey, and the northeast. We expect that a second investment of approximately $18.0 million in a production line for buns will be made in the future.

Our investment decisions also include assessing current production capacity and, from time to time, it is necessary for us to close older, less efficient facilities.

Through several decades, we have established a reciprocal baking system that allows us to move or shift production among our DSD segment bakeries to ensure that we are able to meet current market needs, respond to extraordinary events (such as hurricanes or other natural disasters), and remain a low-cost producer and marketer of a full line of bakery products on a national and super-regional basis. We also use company-owned and leased warehouses and distribution centers located in geographic areas that allow for efficient movement of our products from bakery to market.

We believe our company also invests wisely and bakes smart by:

Engaging in research and development activities that involve developing new products, improving the quality of existing products, and improving and automating production processes.

Developing and evaluating new processing techniques for both current and proposed product lines.

Improving our shipping and logistics. In 2009, we began to roll out a paperless, user-directed automated shipping system at our bakeries that uses barcode labels, displays, and door scanners. The system streamlines the finished goods product flow, provides for greater accountability of finished goods received and shipped, improves order fulfillment, and minimizes shortage costs. At the end of 2012, we had installed this automated shipping system in 18 of our bakeries. We intend to install this system in six additional bakeries during 2013.

Conserving resources. In November 2012, we published our 2011 Sustainability Report, in which we report sustainability data for our non-manufacturing facilities (warehouses, distribution centers, offices, and retail outlets). The Sustainability Report can be found on our website www.flowersfoods.com.

Give Extraordinary Service

When it comes to our customers, our strategy is to go beyond the expected. We know that great service helps build strong relationships with our retail and foodservice customers. Our reputation for excellent service supports our sales growth in core markets and helps us as we move into new markets.

Our national accounts team for key customers supports bakery teams to build trade relationships at the corporate and local level. They are assisted by our business analysis and insights team that provides our trade partners with objective statistical data and creative ideas aimed at enhancing the overall bakery category. We also work with trade customers in other ways from web-based ordering to scan-based trading or pay-by-scan (PBS). In foodservice, we partner with national chains to develop customized bakery items that meet their specific needs.

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Appreciate the Team

We strive to maintain good relationships and ongoing communications with all our team members. We are committed to equal employment opportunities, meeting all federal and state employment laws, and striving to respect the dignity of all our team members and associates. In addition, our subsidiaries provide:

- Fair and equitable compensation and a balanced program of benefits;
- Working conditions that promote employees health and safety;
- Training opportunities that encourage professional development; and
- Ways for team members to discuss concerns through our open door policy and peer review program.

We employ approximately 9,800 people. Approximately 980 of these employees are covered by collective bargaining agreements. We believe that we have good relations with our employees.

Brands & Products

Nature s Own is the bestselling loaf bread in the U.S. in pounds and dollars and its compound annual growth rate in sales since 2000 has been 11.7%.

During 2012, we introduced the following new products under this brand:

- *Nature s Own* 8 pack ButterBuns Sandwich Rolls & Hot Dog Rolls
- *Nature s Own* Pull-A-Part Butterbread Dinner Rolls
- *Nature s Own* Oatmeal Cinnamon Raisin and Oatmeal Cranberry Orange Toasters,

We also introduced *Nature s Own* into the following new markets: Philadelphia, Cincinnati/Dayton, Pittsburgh, and St. Louis. In addition to *Nature s Own*, our DSD segment also markets, among others:

- Lepage brands, including *Barowsky s* and *Country Kitchen*. We introduced *Nature s Own* to the Lepage territories.
- *Tastykake* and *Blue Bird* branded snack cakes and pastries. In 2012, we added new items to the *Tastykake* lineup, including *Tastykake* Chocolate Bells, *Tastykake* Bag and 6 pack Mini Donuts, and *Tastykake* Kandy Bar Kakes. The *Tastykake* brand expanded into Texas and into the New England Lepage market.
- Fresh packaged bakery products under store brands for retailers. While store branded products carry lower margins than our branded products, they allow us to effectively use available production and distribution capacity. Store branded product also helps the company

expand our total retail shelf space.

Our warehouse segment markets a line of specialty breads and rolls under the *European Bakers* brand, proprietary breads, buns, and rolls for specific foodservice customers, and tortillas and tortilla chips under *Leo s Foods* and *Juarez*. This segment s snack cakes are sold under the *Mrs. Freshley s*, *Broad Street Bakery*, and store brands. Our warehouse segment products are distributed nationally through retail, foodservice and vending customer warehouses.

In 2012, we had the following initiatives for the *Mrs. Freshley s* brand:

Introduced Made with Cinnabon Cinnamon Honey Bun, Danish, and Coffee Cakes.

Reintroduced our Crème Cakes under a new name, Dreamies, and a new package design.

During 2012, we spent $1.9 million in product development costs for new products and product enhancements.

Marketing

We support our key brands with a multi-million dollar marketing effort that reaches out to consumers through electronic and in-store coupons, social media (such as Facebook and Twitter), digital media (including e-newsletters to consumers), websites (our brand sites and third-party sites), event and sports marketing, on-package promotional offers and sweepstakes, and print advertising. When appropriate, we may join other sponsors with promotional tie-ins. We often focus marketing efforts on specific products and holidays, such as hamburger and hot dog bun sales during Memorial Day, the Fourth of July, and Labor Day.

Customers

Our top 10 customers in fiscal 2012 accounted for 45.1% of sales. During 2012, our largest customer, Walmart/Sam s Club, represented 20.7% of the company s sales. The loss of, or a material negative change in our relationship with, Walmart/Sam s Club or any other major customer could have a material adverse effect on our business. Walmart was the only customer to account for 10.0% or more of our sales during 2012, 2011 or 2010.

Our fresh baked foods customers include mass merchandisers, supermarkets and other retailers, restaurants, quick-serve chains, food wholesalers, institutions, dollar stores, and vending companies. We also sell returned and surplus product through a system of discount bakery stores. The company currently operates 239 such stores, and reported sales of $65.2 million during fiscal 2012 related to these outlets.

Our warehouse segment supplies numerous restaurants, institutions and foodservice distributors, and retail in-store bakeries with frozen bakery products. It also sells packaged bakery products to wholesale distributors for ultimate sale to a wide variety of food outlets. It sells packaged bakery snack cakes primarily to customers who distribute the product nationwide through multiple channels of distribution, including mass merchandisers, supermarkets, vending outlets and convenience stores. In certain circumstances, we enter into co-packing arrangements with retail customers or other food companies, some of which are competitors.

Distribution

Distributing fresh bakery foods through a DSD system is a complex process. It involves determining appropriate order levels, delivering products from bakeries to independent distributors for direct delivery to customer stores, stocking shelves, maintaining special displays, and visiting customers daily to ensure adequate inventory and removing unsold goods.

To get fresh bakery foods to market, we use a network of approximately 5,000 routes (or territories) to distribute certain Flowers DSD brands in specified geographic territories. The company has sold the majority of these territories to independent distributors under long-term financing arrangements. The independent distributor program is designed to provide retail and foodservice customers with superior service. Independent distributors, highly motivated by financial incentives from their territory ownership, strive to increase sales by offering outstanding service and merchandising. Independent distributors have the opportunity to benefit directly from the enhanced value of their territories resulting from higher branded sales volume.

The company has developed proprietary software on the hand-held computers that independent distributors use for daily ordering, transactions, and to manage their businesses. The company provides these hand-held computers to the independent distributors and charges them an administrative fee for their use. This fee reduces the company s selling, distribution and administrative expenses, and totaled $4.9 million in 2012, $4.6 million in 2011, and $3.7 million in 2010. Our proprietary software permits distributors to track and communicate inventory data to bakeries and to calculate recommended order levels based on historical sales data and recent trends. These orders are electronically transmitted to the appropriate bakery on a nightly basis. This system ensures that distributors have an adequate supply of the right mix of products to meet retail and foodservice customers immediate needs. We believe our system minimizes returns of unsold goods.

In addition to hand-held computers, we maintain an information technology (IT) platform that allows us to accurately track sales, product returns, and profitability by selling location, bakery, day, and other criteria. The system provides us with daily real-time, on-line access to sales and gross margin reports, allowing us to make prompt operational adjustments when appropriate. It also permits us to forecast sales and improve our in-store product ordering by customer. Our hand-held computers are integrated into this IT platform.

We also use PBS to track and monitor sales and inventories more effectively. PBS allows the independent distributors to bypass the often lengthy product check-in at retail stores, which gives them more time to merchandise products. PBS also benefits retailers, who only pay suppliers for what they actually sell, or what is scanned at checkout. During fiscal 2012 approximately $863.9 million of our DSD segment sales came through our PBS system.

Our warehouse segment distributes a portion of our packaged bakery snack products from a central distribution facility located near our Crossville, Tennessee snack cake bakery. We believe this centralized distribution method allows us to achieve both production and distribution efficiencies. Our snack cake bakeries operate what we believe are long, efficient production runs of a single product, which are then shipped to the central distribution facility. Products coming from different bakeries are then cross-docked and shipped directly to customers warehouses nationwide. Our frozen bread and roll products are shipped to various outside freezer facilities for distribution to our customers.

Intellectual Property

We own a number of trademarks, trade names, patents, and licenses. The company also sells products under franchised and licensed trademarks and trade names that it does not own. We consider all our trademarks and trade names important to our business since we use them to build strong brand awareness and consumer loyalty. On July 23, 2008, one of our wholly-owned subsidiaries filed a lawsuit against Hostess Brands, Inc. (Hostess) (formerly Interstate Bakeries Corporation) in the United States District Court for the Northern District of Georgia. The complaint alleges that Hostess is infringing upon Flowers *Nature s Own* trademarks by using or intending to use the *Nature s Pride* trademark. Flowers Foods asserts that Hostess s sale or intended sale of baked goods under the *Nature s Pride* trademark is likely to cause confusion with, and likely to dilute the distinctiveness of, the *Nature s Own* mark and constitutes unfair competition and deceptive trade practices. Flowers Foods is seeking actual damages, an accounting of Hostess s profits from its sales of *Nature s Pride* products, and injunctive relief. Flowers Foods sought summary judgment for our claims, which was denied by the court. On January 11, 2012, Hostess filed a voluntary petition for relief in the United States Bankruptcy Court for the Southern District of New York under Chapter 11, Title 11, United States Code. The bankruptcy filing automatically stayed the trademark lawsuit. One of the asset purchase agreements that Flowers Foods entered into with Hostess on January 11, 2013, described more fully below under Management s Discussion and Analysis of Financial Condition and Results of Operations Overview, includes the transfer of the ownership of the *Nature s Pride* brand to Flowers Foods and a settlement and release agreement among the parties. In the event that the transaction is not ultimately approved or is otherwise terminated, Flowers Foods rights with respect to the current litigation will be preserved.

Raw Materials

Our primary baking ingredients are flour, sweeteners, and shortening. We also use paper products, such as corrugated cardboard, films and plastics to package our bakery foods. We strive to maintain diversified sources for all of our baking ingredients and packaging products.

In addition, we are dependent on natural gas as fuel for firing our ovens. Our independent distributors and third-party shipping companies use gasoline and diesel as fuel for their trucks.

As commodities, many of our baking ingredients are subject to periodic price fluctuations. Over the past six years the commodities market has been extremely volatile. Agricultural commodity prices reached all time highs

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in 2007 and have remained volatile every year since. We expect our commodity costs to increase in 2013. These costs fluctuate widely due to government policy and regulation, weather conditions, domestic and international demand, or other unforeseen circumstances. Our company enters into forward purchase agreements and derivative financial instruments to manage the impact of such volatility in raw material prices. Any decrease in the availability of these agreements and instruments could increase the price of these raw materials and significantly affect our earnings.

