

Edgar Filing: FLEMING COMPANIES INC /OK/ - Form NT 11-K

FLEMING COMPANIES INC /OK/

Form NT 11-K

June 22, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 12b-25

Commission File Number 001-08140

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 11-K Form 20-F Form 10-Q
 Form N-SAR

For Period Ended: December 24, 2004

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read attached instruction sheet before preparing form. Please print or type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates: _____

PART I
REGISTRANT INFORMATION

Full name of registrant: Fleming Companies, Inc.
Former name if applicable: Not Applicable
Address of principal executive office (Street and number): 5801 N. Broadway, Suite 100
City, state and zip code: Oklahoma City, Oklahoma 73118

PART II
RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the

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following should be completed. (Check box if appropriate.)

- | (a) The reasons described in reasonable detail in Part III of this
- | form could not be eliminated without unreasonable effort or
- | expense;
- |
- | (b) The subject annual report, semi-annual report, transition report
- | on Form 10-K, 20-F, 11-K or Form N-SAR, or portion thereof will
- [X] | be filed on or before the 15th calendar day following the
- | prescribed due date; or the subject quarterly report or
- | transition report on Form 10-Q, or portion thereof will be filed
- | on or before the fifth calendar day following the prescribed due
- | date; and
- |
- | (c) The accountant's statement or other exhibit required by Rule
- | 12b-25(c) has been attached if applicable.

PART III
NARRATIVE

State below in reasonable detail why the Form 10-K, 11-K, 20-F 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

The Fleming Companies, Inc. 401(k) Plan