Regulations

As a producer and marketer of food items, our operations are subject to regulation by various federal governmental agencies, including the Food and Drug Administration, the Department of Agriculture, the Federal Trade Commission, the Environmental Protection Agency, and the Department of Commerce. We also are subject to the regulations of various state agencies, with respect to production processes, product quality, packaging, labeling, storage, distribution and local regulations regarding the licensing of plants and the enforcement of state standards and facility inspections. Under various statutes and regulations, these federal and state agencies prescribe requirements and establish standards for quality, purity, and labeling. Failure to comply with one or more regulatory requirements can result in a variety of sanctions, including monetary fines or compulsory withdrawal of products from store shelves.

Advertising of our businesses is subject to regulation by the Federal Trade Commission, and we are subject to certain health and safety regulations, including those issued under the Occupational Safety and Health Act.

The cost of compliance with such laws and regulations has not had a material adverse effect on the company s business. We believe that we are currently in material compliance with applicable federal, state and local laws and regulations.

Our operations, like those of similar businesses, are subject to various federal, state and local laws and regulations with respect to environmental matters, including air and water quality and underground fuel storage tanks, as well as other regulations intended to protect public health and the environment. The company is not a party to any material proceedings arising under these regulations. We believe compliance with existing environmental laws and regulations will not materially affect the consolidated financial statements or the competitive position of the company. The company is currently in substantial compliance with all material environmental regulations affecting the company and its properties.

Competitive Overview

The U.S. retail market for fresh packaged bakery products is estimated at $21.2 billion. This category is intensely competitive. It is comprised of large food companies, retailer-owned bakeries, large independent bakeries with national distribution, and smaller regional and local bakeries. From a national standpoint, Flowers Foods is currently the number two company in the U.S. fresh baking industry based on market share.

At the start of 2012, the primary national competitors in the fresh bakery category included Grupo Bimbo S.A. de C.V./Bimbo Bakeries (Grupo Bimbo) (*Arnold*, *Thomas*, *Entemann s*), Hostess (*Wonder Bread, Hostess*), Campbell Soup Company (*Pepperidge Farm*), and retailer-owned bakeries. Flowers Foods also faces significant competition from store brands (also known as private label) and products produced by independent bakers. While store brand breads and rolls have been offered by food retailers for decades, food retailers have put more emphasis on store brand products with the entry of mass merchandisers like Walmart and the ongoing consolidation of traditional supermarkets into much larger regional operations. In general, the store brand share of the fresh bread aisle accounts for approximately 25% of the dollar sales and approximately 36% of unit sales.

There are also a number of smaller regional bakers, although some of them do not enjoy some of the competitive advantages of larger operations, including greater brand awareness and economies of scale in areas such as purchasing, distribution, production, information technology, advertising and marketing. However, size alone is not sufficient to ensure success in our industry.

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The competitive landscape in the U.S. fresh baking industry continues to change. In 2011, Grupo Bimbo completed its acquisition of Sara Lee. By the end of 2012, Hostess, which has been in bankruptcy for seven of the last eight years, shut down production and announced it would liquidate its business. That process is proceeding under the supervision of the Bankruptcy Court.

Competition in the baking industry continues to be driven by a number of factors. These include the ability to serve consolidated and larger retail and foodservice customers, generational changes in family-owned businesses, and competitors promotional efforts on branded bread and store brands. Competition typically is based on product availability, product quality, brand loyalty, price, effective promotions, and the ability to target changing consumer preferences. Customer service, including frequent delivery to keep store shelves well-stocked, is an increasingly important competitive factor.

Competition for fresh packaged bakery snack products is based upon the ability to meet production and distribution demands of retail and vending customers at a competitive price. Primary national competitors for fresh packaged bakery snack products include McKee Foods Corporation (*Little Debbie*), Cloverhill Bakery and Grupo Bimbo.

Competitors for frozen bakery products include Alpha Baking Co., Inc., Rotella s Italian Bakery, United States Bakery, Turano Baking Company, and All Round Foods, Inc. Competition for frozen bakery products is based primarily on product quality and consistency, product variety and the ability to consistently meet production and distribution demands at a competitive price.

Flowers Foods also faces competition from store brands that are produced both by us and our competitors. For several decades, store brand breads and rolls have been offered by food retail customers. Recently, food retailers have put more emphasis on store brand products, initiating a store brand push in such categories as chips and cereals. In general, the store brand share of the fresh bread aisle has remained relatively consistent.

Other Available Information

Throughout this Form 10-K, we incorporate by reference information from parts of other documents filed with the SEC. The SEC allows us to disclose important information by referring to it in this manner, and you should review this information in addition to the information contained in this report.

Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and proxy statement for the annual shareholders meeting, as well as any amendments to those reports, are available free of charge through our web site as soon as reasonably practicable after we file them with the SEC. You can learn more about us by reviewing our SEC filings in the Investor Center on our web site at www.flowersfoods.com.

The SEC also maintains a web site at www.sec.gov that contains reports, proxy statements and other information about SEC registrants, including the company. You may also obtain these materials at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You can obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

The following corporate governance documents may be obtained free of charge through our website in the Corporate Governance section of the Investor Center tab or by sending a written request to Flowers Foods, Inc., 1919 Flowers Circle, Thomasville, GA 31757, Attention: Investor Relations.

- Board Committees
- Code of Business Conduct and Ethics
- Flowers Foods Employee Code of Conduct
- Disclosure Policy

Corporate Governance Guidelines

Stock Ownership Guidelines

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Audit Committee Charter

Compensation Committee Charter

Finance Committee Charter

Nominating/Corporate Governance Committee Charter

Flowers Foods Supplier Code of Conduct (This document is on our website in the Company Info tab)

Item 1A. ***Risk Factors***

You should carefully consider the risks described below, together with all of the other information included in this report, in considering our business and prospects. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties not presently known to us, or that we currently deem insignificant, may also impair our business operations. The occurrence of any of the following risks could harm our business, financial condition, liquidity or results of operations.

Economic conditions may negatively impact demand for our products, which could adversely impact our sales and operating profit.

In recent years, economic conditions were significantly strained in the United States. Continuing or worsening economic challenges could have a negative impact on our business. Economic uncertainty may result in increased pressure to reduce the prices of some of our products and/or limit our ability to increase or maintain prices. If either of these events occur, or if unfavorable economic conditions continue, our sales and profitability could be adversely affected.

Increases in costs and/or shortages of raw materials, fuels and utilities could adversely impact our profitability.

Commodities, such as flour, sweeteners, and shortening, which are used in our bakery products, are subject to price fluctuations. The cost of these inputs may fluctuate widely due to government policies and regulations, weather conditions, domestic and international demand, or other unforeseen circumstances. Any substantial change in the prices of raw materials may have an adverse impact on our profitability. We enter into forward purchase agreements and other derivative financial instruments from time to time to manage the impact of such volatility in raw materials prices; however, these strategies may not be adequate to overcome increases in market prices. Our failure to enter into effective hedging arrangements or any decrease in the availability or increase in the cost of these agreements and instruments could increase the price of these raw materials and significantly affect our earnings.

In addition, we are dependent upon natural gas for firing ovens. Our independent distributors and third-party shipping companies are dependent upon gasoline and diesel for their vehicles. Substantial future increases in prices for, or shortages of, these fuels could have a material adverse effect on our profitability, financial condition or results of operations. There can be no assurance that we can cover these cost increases through future pricing actions. Also, as a result of these pricing actions, consumers could purchase less or move from purchasing high-margin branded products to lower-margin store brands.

We may be adversely impacted if our information technology systems fail to perform adequately, including with respect to cybersecurity issues.

The efficient operation of our business depends on our information technology systems. We rely on our information technology systems to effectively manage our business data, communications, supply chain, order entry and fulfillment, and other business processes. The failure of our information technology systems (including those provided to us by third parties) to perform as we anticipate could disrupt our business and could result in transaction errors, processing inefficiencies, and the loss of sales and customers, causing our business and results of operations to suffer. In addition, our information technology systems may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, systems failures, security breaches, and viruses. Any such damage or interruption could have a material adverse effect on our business.

Competition could adversely impact revenues and profitability.

The United States bakery industry is highly competitive. Competition is based on product availability, product quality, price, effective promotions, and the ability to target changing consumer preferences. We experience price pressure from time to time due to competitors promotional activity and other pricing efforts. This pricing pressure is particularly strong during adverse economic periods. Increased competition could result in reduced sales, margins, profits and market share.

We rely on several large customers for a significant portion of our sales and the loss of one of our large customers could adversely affect our financial condition and results of operations.

We have several large customers that account for a significant portion of our sales, and the loss of one of our large customers could adversely affect our results of operations. Our top ten customers accounted for 45.1% of our sales during fiscal 2012. Our largest customer, Walmart/Sam s Club, accounted for 20.7% of our sales during this period. These customers do not typically enter into long-term sales contracts, and instead make purchase decisions based on a combination of price, product quality, consumer demand, and customer service performance. At any time, they may use more of their shelf space, including space currently used for our products, for store branded products or for products from other suppliers. If our sales to one or more of these customers are reduced, this reduction may adversely affect our business, financial condition or results of operations.

Consolidation in the retail and foodservice industries could affect our sales and profitability.

If our retail and foodservice customers continue to grow larger due to consolidation in their respective industries, they may demand lower pricing and increased promotional programs. Meeting these demands could adversely affect our sales and profitability.

Our large customers may impose requirements on us that may adversely affect our results of operations.

From time to time, our large customers may re-evaluate or refine their business practices and impose new or revised requirements on us and their other suppliers. These business changes may involve inventory practices, logistics, or other aspects of the customer-supplier relationship. Compliance with requirements imposed by major customers may be costly and may have an adverse effect on our margins and profitability. However, if we fail to meet a significant customer s demands, we could lose that customer s business, which also could adversely affect our results of operations.

Our inability to execute our business strategy could adversely affect our business.

We employ various operating strategies to maintain our position as one of the nation s leading producers and marketers of bakery products available to customers through multiple channels of distribution. If we are unsuccessful in implementing or executing one or more of these strategies, our business could be adversely affected.

Increases in employee and employee-related costs could have adverse effects on our profitability.

Pension, health care, and workers compensation costs are increasing and will likely continue to do so. Any substantial increase in pension, health care or workers compensation costs may have an adverse impact on our profitability. The company records pension costs and the liabilities related to its benefit plans based on actuarial valuations, which include key assumptions determined by management. Material changes in pension costs may occur in the future due to changes in these assumptions. Future annual amounts could be impacted by various factors, such as changes in the number of plan participants, changes in the discount rate, changes in the expected long-term rate of return, changes in the level of contributions to the plan, and other factors.

In addition, legislation or regulations involving labor and employment and employee benefit plans (including employee health care benefits and costs) may impact our operational results.

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We have risks related to our pension plans, which could impact the company s liquidity.

The company has trusteed, noncontributory defined benefit pension plans covering certain employees maintained under the U.S. Employee Retirement Income Security Act of 1974 (ERISA). The funding obligations for our pension plans are impacted by the performance of the financial markets, including the performance of our common stock, which comprises approximately 12.7% of all the pension plan assets as of December 29, 2012.

If the financial markets do not provide the long-term returns that are expected, the likelihood of the company being required to make larger contributions will increase which could impact our liquidity. The equity markets can be, and recently have been, very volatile, and therefore our estimate of future contribution requirements can change dramatically in relatively short periods of time. Similarly, changes in interest rates can impact our contribution requirements. In a low interest rate environment, the likelihood of larger required contributions increases. Adverse developments in any of these areas could adversely affect our financial condition, liquidity or results of operations.

A disruption in the operation of our DSD distribution system could negatively affect our results of operations financial condition and cash flows.

We believe that our DSD distribution system is a significant competitive advantage. A material negative change in our relationship with the independent distributors, an adverse ruling by regulatory or governmental bodies regarding our independent distributorship program or an adverse judgment against the company for actions taken by the independent distributors could materially affect our financial condition, results of operations, and cash flows.

Disruption in our supply chain or distribution capabilities from political instability, armed hostilities, incidents of terrorism, natural disasters, weather or labor strikes could have an adverse effect on our business, financial condition and results of operations.

Our ability to make, move and sell products is critical to our success. Damage or disruption to our manufacturing or distribution capabilities, or the manufacturing or distribution capabilities of our suppliers due to weather, natural disaster, fire or explosion, terrorism, pandemics or labor strikes, could impair our ability to manufacture or sell our products. Moreover, terrorist activity, armed conflict, political instability or natural disasters that may occur within or outside the U.S. may disrupt manufacturing, labor, and other business operations. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, could adversely affect our business, financial conditions and results of operations.

Inability to anticipate or respond to changes in consumer preferences may result in decreased demand for our products, which could have an adverse impact on our future growth and operating results.

Our success depends, in part, on our ability to respond to current market trends and to anticipate the tastes and dietary habits of consumers. If we fail to anticipate, identify, or react to changes in consumer preferences, we could experience reduced demand for our products, which could in turn cause our operating results to suffer.

Future product recalls or safety concerns could adversely impact our results of operations.

We may be required to recall certain of our products should they be mislabeled, contaminated, spoiled, tampered with or damaged. We also may become involved in lawsuits and legal proceedings if it is alleged that the consumption of any of our products causes injury, illness or death. A product recall or an adverse result in any such litigation could have a material adverse effect on our operating and financial results. Even if a product liability or consumer fraud claim is unsuccessful or without merit, the negative publicity surrounding such assertions regarding our products could adversely affect our reputation and brand image. We also could be adversely affected if consumers in our principal markets lose confidence in the safety and quality of our products.

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Government regulation could adversely impact our results of operations and financial condition.

As a producer and marketer of food items, our production processes, product quality, packaging, labeling, storage, and distribution are subject to regulation by various federal, state and local government entities and agencies. Failure to comply with, or violations of, the regulatory requirements of one or more of these agencies can result in a variety of sanctions, including monetary fines or compulsory withdrawal of products from store shelves, any of which could adversely affect our results of operations and financial condition.

Changes in or new interpretations of applicable laws or regulations involving government regulations to limit carbon dioxide and other greenhouse gas emissions may result in increased compliance costs, capital expenditures, and other financial obligations that could affect our profitability or impede the production or distribution of our products and have an adverse effect on our results of operations, liquidity and financial condition.

We use natural gas, diesel fuel, and electricity in the manufacturing and distribution of our products. Legislation or regulation affecting these inputs could materially affect our results of operations, liquidity and financial condition. Legislation designed to control emissions affecting climate change could affect our ability to procure our commodity needs at costs we currently experience and may require additional unplanned capital expenditures.

We may be adversely impacted by the failure to successfully execute acquisitions and divestitures and integrate acquired operations.

From time to time, the company undertakes acquisitions or divestitures. The success of any acquisition or divestiture depends on the company s ability to identify opportunities that help us meet our strategic objectives, consummate a transaction on favorable contractual terms, and achieve expected returns and other financial benefits. Acquisitions require us to efficiently integrate the acquired business to achieve the expected returns. Divestitures have operational risks that may include impairment charges. Acquisitions or divestitures present unique financial and operational risks, including diversion of management attention from the existing core business, integrating or separating personnel and financial data and other systems, and adverse effects on existing business relationships with suppliers and customers. In situations where acquisitions or divestitures are not successfully implemented or completed, the company s business or financial results could be negatively impacted.

The costs of maintaining and enhancing the value and awareness of our brands are increasing, which could have an adverse impact on our revenues and profitability.

We rely on the success of our well-recognized brand names and we intend to maintain our strong brand recognition by continuing to devote resources to advertising, marketing and other brand building efforts. Our marketing investments may not prove successful in maintaining or increasing our market share. If we are not able to successfully maintain our brand recognition, our revenues and profitability could be adversely affected.

Failure to maximize or to successfully assert our intellectual property rights could impact our competitiveness.

We rely on trademark, trade secret, patent and copyright laws to protect our intellectual property rights. We cannot be sure that these intellectual property rights will be maximized or that they can be successfully asserted. There is a risk that we will not be able to obtain and perfect our own or, where appropriate, license intellectual property rights necessary to support new product introductions. We cannot be sure that these rights, if obtained, will not be invalidated, circumvented or challenged in the future. Our failure to perfect or successfully assert our intellectual property rights could make us less competitive and could have an adverse effect on our business, operating results and financial condition.

Our articles of incorporation and bylaws, and Georgia law may inhibit a change in control that you may favor.

Our articles of incorporation and bylaws, and Georgia law contain provisions that may delay, deter or inhibit any possible future acquisition of our company if not approved by our Board of Directors. This could occur even

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if our shareholders are offered an attractive value for their shares or if a substantial number or even a majority of our shareholders believe the takeover is in their best interest. These provisions are intended to encourage any person interested in acquiring us to negotiate with and obtain the approval of our Board of Directors in connection with the transaction. Provisions in our organizational documents that could delay, deter or inhibit a future acquisition include the following:

- A classified Board of Directors,
- The requirement that our shareholders may only remove directors for cause,
- Specified requirements for calling special meetings of shareholders, and
- The ability of the Board of Directors to consider the interests of various constituencies, including our employees, customers, creditors, and the local community.

Our articles of incorporation also permit the Board of Directors to issue shares of preferred stock with such designations, powers, preferences and rights as it determines, without any further vote or action by our shareholders.

Executive Offices

The address and telephone number of our principal executive offices are 1919 Flowers Circle, Thomasville, Georgia 31757, (229) 226-9110.

Executive Officers of Flowers Foods

The following table sets forth certain information regarding the persons who currently serve as the executive officers of Flowers Foods. Our Board of Directors elects our Chairman of the Board and Chief Executive Officer for a one-year term. The Board of Directors has granted the Chairman of the Board and Chief Executive Officer the authority to appoint the executive officers to hold office until they resign or are removed.

EXECUTIVE OFFICERS

Name, age and Office	Business Experience
George E. Deese Age 66 Chairman of the Board and Chief Executive Officer	On February 15, 2013, the company announced that Mr. Deese has been elected executive chairman of the board effective May 22, 2013. Mr. Deese has been Chairman of the Board and Chief Executive Officer of Flowers Foods since January 2010. Mr. Deese previously served as Chairman of the Board, President and Chief Executive Officer of Flowers Foods from January 2006 to January 2010. He previously served as President and Chief Executive Officer of Flowers Foods from January 2004 to January 2006. Prior to that he served as President and Chief Operating Officer of Flowers Foods from May 2002 until January 2004. Mr. Deese also served as President and Chief Operating Officer of Flowers Bakeries from January 1997 until May 2002, President and Chief Operating Officer, Baked Products Group of Flowers Industries from 1983 to January 1997, Regional Vice President, Baked Products Group of Flowers Industries from 1981 to 1983 and President of Atlanta Baking Company from 1980 to 1981.

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Name, age and Office	Business Experience
Allen L. Shiver Age 57 President	On February 15, 2013, the company announced that Mr. Shiver has been elected president and chief executive officer effective May 22, 2013. Mr. Shiver has been President of Flowers Foods since January 2010. Mr. Shiver previously served as Executive Vice President and Chief Marketing Officer of Flowers Foods from May 2008 to January 2010. He previously served as President and Chief Operating Officer of the warehouse delivery segment from April 2003 until May 2008. Prior to that, he served as President and Chief Operating Officer of Flowers Snack from July 2002 until April 2003. Prior to that Mr. Shiver served as Executive Vice President of Flowers Bakeries from 1998 until 2002, as a Regional Vice President of Flowers Bakeries in 1998 and as President of Flowers Baking Company of Villa Rica from 1995 until 1998. Prior to that time, Mr. Shiver served in various sales and marketing positions at Flowers Bakeries.
R. Steve Kinsey Age 52 Executive Vice President and Chief Financial Officer	Mr. Kinsey has been Executive Vice President and Chief Financial Officer of Flowers Foods since May 2008. Mr. Kinsey previously served as Senior Vice President and Chief Financial Officer of Flowers Foods from September 2007 to May 2008. Prior to that he served as Vice President and Corporate Controller of Flowers Foods from 2002 to 2007. Prior to that he served as Director of Tax of Flowers Foods from 2001 to 2002 and at Flowers Industries from 1998 to 2001. Mr. Kinsey served as Tax Manager of Flowers Industries from 1994 to 1998. Mr. Kinsey joined the company in 1989 as a Tax Associate.
Gene D. Lord Age 65 Executive Vice President and Chief Operating Officer	Mr. Lord has been Executive Vice President and Chief Operating Officer of Flowers Foods since May 2008. Mr. Lord previously served as President and Chief Operating Officer of the DSD segment from July 2002 to May 2008. Prior to that, he served as a Regional Vice President of Flowers Bakeries from January 1997 until July 2002. Prior to that, he served as Regional Vice President, Baked Products Group of Flowers Industries from May 1987 until January 1997 and as President of Atlanta Baking Company from February 1981 until May 1987. Prior to that time, Mr. Lord served in various sales positions at Flowers Bakeries.
Stephen R. Avera Age 56 Executive Vice President, Secretary and General Counsel	Mr. Avera has been Executive Vice President, Secretary and General Counsel of Flowers Foods since May 2008. Mr. Avera previously served as Senior Vice President, Secretary and General Counsel of Flowers Foods from September 2004 to May 2008. Prior to that, he served as Secretary and General Counsel from February 2002 until September 2004. He also served as Vice President and General Counsel of Flowers Bakeries from July 1998 to February 2002. Mr. Avera also previously served as an Associate and Assistant General Counsel of Flowers Industries from February 1986 to July 1998.
Michael A. Beaty Age 62 Executive Vice President of Supply Chain	Mr. Beaty has been Executive Vice President of Supply Chain of Flowers Foods since May 2008. Mr. Beaty previously served as Senior Vice President-Supply Chain of Flowers Foods from September 2002 to May 2008. Prior to that, he served as Senior Vice President of Bakery Operations of Flowers Bakeries from September 1994 until September 2002. He also served as Vice President of Manufacturing of Flowers Bakeries from February 1987 until September 1994. Prior to that time, Mr. Beaty served in management positions at various Flowers Bakeries operations, including Vice President of Manufacturing, Executive Vice President and President of various Flowers operations from 1974 until 1987.

Name, age and Office	Business Experience
Marta Jones Turner Age 59 Executive Vice President of Corporate Relations	Ms. Jones Turner has been Executive Vice President of Corporate Relations of Flowers Foods since May 2008. Ms. Jones Turner previously served as Senior Vice President of Corporate Relations of Flowers Foods from July 2004 to May 2008. Prior to that, she served as Vice President of Communications and Investor Relations from November 2000 until July 2004. She also served as Vice President of Public Affairs of Flowers Industries from September 1997 until January 2000 and Director of Public Relations of Flowers Industries from 1985 until 1997. Ms. Jones Turner joined the company in 1978.
Karyl H. Lauder Age 56 Senior Vice President and Chief Accounting Officer	Ms. Lauder has been Senior Vice President and Chief Accounting Officer of Flowers Foods since May 2008. Ms. Lauder previously served as Vice President and Chief Accounting Officer of Flowers Foods from September 2007 to May 2008. Ms. Lauder previously served as Vice President and Operations Controller of Flowers Foods from 2003 to 2007. Prior to that she served as Division Controller for Flowers Bakeries Group from 1997 to 2003. Prior to that, Ms. Lauder served as a Regional Controller for Flowers Bakeries after serving as Controller and in other accounting supervisory positions at various plant locations since 1978.
Bradley K. Alexander Age 54 President, Flowers Bakeries	Mr. Alexander has been President of Flowers Bakeries since May 2008. Mr. Alexander previously served as a Regional Vice President of Flowers Bakeries from 2003 until May 2008. Prior to that, he served in various sales, marketing and operational positions since joining the company in 1981, including bakery president and Senior Vice President of Sales and Marketing.
Donald A. Thriffiley, Jr. Age 59 Senior Vice President of Human Resources	Mr. Thriffiley has been Senior Vice President of Human Resources for Flowers Foods since May 2008. Mr. Thriffiley previously served as Vice President of Human Resources from 2002 to 2008. Prior to that, Mr. Thriffiley served as Director of Human Resources for Flowers Bakeries and in other human resources positions since joining the company in 1977.
H. Mark Courtney Age 52 Senior Vice President of Sales and Marketing	Mr. Courtney has been Senior Vice President of Sales and Marketing of Flowers Bakeries since January of 2010. He previously served as Senior Vice President of Sales from April 2008 until January 2010. Prior to that, Mr. Courtney served in various sales, marketing, and operations positions, including Executive Vice President of Flowers Snack Group. Mr. Courtney joined the company in 1983.
David A. Hubbard Age 43 Senior Vice President and Chief Information Officer	Mr. Hubbard has been Senior Vice President and Chief Information Officer of Flowers Foods since December 2012. Prior to that he served as Vice President and Chief Information Officer from October 2011 to December of 2012. He previously served as Vice President, IT Technology and Development in 2011. Prior to that Mr. Hubbard was the IT Director, SAP Technology and eBusiness from 2003 through early 2011.

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Item 1B. ***Unresolved Staff Comments.***
None

Item 2. ***Properties***
The company currently operates 44 bakeries and one mix plant, of which 44 are owned and one is leased. We believe our properties are in good condition, well maintained, and sufficient for our present operations. During fiscal 2012, DSD segment facilities taken as a whole, operated moderately above capacity and warehouse segment facilities operated moderately below capacity. Our production plant locations are:

DSD Segment	
Birmingham, Alabama	New Orleans, Louisiana
Opelika, Alabama	Lewiston, Maine(2)
Tuscaloosa, Alabama	Goldsboro, North Carolina
Phoenix, Arizona	Jamestown, North Carolina
Tolleson, Arizona	Newton, North Carolina
Batesville, Arkansas	Philadelphia, Pennsylvania (Leased)
Bradenton, Florida	Oxford, Pennsylvania
Jacksonville, Florida	Morristown, Tennessee
Lakeland, Florida	Denton, Texas
Miami, Florida	El Paso, Texas
Atlanta, Georgia	Houston, Texas(2)
Savannah, Georgia	San Antonio, Texas
Thomasville, Georgia	Tyler, Texas
Villa Rica, Georgia	Brattleboro, Vermont
Bardstown, Kentucky	Lynchburg, Virginia
Baton Rouge, Louisiana	Norfolk, Virginia
Lafayette, Louisiana	
Warehouse Segment	
Montgomery, Alabama	London, Kentucky
Texarkana, Arkansas	Winston-Salem, North Carolina
Suwanee, Georgia	Cleveland, Tennessee
Tucker, Georgia	Crossville, Tennessee
Cedar Rapids, Iowa (mix plant)	Ft. Worth, Texas

In Thomasville, Georgia, the company leases properties that house its shared services center and information technology group, and owns its corporate headquarters facility.

Item 3. ***Legal Proceedings***
The company and its subsidiaries from time to time are parties to, or targets of, lawsuits, claims, investigations and proceedings, which are being handled and defended in the ordinary course of business. While the company is unable to predict the outcome of these matters, it believes, based upon currently available facts, that it is remote that the ultimate resolution of any such pending matters will have a material adverse effect on its overall financial condition, results of operations or cash flows in the future. However, adverse developments could negatively impact earnings in a particular future fiscal period.

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On July 23, 2008, a wholly-owned subsidiary of the company filed a lawsuit against Hostess in the United States District Court for the Northern District of Georgia. The complaint alleges that Hostess is infringing upon Flowers Foods *Nature s Own* trademarks by using or intending to use the *Nature s Pride* trademark. Flowers Foods asserts that Hostess s sale or intended sale of baked goods under the *Nature s Pride* trademark is likely to cause confusion with, and likely to dilute the distinctiveness of, the *Nature s Own* mark and constitutes unfair competition and deceptive trade practices. Flowers Foods is seeking actual damages, an accounting of Hostess s profits from its sales of *Nature s Pride* products, and injunctive relief. Flowers Foods sought summary judgment for its claims, which was denied by the court. On January 11, 2012, Hostess filed a voluntary petition for relief in the United States Bankruptcy Court for the Southern District of New York under Chapter 11, Title 11, United States Code. The bankruptcy filing automatically stayed the trademark lawsuit. One of the asset purchase agreements that Flowers Foods entered into with Hostess on January 11, 2013, described more fully below under Management s Discussion and Analysis of Financial Condition and Results of Operations Overview, includes the transfer of the ownership of the *Nature s Pride* brand to Flowers Foods and a settlement and release agreement among the parties. In the event that the transaction is not ultimately approved or is otherwise terminated, Flowers Foods rights with respect to the current litigation will be preserved.

The company s facilities are subject to various federal, state and local laws and regulations regarding the discharge of material into the environment and the protection of the environment in other ways. The company is not a party to any material proceedings arising under these regulations. The company believes that compliance with existing environmental laws and regulations will not materially affect the consolidated financial condition, results of operations, cash flows or the competitive position of the company. The company is currently in substantial compliance with all material environmental regulations affecting the company and its properties.

Item 4. ***Mine Safety Disclosures***

Not Applicable

PART II

Item 5. ***Market for the Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Market Information

Shares of Flowers Foods common stock are quoted on the New York Stock Exchange under the symbol FLO. The following table sets forth quarterly dividend information and the high and low sale prices of the company s common stock on the New York Stock Exchange as reported in published sources.

	FY 2012			FY 2011		
	Market Price		Dividend	Market Price		Dividend
Quarter	High	Low		High	Low	
First	$ 21.46	$ 18.39	$ 0.150	$ 19.79	$ 15.74	$ 0.133
Second	$ 24.20	$ 19.40	$ 0.160	$ 23.00	$ 18.83	$ 0.150
Third	$ 22.10	$ 19.11	$ 0.160	$ 23.13	$ 17.79	$ 0.150
Fourth	$ 24.14	$ 18.46	$ 0.160	$ 21.10	$ 18.68	$ 0.150

Holders

As of February 15, 2013, there were approximately 3,870 holders of record of our common stock.

Dividends

The payment of dividends is subject to the discretion of our Board of Directors. The Board of Directors bases its decisions regarding dividends on, among other things, general business conditions, our financial results, contractual, legal and regulatory restrictions regarding dividend payments and any other factors the Board may consider relevant.

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Securities Authorized for Issuance Under Equity Compensation Plans

The following chart sets forth the amounts of securities authorized for issuance under the company s compensation plans as of December 29, 2012.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a)) (c)
		(Amounts in thousands, except per share data)	
Equity compensation plans approved by security holders	6,360	$ 16.08	3,015
Equity compensation plans not approved by security holders			
Total	6,360	$ 16.08	3,015

Under the company s compensation plans the Board of Directors is authorized to grant a variety of stock-based awards, including stock options, restricted stock awards and deferred stock, to its directors and certain of its employees. The number of securities set forth in column (c) above reflects securities available for issuance as stock options, restricted stock and deferred stock under the company s compensation plans. The number of shares available under the compensation plans is 27,937,500 shares as approved by shareholder vote in 2009. See Note 15, *Stock-Based Compensation,* of Notes to Consolidated Financial Statements of this Form 10-K for additional information on equity compensation plans.

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Stock Performance Graph

The chart below is a comparison of the cumulative total return (assuming the reinvestment of all dividends paid) of our common stock, Standard & Poor s 500 Index, Standard & Poor s 500 Packaged Foods and Meats Index, and Standard & Poor s MidCap 400 Index for the period December 29, 2007 through December 28, 2012, the last trading day of our 2012 fiscal year.

Comparison of Cumulative Five Year Total Return

	December 29, 2007	January 3, 2009	January 2, 2010	January 1, 2011	December 31, 2011	December 29, 2012
FLOWERS FOODS INC	100.00	101.91	104.58	122.06	133.08	167.97
S&P 500 INDEX	100.00	64.55	79.14	91.06	92.98	106.07
S&P 500 PACKAGED FOODS & MEAT INDEX	100.00	88.53	102.37	119.12	139.59	152.30
S&P MIDCAP 400 INDEX	100.00	64.94	87.11	110.32	108.40	125.77

Companies in the S&P 500 Index, the S&P 500 Packaged Foods and Meats Index, and the S&P MidCap 400 Index are weighted by market capitalization and indexed to $100 at December 29, 2007. Flowers Foods share price is also indexed to $100 at December 29, 2007. These prices have been adjusted for stock splits.

Purchases of Equity Securities by the Issuer and Affiliated Purchases

Our Board of Directors has approved a plan that authorized stock repurchases of up to 45.0 million shares of the company s common stock. Under the plan, the company may repurchase its common stock in open market or privately negotiated transactions at such times and at such prices as determined to be in the company s best interest. These purchases may be commenced or suspended without prior notice depending on then-existing business or market conditions and other factors. The company has purchased 38.7 million shares under the plan through December 29, 2012. During 2012, the company acquired 0.9 million shares under the plan. The company acquired 0.3 million shares under the plan during the fourth quarter of fiscal 2012.

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The following chart sets forth the amounts of our common stock purchased by the company during the fourth quarter of fiscal 2012 under the stock repurchase plan.

Period	Total Number of Shares Purchased	Weighted Average Price Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plan or Programs
		(Amounts in thousands, except price data)		
October 7, 2012 November 3, 2012	265	$ 19.39	265	6,263
November 4, 2012 December 1, 2012		$		6,263
December 2, 2012 December 29, 2012		$		6,263
Total	265	$ 19.39	265	

Item 6. ***Selected Financial Data***

The selected consolidated historical financial data presented below as of and for the fiscal years 2012, 2011, 2010, 2009, and 2008 have been derived from the audited consolidated financial statements of the company. The results of operations presented below are not necessarily indicative of results that may be expected for any future period and should be read in conjunction with *Management s Discussion and Analysis of Financial Condition and Results of Operations*, and our Consolidated Financial Statements and the accompanying Notes to Consolidated Financial Statements included in this Form 10-K.

	For the 52 Weeks Ended				For the 53 Weeks Ended
	December 29, 2012	December 31, 2011	January 1, 2011	January 2, 2010	January 3, 2009
	(Amounts in thousands, except per share data)				
Statement of Income Data:					
Sales	$ 3,046,491	$ 2,773,356	$ 2,573,769	$ 2,600,849	$ 2,414,892
Net income	$ 136,121	$ 123,428	$ 137,047	$ 133,712	$ 122,307
Net income attributable to noncontrolling interest				$ (3,415)	$ (3,074)
Net income attributable to Flowers Foods, Inc.	$ 136,121	$ 123,428	$ 137,047	$ 130,297	$ 119,233
Net income attributable to Flowers Foods, Inc. common shareholders per diluted share	$ 0.98	$ 0.90	$ 0.99	$ 0.94	$ 0.85
Cash dividends per common share	$ 0.630	$ 0.583	$ 0.517	$ 0.450	$ 0.383
Balance Sheet Data:					
Total assets	$ 1,995,849	$ 1,553,998	$ 1,325,489	$ 1,351,442	$ 1,353,244
Long-term debt and capital leases	$ 535,016	$ 283,406	$ 98,870	$ 225,905	$ 263,879

Item 7. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion should be read in conjunction with Selected Financial Data included herein and our Consolidated Financial Statements and the accompanying Notes to Consolidated Financial Statements included in this Form 10-K. The following information contains forward-looking statements which involve certain risks and uncertainties. See Forward-Looking Statements.

Overview

Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is segregated into four sections, including:

Business description of our business. This includes discussion on our long-term strategic objectives, acquisitions, and the competitive environment.

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Critical Accounting Estimates describes the accounting areas where management makes critical estimates to report our financial condition and results of operations.

Results of Operations an analysis of the company s consolidated results of operations for the three years presented in our consolidated financial statements.

Liquidity and Capital Resources an analysis of cash flow, contractual obligations, and other pertinent matters affecting the company s financial position.

There were several significant events during fiscal 2012 that will provide additional context while reading this discussion. These events include:

Lepage Acquisition On July 21, 2012, we completed the acquisition of Lepage for cash, deferred cash payments, and shares of Flowers common stock. This acquisition has been accounted for using the purchase method of accounting, with Flowers as the acquiror and Lepage as the acquiree. As of July 21, 2012, Lepage s results of operations are included in our DSD segment. Acquisition costs of $7.1 million were paid during fiscal 2012 and are included in the company s selling, distribution and administrative expense line item in the Consolidated Statements of Income. Lepage generated sales of $80.7 million and income from operations of $12.4 million to the company during our fiscal 2012. Please see Note 7, *Acquisitions*, of Notes to Consolidated Financial Statements of this Form 10-K, for additional disclosures.

Issuance of Senior Notes On April 3, 2012, the company issued $400.0 million of ten-year 4.375% Senior Notes (the senior notes). The company will pay semiannual interest on the senior notes each April 1 and October 1, which began on October 1, 2012, and the senior notes will mature on April 1, 2022. The net proceeds from this offering of $399.0 million (including $1.0 million of debt discount) were partially used to repay $207.2 million of long-term debt then outstanding under the company s revolving credit facility. The balance of the net proceeds were used in connection with the Lepage acquisition. The company paid issuance costs (including underwriting and legal fees) for issuing the senior notes of $3.9 million. The issuance costs and debt discount are being amortized over the ten-year term of the senior notes.

Amendment to the Credit Facility On November 16, 2012, the company amended its revolving credit facility, which was most recently amended and restated on May 20, 2011 (the credit facility). The credit facility is a five-year, $500.0 million senior unsecured revolving loan facility. The credit facility contains provisions that permit Flowers to request an additional one-year extension of its maturity and to request up to $200 million in additional revolving commitments, for a total of up to $700 million, subject in each case to the satisfaction of certain conditions. Proceeds from the credit facility may be used for working capital and general corporate purposes, including capital expenditures, acquisition financing, refinancing of indebtedness, dividends and share repurchases. The amendment extended the term to the five years ending on November 16, 2017 rather than May 20, 2016 and had modest rate reductions. There were no other significant changes in the amendment. Financing fees of $0.6 million were paid in connection to this amendment and are being amortized over the five year term of the credit facility.

There are also several anticipated events that may occur in fiscal 2013 that will provide perspective on how the company s cash flows and financial position may materially change, including:

Term Loan payoff The company is required to make an aggregate of $67.5 million in four equal quarterly payments on the term loan issued on August 1, 2008. The first of these payments was made on December 31, 2012. These payments will satisfy our obligations under the term loan agreement.

Hostess asset purchases As a result of the Hostess liquidation discussed below, on January 11, 2013, the company announced it signed two asset purchase agreements with Hostess, as the stalking horse bidder for certain Hostess assets. One of the agreements provides for the purchase by Flowers of the *Wonder*, *Nature s Pride*, *Merita*, *Home Pride* and *Butternut* bread brands; 20 bakeries; and approximately 38 depots for a purchase price of $360.0 million. The other agreement provides for the purchase by the company of the

Beefsteak brand for $30.0 million. The transactions are subject to a court-approved

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bankruptcy process initiated by Hostess. The stalking horse bids were approved on January 25, 2013 and the auction for these assets is scheduled to occur on February 28, 2013. If the company succeeds in its bids for these assets we expect to close the transactions shortly after court approval. These transactions are subject to regulatory clearance. The acquisition of these assets is in line with our long-term growth objectives to reach significantly more of the U.S. population with our fresh breads, buns, and rolls. We expect to finance the transactions through a mix of available cash on hand and debt. There will be significant acquisition costs that will be recorded as they are incurred.

Sara Lee and Earthgrains asset purchases On October 26, 2012 the company announced that the United States Department of Justice approved an agreement under which the company will acquire certain assets and trademark licenses from BBU, Inc., a subsidiary of Grupo Bimbo. These assets are expected to cost approximately $50.0 million. The company will receive perpetual, exclusive, and royalty-free licenses to the *Sara Lee* and *Earthgrains* brands for sliced breads, buns, and rolls in the state of California. In addition, we will receive perpetual, exclusive, and royalty-free license to the *Earthgrains* brand for a broad range of fresh bakery products in the Oklahoma City, Oklahoma, market area. The Oklahoma license purchase was completed during fiscal 2012 for an immaterial cost. The California transition is expected to be completed in phases. The California transaction is expected to close on February 23, 2013. On January 29, 2013, Grupo Bimbo filed a motion with the United States District Court for the District of Columbia seeking to suspend the California transaction pending a review by the United States Department of Justice of the Company s proposed acquisition of certain assets and brands of Hostess, Inc. On February 13, 2013 the court denied the motion. We expect to finance this transaction with cash on hand and debt.

Production facility expansion in Oxford, Pennsylvania On April 11, 2012, the company announced plans to expand the production facility of our Oxford, Pennsylvania plant and add a new bread production line that will help the company provide fresh bread to the growing market in Pennsylvania and the surrounding areas. We decided to invest approximately $31 million over two years based on the expectation that the project will receive economic support and assistance from the Commonwealth of Pennsylvania. We expect that a second investment of approximately $18 million in a production line for buns will be made in the future. We intend to fund these future cash needs with cash on hand, our existing credit facility and equipment leases.

Business

Flowers is focused on opportunities for growth within the baked foods category and seeks to have its products available wherever baked foods are consumed whether in homes, restaurants, fast food outlets, or institutions.

Delivery methods and segments

The company has structured a network of bakeries through much of the U.S. to serve retail and foodservice customers with fresh bakery items, such as breads, rolls, buns, and snack cakes. We have two distinct delivery systems for delivering our products. First, the DSD segment products are delivered fresh to customers through a network of independent distributors who are incentivized to grow sales to build equity in their distributorships. The second delivery system is found in the Warehouse segment, which ships fresh or frozen products to customers warehouses and customers then distribute these products to their individual depots, stores, or restaurants. Our manufacturing facility locations have been assigned to either the DSD or Warehouse segment depending on which method is used to deliver and sell their products.

The DSD segment operates a highly involved system of reciprocal baking whereby individual bakeries have an assigned production mission to produce certain items for their own market as well as for other DSD bakeries markets. This system allows for long and efficient production runs that help the company maintain its position as a low cost producer. Bakeries within regional networks exchange products overnight through a third party transportation system so that at the beginning of each sales day, every bakery in the DSD segment has a full complement of fresh products for its independent distributors as they service their retail and foodservice customers.

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The company has invested significant capital in its bakeries for several decades to ensure its production is as efficient as possible, uses technology effectively, provides consistently excellent quality, and offers a good working environment for team members. In fiscal years 2012, 2011, and 2010, the company had capital expenditures of $67.3 million, $79.2 million and $98.4 million, respectively. The comparatively larger amount of capital expenditures in fiscal 2010 was from the completion of our bakery in Bardstown, Kentucky.

Consumers and our product portfolio

The company recognizes the need to stay in touch with changing consumer trends regarding baked foods. As a result, ongoing research on consumer preferences is conducted and outside resources tapped to stay current on changing taste, flavor, texture, and shape trends in bakery products and food in general. Our marketing, quality assurance, and research and development staffs collaborate regularly as new products are considered, developed, tested, and introduced.

Brands are important in the bakery category and the company has invested over several decades in its brand portfolio through advertising, promotion and packaging. *Nature s Own*, introduced in 1977, was developed to address the developing trend of consumers demanding baked foods with a healthier profile. *Nature s Own*, from inception, offered baked foods with no artificial flavors, colors, or preservatives. More recently, *Nature s Own* has removed high fructose corn syrup from its recipes and also added specific healthier ingredients such as fiber and omega-3.

Through the years, the company product offering has included some form of cake. In recent years, snack cakes have been developed and introduced under several brands, such as *Bluebird* and *Mrs. Freshley s*. On May 20, 2011, the company acquired Tasty Baking Co. (Tasty,). Tasty operates two bakeries in Pennsylvania and serves customers primarily in the northeastern U. S. with an extensive line of *Tastykake* branded snack cakes. The *Tastykake* brand adds an iconic snack cake brand to our brand portfolio. Tasty s revenues, before the acquisition reached its one year anniversary in fiscal 2012, were $92.1 million. In addition, approximately $30.0 million of sales was from the introduction of the *Tastykake* products into our core markets. We will continue to roll out the *Tastykake* brand into Flowers core markets through 2013. Our core markets in this case are defined as markets in existence immediately preceding the Tasty acquisition.

Strengths and core competencies

We aim to achieve consistent and sustainable growth in sales and earnings by focusing on improvements in the operating results of our existing businesses and, after detailed analysis, acquiring businesses and properties that add value to the company. We believe this strategy will result in consistent and sustainable growth that will build value for our shareholders.

The company is also committed to maintaining a collaborative Information Technology group that meets all of our bakeries needs and maximizes efficiencies where available. The consumer packaged goods industry has used scan-based trading technology (referred to as pay by scan or PBS) over several years to share information between the supplier and retailer. An extension of this technology allows the retailer to pay the supplier when the consumer purchases the goods rather than at the time they are delivered to the retailer. In addition, PBS permits the manufacturer to more accurately track trends in product sales and manage inventory.

We have developed long-term goals over five year time horizons and have communicated these goals broadly to the investment community and to internal audiences. Compensation and bonus programs are set with benchmarks to the company s long-term goals. The majority of our employees participate in an annual formula-driven, performance-based cash bonus program. In addition, certain employees participate in a long-term incentive program that provides performance-contingent common stock awards that generally vest over a two year period. We believe these incentive programs provide both a short and long-term goal for our most senior management team and aligns their interests with those of shareholders.

We believe our highly automated bakeries that focus on quality permit us to bake products that meet consumers needs. We also strive to maintain service levels for customers, consumers, and suppliers that exceed what is expected. The design of our delivery systems and segments permits us to allocate management time and resources to meet consumers expectations.

Competition and risks

In January 2012, Hostess filed for bankruptcy for the second time since 2004. In November 2012, they filed a liquidation motion seeking permission to shut down and sell assets. This was approved on November 21, 2012. At that time Hostess immediately stopped production and sold out their remaining inventory. They discontinued serving their customers by late November 2012. These events impacted the industry as these sales shifted to other providers to meet consumers needs. These providers included Flowers, Grupo Bimbo (the *Arnolds* , *Thomas* , and *Entenmann s* brands), Campbell Soup Company (the *Pepperidge Farm* brands), smaller regional bakeries, retailer-owned bakeries, and store brands.

Sales are principally affected by pricing, quality, brand recognition, new product introductions, product line extensions, marketing and service. Sales for fiscal 2012 increased 9.8% from fiscal 2011. This increase was primarily due to the Lepage acquisition in fiscal 2012 and the Tasty acquisition in fiscal 2011 which together contributed 6.2% of sales growth, increased volume, and increased pricing/mix. Our sales increased in the fourth quarter of fiscal 2012 compared to the fourth quarter of fiscal 2011 by 14.7%, which was primarily driven by volume increases and the Lepage acquisition. While we expect sales to grow, we cannot guarantee at what level considering the current economic environment and competitive landscape in the baking industry. Until the completion of the Hostess liquidation in bankruptcy, the baking industry will continue to see market fluctuations in the near-term as companies compete for market position.

Commodities, such as our baking ingredients, periodically experience price fluctuations, and, for that reason, we continually monitor the market for these commodities. The cost of these inputs may fluctuate widely due to government policy and regulation, weather conditions, domestic and international demand or other unforeseen circumstances. We anticipate that our commodity costs will rise during 2013. We enter into forward purchase agreements and other derivative financial instruments in an effort to manage the impact of such volatility in raw material prices. Any decrease in the availability of these agreements and instruments could increase the effective price of these raw materials to us and significantly affect our earnings.

Critical Accounting Estimates

Note 2, *Summary of Significant Accounting Policies,* of the Notes to Consolidated Financial Statements of this Form 10-K includes a summary of the significant accounting policies and methods used in the preparation of the company s Consolidated Financial Statements.

The company s discussion and analysis of its results of operations and financial condition are based upon the Consolidated Financial Statements of the company, which have been prepared in accordance with generally accepted accounting principles in the United States (GAAP). The preparation of these financial statements requires the company to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of the revenues, expenses and cash flows during the reporting period. On an ongoing basis, the company evaluates its estimates, including those related to customer programs and incentives, bad debts, raw materials, inventories, long-lived assets, intangible assets, income taxes, restructuring, pensions and other post-retirement benefits and contingencies and litigation. The company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The selection and disclosure of the company s critical accounting estimates have been discussed with the company s audit committee. The following is a review of the critical assumptions and estimates, and the accounting policies and methods listed below, which are used in the preparation of the Consolidated Financial Statements:

- revenue recognition;
- derivative instruments;

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- valuation of long-lived assets, goodwill and other intangible assets;
- self-insurance reserves;
- income tax expense and accruals;
- pension obligations; and
- share-based payments.

Revenue Recognition. The company recognizes revenue from the sale of its products at the time of delivery when title and risk of loss pass to the customer. The company records both direct and estimated reductions to gross revenue for customer programs and incentive offerings at the time the incentive is offered or at the time of revenue recognition for the underlying transaction that results in progress by the customer towards earning the incentive. These allowances include price promotion discounts, coupons, customer rebates, cooperative advertising, and product returns. Price promotion discount expense is recorded as a reduction to gross sales when the discounted product is sold to the customer. Coupon expense estimates are calculated and recorded as a reduction to gross sales using the number of coupons dropped to consumers and the estimated redemption percentage and value, at the time the coupons are issued. Estimates for customer rebates assume that customers will meet the estimates of required quantities to qualify for payment and are recorded as a reduction to gross sales. Cooperative advertising expense is recorded as a reduction to gross sales based on our portion of the estimated advertising cost of the underlying program and are recognized at the time the advertising takes place. Product returns are recorded as a reduction to gross sales based on the actual returns in the week following the quarter end. If market conditions were to decline, the company may take actions to increase incentive offerings, possibly resulting in an incremental reduction of revenue.

The consumer packaged goods industry has used scan-based trading technology over several years to share information between the supplier and retailer. An extension of this technology allows the retailer to pay the supplier when the consumer purchases the goods rather than at the time they are delivered to the retailer. Consequently, revenue on these sales is not recognized until the product is purchased by the consumer. This technology is referred to as PBS. The company began a pilot program in fiscal 1999, working with certain retailers to develop the technology to execute PBS, and there has been a sharp increase in its use since that time. The company believes it is a baked foods industry leader in PBS and utilizes this technology with a majority of its larger retail customers. In fiscal 2012 the company recorded $863.4 million in sales through PBS. The company will continue to implement PBS technology for current PBS customers as they open new retail stores during 2013. In addition, new PBS customers will begin implementation during 2013.

Revenue on PBS sales is recognized when the product is purchased by the end consumer because that is when title and risk of loss is transferred. Non-PBS sales are recognized when the product is delivered to the customer since that is when title and risk of loss is transferred.

Derivative Instruments. The company s cost of primary raw materials is highly correlated to certain commodities markets. Commodities, such as our baking ingredients, experience price fluctuations. If actual market conditions become significantly different than those anticipated, raw material prices could increase significantly, adversely affecting our results of operations. We enter into forward purchase agreements and other derivative financial instruments qualifying for hedge accounting to manage the impact of volatility in raw material prices. The company measures the fair value of its derivative portfolio using fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal market for that asset or liability. When quoted market prices for identical assets or liabilities are not available, the company bases fair value on internally developed models that use current market observable inputs, such as exchange-quoted futures prices and yield curves.

Valuation of Long-Lived Assets, Goodwill and Other Intangible Assets. The company records an impairment charge to property, plant and equipment, goodwill and intangible assets in accordance with applicable accounting standards when, based on certain indicators of impairment, it believes such assets have experienced a decline in value that is other than temporary. Future adverse changes in market conditions or poor

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operating results of these underlying assets could result in losses or an inability to recover the carrying value of the asset that may not be reflected in the asset s current carrying value, thereby possibly requiring impairment charges in the future. Based on management s evaluation, no impairment charges relating to long-lived assets were recorded for fiscal years 2012, 2011 or 2010.

The company evaluates the recoverability of the carrying value of its goodwill on an annual basis or at a time when events occur that indicate the carrying value of the goodwill may be impaired using a two step process. We have elected not to perform the qualitative approach. The first step of this evaluation is performed by calculating the fair value of the business segment, or reporting unit, with which the goodwill is associated. Our reporting units are at the segment level. Each segment consists of several components. These components are aggregated by their respective delivery method into the warehouse delivery segment and DSD segment. These segments rely on reciprocal baking among its components, cross-sells its products/brands within the segment, and utilize the same delivery method. Marketing, research and development and capital projects are measured at the segment level. We believe these factors support our reporting unit classifications. This fair value is compared to the carrying value of the reporting unit, and if less than the carrying value, the goodwill is measured for potential impairment under step two. Under step two of this calculation, goodwill is measured for potential impairment by comparing the implied fair value of the reporting unit goodwill, determined in the same manner as a business combination, with the carrying amount of the goodwill.

Our annual evaluation of goodwill impairment requires management judgment and the use of estimates and assumptions to determine the fair value of our reporting units. Fair value is estimated using standard valuation methodologies incorporating market participant considerations and management s assumptions on revenue, revenue growth rates, operating margins, discount rates, and EBITDA (defined as earnings before interest, taxes, depreciation and amortization). Our estimates can significantly affect the outcome of the test. We perform the fair value assessment using the income and market approach. We use this data to complete a separate fair value analysis for each reporting unit. Changes in our forecasted operating results and other assumptions could materially affect these estimates. This test is performed in our fourth quarter unless circumstances require this analysis be completed sooner. The income approach is tested using a sensitivity analysis to changes in the discount rate and yield a sufficient buffer to significant variances in our estimates. The estimated fair values of our reporting units exceeded our carrying values by at least $490 million in each reporting unit. Based on management s evaluation, no impairment charges relating to goodwill were recorded for the fiscal years 2012, 2011, or 2010.

In connection with acquisitions, the company has acquired trademarks, customer lists and non-compete agreements, which are intangible assets subject to amortization. The company evaluates these assets whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The undiscounted future cash flows of each intangible asset is compared to the carrying amount, and if less than the carrying value, the intangible asset is written down to the extent the carrying amount exceeds the fair value. The fair value is computed using the same approach described above for goodwill and includes the same risks and estimates. Based on management s evaluation, no impairment charges relating to amortizable intangible assets were recorded for the fiscal years 2012, 2011, or 2010.

The company also owns trademarks acquired in acquisitions that are indefinite lived intangible assets not subject to amortization of $186.5 million. A total of $185.0 million of the trademarks were from the Lepage acquisition that occurred in July 2012. The company evaluates the recoverability by comparing the fair value to the carrying value of these intangible assets on an annual basis or at a time when events occur that indicate the carrying value may be impaired. In addition, the assets are evaluated to determine whether events and circumstances continue to support an indefinite life. The fair value is compared to the carrying value of the intangible asset, and if less than the carrying value, the intangible asset is written down to fair value. The fair value is computed using the same approach described above for goodwill and includes the same risks and estimates. Based on management s evaluation, no impairment charges relating to intangible assets not subject to amortization were recorded for the fiscal years 2012, 2011, or 2010.

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Self-Insurance Reserves. We are self-insured for various levels of general liability, auto liability, workers compensation and employee medical and dental coverage. Insurance reserves are calculated on an undiscounted basis and are based on actual claim data and estimates of incurred but not reported claims developed utilizing historical claim trends. Projected settlements and incurred but not reported claims are estimated based on pending claims and historical trends and data. Though the company does not expect them to do so, actual settlements and claims could differ materially from those estimated. Material differences in actual settlements and claims could have an adverse effect on our financial condition and results of operations.

Income Tax Expense and Accruals. The annual tax rate is based on our income, statutory tax rates and tax planning opportunities available to us in the various jurisdictions in which we operate. Changes in statutory rates and tax laws in jurisdictions in which we operate may have a material effect on the annual tax rate. The effect of these changes, if any, would be recognized when the change takes place.

Deferred income taxes arise from temporary differences between the tax and financial statement recognition of revenues and expenses. Our income tax expense, deferred tax assets and liabilities and reserve for uncertain tax benefits reflect our best assessment of future taxes to be paid in the jurisdictions in which we operate. The company records a valuation allowance to reduce its deferred tax assets if we believe it is more likely than not that some or all of the deferred assets will not be realized. While the company considers future taxable income and ongoing prudent and feasible tax strategies in assessing the need for valuation allowance, if these estimates and assumptions change in the future, the company may be required to adjust its valuation allowance, which could result in a charge to, or an increase in, income in the period such determination is made.

Periodically we face audits from federal and state tax authorities, which can result in challenges regarding the timing and amount of income or deductions. We provide reserves for potential exposures when we consider it more likely than not that a taxing authority may take a sustainable position on a matter contrary to our position. We evaluate these reserves on a quarterly basis to ensure that they have been appropriately adjusted for events, including audit settlements that may impact the ultimate payment of such potential exposures. While the ultimate outcome of audits cannot be predicted with certainty, we do not currently believe that future audits will have a material adverse effect on our consolidated financial condition or results of operations. The company is no longer subject to federal examination for years prior to 2009.

Pension Obligations. The company records pension costs and benefit obligations related to its defined benefit plans based on actuarial valuations. These valuations reflect key assumptions determined by management, including the discount rate and expected long-term rate of return on plan assets. The expected long-term rate of return assumption considers the asset mix of the plans portfolios, past performance of these assets, the anticipated future economic environment and long-term performance of individual asset classes, and other factors. Material changes in pension costs and in benefit obligations may occur in the future due to experience different than assumed and changes in these assumptions. Future benefit obligations and annual pension costs could be impacted by changes in the discount rate, changes in the expected long-term rate of return, changes in the level of contributions to the plans and other factors. Effective January 1, 2006, the company curtailed its largest defined benefit plan that covered the majority of its workforce. Benefits under this plan were frozen, and no future benefits will accrue under this plan. The company continues to maintain another defined benefit plan that covers a small number of union employees. Effective August 4, 2008, the company assumed sponsorship of two defined benefit plans as part of the ButterKrust acquisition. Benefits under these plans are frozen, and no future benefits will accrue under these plans. These plans were merged into the company s largest defined benefit plan at December 31, 2011. Effective May 20, 2011, the company assumed sponsorship of three defined benefit plans as part of the Tasty acquisition. Benefits under these plans are frozen, and no future benefits will accrue under these plans. Two of the Tasty defined benefit plans are nonqualified plans covering former employees. One of these nonqualified plans was terminated and all benefit obligations of the plan were settled effective December 31, 2011. The Tasty qualified defined benefit plan was merged into the company s largest defined benefit plan at December 31, 2012. The company recorded pension cost of $1.1 million for fiscal 2012. We expect pension income of approximately $1.7 million for fiscal 2013.

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A sensitivity analysis of fiscal 2012 pension costs on a pre-tax basis and year-end benefit obligations for our qualified plans is presented in the table below (amounts in thousands) for changes in the discount rate and expected long-term rate of return on plan assets (EROA):

Percentage increase (decrease)	0.25% Discount Rate	(0.25%) Discount Rate	0.25% EROA	(0.25%) EROA
Estimated change in FY 2012 pension costs	$ (78)	$ 165	$ (822)	$ 822
Estimated change in FY 2012 year-end benefit obligations	$ (15,984)	$ 16,860	N/A	N/A

The discount rate used by the company reflects rates at which pension benefits could be effectively settled. The company looks to rates of return on high-quality fixed income investments to determine its discount rate. The company uses a cash flow matching technique to select the discount rate. The expected cash flows of each pension plan are matched to a yield curve based on Aa-graded bonds available in the marketplace at the measurement date. A present value is developed, which is then used to develop a single equivalent discount rate.

In developing the expected long-term rate of return on plan assets at each measurement date, the company considers the plan assets historical actual returns, targeted asset allocations, and the anticipated future economic environment and long-term performance of individual asset classes, based on the company s investment strategy. While appropriate consideration is given to recent and historical investment performance, the assumption represents management s best estimate of the long-term prospective return. Based on these factors the long-term rate of return assumption for the plans was set at 8.0% for fiscal 2012, as compared with the average annual return on the plans assets over the past 15 years of approximately 7.7% (net of expenses). The expected long-term rate of return assumption is based on a target asset allocation of 40-60% equity securities, 10-40% fixed income securities, 0-25% real estate, 0-40% other diversifying strategies (including, absolute return funds, hedged equity funds, and guaranteed insurance contracts), and 0-25% short-term investments and cash. The company regularly reviews such allocations and periodically rebalances the plan assets to the targeted allocation when considered appropriate. Pension costs do not include an explicit expense assumption and the return on assets rate reflects the long-term expected return, net of expenses. For the details of our pension plan assets, see Note 18, *Postretirement Plans*, of Notes to Consolidated Financial Statements of this Form 10-K.

The company determines the fair value of substantially all of its plans assets utilizing market quotes rather than developing smoothed values, market related values or other modeling techniques. Plan asset gains or losses in a given year are included with other actuarial gains and losses due to remeasurement of the plans projected benefit obligations (PBO). If the total unrecognized gain or loss exceeds 10% of the larger of (i) the PBO or (ii) the market value of plan assets, the excess of the total unrecognized gain or loss is amortized over the expected average future lifetime of participants in the frozen pension plans. The total unrecognized loss as of the fiscal 2012 measurement date of December 31, 2011 for the pension plans the company sponsors was $160.8 million. The total unrecognized loss as of the fiscal 2013 measurement date of December 31, 2012 for the pension plans the company sponsors was $184.5 million. The company uses a calendar year end for the measurement date since the plans are based on a calendar year and because it approximates the company s fiscal year end. Amortization of this unrecognized loss during fiscal 2013 is expected to be approximately $6.2 million. To the extent that this unrecognized loss is subsequently recognized, the loss will increase the company s pension costs in the future.

Stock-based compensation. Stock-based compensation expense for all share-based payment awards granted is determined based on the grant date fair value. The company recognizes these compensation costs net of an estimated forfeiture rate, and recognizes compensation cost only for those shares expected to vest on a straight-line basis over the requisite service period of the award, which is generally the vesting term of the share-based payment award.

Employee grants issued before fiscal 2012 included non-qualified stock options (NQSO) and performance-contingent stock awards (PSA). The NQSO were valued using a Black-Scholes option-pricing model. The inputs for the model include an expected life, risk-free rate, expected volatility and dividend yield.

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The PSA incorporated a market and performance condition component. However, because of the market condition the expense amount would only change if we determined the performance condition was triggered. The performance condition was always satisfied and adjustments were never made. The market condition was dependent on certain market benchmarks but the expense for these awards never changed.

In fiscal 2012 we granted additional PSA that separately have a market and performance condition. The expense computed for the total shareholder return shares (TSR) shares is fixed and recognized on a straight-line basis over the vesting period. The expense computed for the return on invested capital (ROIC) shares can change depending on the attainment of performance condition goals. The expense for the ROIC shares can be within a range of 0% to 125% of the target. There is a possibility that this expense component will change in subsequent quarters depending on how the company performs relative to the ROIC target.

Results of Operations

Matters Affecting Analysis

Reporting Periods. The company operates on a 52-53 week fiscal year ending the Saturday nearest December 31. Fiscal 2012, 2011 and 2010 consisted of 52 weeks. Fiscal 2013 will consist of 52 weeks.

Acquisitions. On July 21, 2012, we completed the acquisition of Lepage in two separate but concurrent transactions. Lepage operates three bakeries, two in Lewiston, Maine, and one in Brattleboro, Vermont. Lepage serves customers in the New England and New York markets making fresh bakery products under the *Country Kitchen* and *Barowsky s* brands. The results of Lepage s operations are included in the company s consolidated financial statements beginning July 21, 2012 and are included in the company s DSD segment. This acquisition provides a DSD platform to accelerate penetration of *Nature s Own* and *Tastykake* brands in the Northeast. During 2012, Lepage contributed sales of $80.7 million and income from operations of $12.4 million.

On May 20, 2011, a wholly owned subsidiary of the company acquired Tasty. Tasty operates two bakeries in Pennsylvania and serves customers primarily in the northeastern United States under the *Tastykake* snack brand. The results of Tasty s operations are included in the company s consolidated financial statements beginning May 20, 2011 and are included in the company s DSD segment. The acquisition facilitated our expansion into new geographic markets and increased our manufacturing capacity. In addition, the *Tastykake* brand increased our position in the branded snack cake category. During 2012 (before we reached the one-year anniversary of the acquisition), Tasty contributed sales of $92.1 million and income from operations of $3.0 million. The DSD model will allow us to expand the *Tastykake* brand and the *Nature s Own* brand throughout our respective networks.

In January 2012, Hostess filed for bankruptcy for the second time since 2004. In November 2012, they filed a liquidation motion seeking permission to shut down and sell assets. This was approved on November 21, 2012. At that time, Hostess immediately ceased production and sold out their remaining inventory. They discontinued serving their customers by late November 2012. These events impacted the industry as these sales shifted to other providers, including Flowers, in order to meet consumers needs.

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The company s results of operations, expressed as a percentage of sales, are set forth below for fiscal 2012 and 2011 (by segment):

	Fiscal 2012	Fiscal 2011	Percentage of Sales Fiscal 2012	Percentage of Sales Fiscal 2011	Increase (Decrease) Dollars	Increase (Decrease) %
	(Amounts in thousands)				(Amounts in thousands)	
Sales						
DSD	$ 2,508,856	$ 2,265,244	82.4	81.7	$ 243,612	10.8
Warehouse	537,635	508,112	17.6	18.3	29,523	5.8
Total	$ 3,046,491	$ 2,773,356	100.0	100.0	$ 273,135	9.8
Materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately below)						
DSD(1)	$ 1,218,053	$ 1,090,941	48.6	48.2	$ 127,112	11.7
Warehouse(1)	399,757	382,260	74.4	75.2	17,497	4.6
Total	$ 1,617,810	$ 1,473,201	53.1	53.1	$ 144,609	9.8
Selling, distribution and administrative expenses						
DSD(1)	$ 973,317	$ 896,677	38.8	39.6	$ 76,640	8.5
Warehouse(1)	83,381	78,733	15.5	15.5	4,648	5.9
Corporate(2)	50,782	41,081			9,701	23.6
Total	$ 1,107,480	$ 1,016,491	36.4	36.7	$ 90,989	9.0
Depreciation and amortization						
DSD(1)	$ 84,290	$ 74,378	3.4	3.3	$ 9,912	13.3
Warehouse(1)	18,267	19,768	3.4	3.9	(1,501)	(7.6)
Corporate(2)	133	492			(359)	(73.0)
Total	$ 102,690	$ 94,638	3.4	3.4	$ 8,052	8.5
Income from operations						
DSD(1)	$ 233,196	$ 203,248	9.3	9.0	$ 29,948	14.7
Warehouse(1)	36,230	27,351	6.7	5.4	8,879	32.5
Corporate(2)	(50,915)	(41,573)			(9,342)	(22.5)
Total	$ 218,511	$ 189,026	7.2	6.8	$ 29,485	15.6
Interest (expense) income, net	$ (9,739)	$ 2,940	0.3	0.1	$ (12,679)	NM
Income taxes	$ 72,651	$ 68,538	2.4	2.5	$ 4,113	6.0
Net income	$ 136,121	$ 123,428	4.5	4.5	$ 12,693	10.3

1. As a percentage of revenue within the reporting segment.
2. The corporate segment has no revenues.

NM the computation is not meaningful

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The company s results of operations, expressed as a percentage of sales, are set forth below for fiscal 2011 and 2010 (by segment):

	Fiscal 2011	Fiscal 2010	Percentage of Sales Fiscal 2011	Percentage of Sales Fiscal 2010	Increase (Decrease) Dollars	Increase (Decrease) %
	(Amounts in thousands)				(Amounts in thousands)	
Sales						
DSD	$ 2,265,244	$ 2,071,356	81.7	80.5	$ 193,888	9.4
Warehouse	508,112	502,413	18.3	19.5	5,699	1.1
Total	$ 2,773,356	$ 2,573,769	100.0	100.0	$ 199,587	7.8
Materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately below)						
DSD(1)	$ 1,090,941	$ 986,610	48.2	47.6	$ 104,331	10.6
Warehouse(1)	382,260	360,180	75.2	71.7	22,080	6.1
Total	$ 1,473,201	$ 1,346,790	53.1	52.3	$ 126,411	9.4
Selling, distribution and administrative expenses						
DSD(1)	$ 896,677	$ 823,797	39.6	39.8	$ 72,880	8.8
Warehouse(1)	78,733	75,323	15.5	15.0	3,410	4.5
Corporate(2)	41,081	36,879			4,202	11.4
Total	$ 1,016,491	$ 935,999	36.7	36.4	$ 80,492	8.6
Depreciation and amortization						
DSD(1)	$ 74,378	$ 65,977	3.3	3.2	$ 8,401	12.7
Warehouse(1)	19,768	18,985	3.9	3.8	783	4.1
Corporate(2)	492	156			336	215.4
Total	$ 94,638	$ 85,118	3.4	3.3	$ 9,520	11.2
Income from operations						
DSD(1)	$ 203,248	$ 194,972	9.0	9.4	$ 8,276	4.2
Warehouse(1)	27,351	47,925	5.4	9.5	(20,574)	(42.9)
Corporate(2)	(41,573)	(37,035)			(4,538)	(12.3)
Total	$ 189,026	$ 205,862	6.8	8.0	$ (16,836)	(8.2)
Interest income, net	$ 2,940	$ 4,518	0.1	0.2	$ (1,578)	(34.9)
Income taxes	$ 68,538	$ 73,333	2.5	2.8	$ (4,795)	(6.5)
Net income	$ 123,428	$ 137,047	4.5	5.3	$ (13,619)	(9.9)

1. As a percentage of revenue within the reporting segment.
2. The corporate segment has no revenues.

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Fifty-Two Weeks Ended December 29, 2012 Compared to Fifty-Two Weeks Ended December 31, 2011

Consolidated Sales

	For the 52 Weeks Ended December 29, 2012		For the 52 Weeks Ended December 31, 2011		% Increase (Decrease)
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	
Branded Retail	$ 1,590,464	52.2%	$ 1,421,229	51.3%	11.9%
Store Branded Retail	544,464	17.9	499,661	18.0	9.0%
Non-retail and Other	911,563	29.9	852,466	30.7	6.9%
Total	$ 3,046,491	100.0%	$ 2,773,356	100.0%	9.8%

The 9.8% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	1.5%
Volume	2.1%
Acquisitions	6.2%
Total Percentage Change in Sales	9.8%

Sales category discussion

Branded retail sales increased primarily due to the Tasty and Lepage acquisitions, as well as increased volume in soft variety and multi-pak cake. Competitive pricing and heavy promotional activity partially offset these increases. The increase in store branded retail was due to the acquisitions and to a lesser extent increased volume in store brand buns and rolls, partially offset by declines in store brand cake excluding acquisition contribution. The increase in non-retail and other sales was due to significant volume increases in all foodservice categories and the acquisition contribution.

The DSD percentage increase compared to total sales is primarily due to the Tasty and Lepage acquisitions occurring in fiscal 2011 and 2012, respectively. This percentage should continue to increase into 2013 as the Lepage acquisition will include a full year of sales in the DSD segment.

DSD Segment Sales

	For the 52 Weeks Ended December 29, 2012		For the 52 Weeks Ended December 31, 2011		% Increase (Decrease)
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	
Branded Retail	$ 1,486,725	59.3%	$ 1,326,992	58.6%	12.0%
Store Branded Retail	426,565	17.0	373,971	16.5	14.1%
Non-retail and Other	595,566	23.7	564,281	24.9	5.5%

Total	$ 2,508,856	100.0%	$ 2,265,244	100.0%	10.8%

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The 10.8% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	1.6%
Volume	1.5%
Acquisitions	7.7%
Total Percentage Change in Sales	10.8%

Sales category discussion

Branded retail sales increased primarily due to the Tasty and Lepage acquisitions, as well as increased volume in soft variety and multi-pak cake. Competitive pricing and heavy promotional activity partially offset these increases. The increase in store branded retail was due to the acquisitions and to a lesser extent increased volume in store brand buns and rolls. The increase in non-retail and other sales was due to the acquisition contribution and volume increases in fast food and other restaurants.

Warehouse Segment Sales

	For the 52 Weeks Ended December 29, 2012		For the 52 Weeks Ended December 31, 2011		% Increase (Decrease)
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	
Branded Retail	$ 103,739	19.3%	$ 94,237	18.5%	10.1%
Store Branded Retail	117,899	21.9	125,690	24.7	(6.2)%
Non-retail and Other	315,997	58.8	288,185	56.8	9.7%
Total	$ 537,635	100.0%	$ 508,112	100.0%	5.8%

The 5.8% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	2.2%
Volume	3.6%
Total Percentage Change in Sales	5.8%

Sales category discussion

The increase in branded retail sales was primarily due to volume increases in brand snack/dessert cake, multi-pak cake and bakery deli. The decrease in store branded retail sales was primarily a shift from store brand cake to branded retail sales, partially offset by pricing/mix increases. The increase in non-retail and other sales was due to volume increases in foodservice which includes fast foods and vending, partially offset by pricing/mix declines.

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Materials, Supplies, Labor and Other Production Costs (exclusive of depreciation and amortization shown separately). The table below presents the significant components of materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately):

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Ingredients	27.5%	26.6%	0.9%
Workforce-related costs	13.8	14.2	(0.4)
Packaging	4.8	4.7	0.1
Utilities	1.7	1.9	(0.2)
Other	5.3	5.7	(0.4)
Total	53.1%	53.1%	0.0%

The ingredient costs increase as a percent of sales was from higher flour costs and to a lesser extent, higher shortening/oil and sweetener costs. Decreases in workforce-related costs and utilities as a percent of sales were from increased sales volume. Workforce-related costs and utilities did not increase incrementally with sales volume and these costs were spread over a larger sales base. Additionally, efficiency and scrap improvements helped offset the ingredient increases.

Commodities, such as our baking ingredients, periodically experience price fluctuations, and, for that reason, we continually monitor the market for these commodities. The commodities market continues to be volatile. Commodity prices increased in 2011 and 2012 and are expected to continue that trend into 2013. The cost of these inputs may fluctuate widely due to government policy and regulation, weather conditions, domestic and international demand or other unforeseen circumstances. We enter into forward purchase agreements and other derivative financial instruments to manage the impact of such volatility in raw material prices. Any decrease in the availability of these agreements and instruments could increase the price of these raw materials and significantly affect our earnings.

The table below presents the significant components of materials, supplies, labor and other production costs for the DSD Segment (exclusive of depreciation and amortization shown separately):

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Ingredients	23.9%	23.0%	0.9%
Workforce-related costs	11.7	11.9	(0.2)
Packaging	3.4	3.2	0.2
Utilities	1.5	1.7	(0.2)
Other	8.1	8.4	(0.3)
Total	48.6%	48.2%	0.4%

The DSD Segment increase in ingredient costs as a percent of sales was primarily from higher flour costs, and, to a lesser extent, higher sweetener and oil costs.

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The table below presents the significant components of materials, supplies, labor and other production costs for the warehouse segment (exclusive of depreciation and amortization shown separately):

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Ingredients	44.7%	43.1%	1.6%
Workforce-related costs	23.8	24.4	(0.6)
Packaging	11.3	11.5	(0.2)
Utilities	2.2	2.6	(0.4)
Other	(7.6)	(6.4)	(1.2)
Total	74.4%	75.2%	(0.8)%

The warehouse segment s increased ingredient costs as a percent of sales was from higher prices for flour, sugar, shortening/oil and cocoa as well as higher volumes. Workforce-related costs, packaging, and utilities as a percent of sales decreased due to volume increases in fiscal 2012. The decrease in other costs was due primarily to decreased repairs and maintenance costs, and increased sales volumes which spread manufacturing costs over a larger sales base. As a result, additional overhead was covered in fiscal 2012 compared to fiscal 2011.

Selling, Distribution and Administrative Expenses. The table below presents the significant components of selling, distribution and administrative expenses as a percent of sales:

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Workforce-related costs	17.3%	17.4%	(0.1)%
Distributor distribution fees	13.2	13.4	(0.2)
Other	5.9	5.9	(0.0)
Total	36.4%	36.7%	(0.3)%

The decrease in workforce-related costs as a percent of sales was due to higher sales, partially offset by the increase related to Lepage discussed below. Distributor distribution fees decreased as a percent of sales due to the Lepage acquisition. Lepage generally distributes its products directly rather than via independent distributors. We do not expect this to continue once we sell the Lepage territories to independent distributors in and beyond 2013. Once the distributor territories are sold the Lepage distributor distribution fees will be reflected here. Currently, the delivery costs for Lepage are recorded in the selling, distribution and administrative expenses line item as workforce-related costs because their delivery routes are generally all company owned and the employees who deliver their products are included in the workforce-related costs line item.

The table below presents the significant components of our DSD Segment selling, distribution and administrative expenses as a percent of sales:

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Workforce-related costs	17.3%	17.6%	(0.3)%
Distributor distribution fees	16.0	16.4	(0.4)
Other	5.5	5.6	(0.1)
Total	38.8%	39.6%	(0.8)%

The decrease in workforce-related costs as a percent of sales was due to higher sales volume which spread these costs over a higher sales base in fiscal 2012. Distributor distribution fees decreased due to the Lepage acquisition. Lepage generally distributes its products directly rather than via independent distributors. We do not

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expect this to continue once we sell the Lepage territories to independent distributors in and beyond 2013. Once the distributor territories are sold the Lepage distributor distribution fees will be reflected here. Currently, the delivery costs for Lepage are recorded in the selling, distribution and administrative expenses line item as workforce-related costs.

The table below presents the significant components of our warehouse segment selling, distribution and administrative expenses as a percent of sales:

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Workforce-related costs	9.1%	9.7%	(0.6)%
Freezer/storage rent	1.9	1.9	0.0
Distribution costs	1.1	0.5	0.6
Other	3.4	3.4	0.0
Total	15.5%	15.5%	0.0%

The decrease in workforce-related costs as a percent of sales was due to volume increases in fiscal 2012. The increase in distribution costs was from increased volume.

Depreciation and Amortization. Depreciation and amortization expense increased primarily due to the Lepage and Tasty acquisitions.

The DSD segment depreciation and amortization expense increased primarily as the result of the Lepage and Tasty acquisitions.

The warehouse segment depreciation and amortization expense decrease was the result of assets fully depreciated at the beginning of the year that did not impact the current year.

Income from operations. The table below summarizes the change in operating income by segment as a percent of sales:

Operating income (loss)	Increase (Decrease) Percentage
DSD	14.7%
Warehouse	32.5
Unallocated corporate	(22.5)
Consolidated	15.6%

The increase in the DSD segment income from operations was attributable to the Lepage and Tasty acquisitions and sales increases, partially offset by higher ingredient costs. The increase in the warehouse segment income from operations was primarily due to sales increases which were driven by higher volume as discussed above. The increase in unallocated corporate expenses was primarily due to higher acquisition costs associated with the Lepage acquisition that was completed in our third quarter of fiscal 2012 and higher workforce-related costs. Any costs associated with the potential purchase of certain Hostess assets will continue to negatively impact unallocated corporate expenses during 2013.

Net Interest Expense (Income). The decrease resulted from higher interest expense on the senior notes issued by the company during fiscal 2012 primarily to pay off credit facility draw downs used to purchase Tasty in 2011 and to purchase Lepage in 2012. It is expected that interest expense for the senior notes and the credit facility will exceed interest income on distributor notes into the foreseeable future.

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Income Taxes. The effective tax rate for fiscal 2012 and fiscal 2011 was 34.8% and 35.7%, respectively. This decrease is primarily due to favorable discrete items recognized during the year. The difference in the effective rate and the statutory rate is primarily due to state income taxes and the Section 199 qualifying production activities deduction.

Fifty-Two Weeks Ended December 31, 2011 Compared to Fifty-Two Weeks Ended January 1, 2011

Consolidated Sales

	For the 52 Weeks Ended December 31, 2011		For the 52 Weeks Ended January 1, 2011		%
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	Increase (Decrease)
Branded Retail	$ 1,421,229	51.3%	$ 1,305,415	50.7%	8.9%
Store Branded Retail	499,661	18.0	432,406	16.8	15.6%
Non-retail and Other	852,466	30.7	835,948	32.5	2.0%
Total	$ 2,773,356	100.0%	$ 2,573,769	100.0%	7.8%

The 7.8% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	3.7%
Volume	(0.9)%
Acquisition (Tasty)	5.0%
Total Percentage Change in Sales	7.8%

Sales category discussion

Branded retail sales increased primarily due to the Tasty acquisition. Competitive pricing and heavy promotional activity continued to impact the channel. The increase in store branded retail was primarily due to increases in store branded cake as some of the company s customers introduced store branded cake programs in mid-2010 and the contribution from the Tasty acquisition. Increases in store branded white bread also contributed to the growth. The increase in non-retail and other sales was primarily due to increases in foodservice, partially offset by declines in institutional and mix sales.

DSD Segment Sales

	For the 52 Weeks Ended December 31, 2011		For the 52 Weeks Ended January 1, 2011		% Increase
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	(Decrease)
Branded Retail	$ 1,326,992	58.6%	$ 1,194,568	57.7%	11.1%
Store Branded Retail	373,971	16.5	327,233	15.8	14.3%

Non-retail and Other	564,281	24.9	549,555	26.5	2.7%
Total	$ 2,265,244	100.0%	$ 2,071,356	100.0%	9.4%

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The 9.4% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	(Unfavorable)
Pricing/Mix	3.3%
Volume	(0.1)%
Acquisition (Tasty)	6.2%
Total Percentage Change in Sales	9.4%

Sales category discussion

Branded retail sales increased primarily due to the Tasty acquisition, and to a lesser extent, growth in branded soft variety. Competitive pricing and heavy promotional activity continued to impact the channel. Store branded retail increased primarily due to volume growth in store branded white bread and store branded buns/rolls/tortillas, as well as the acquisition contribution. Non-retail and other increased primarily due to increases in foodservice, partially offset by declines in institutional.

Warehouse Segment Sales

	For the 52 Weeks Ended December 31, 2011		For the 52 Weeks Ended January 1, 2011		%
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	Increase (Decrease)
Branded Retail	$ 94,237	18.5%	$ 110,847	22.1%	(15.0)%
Store Branded Retail	125,690	24.7	105,173	20.9	19.5%
Non-retail and Other	288,185	56.8	286,393	57.0	0.6%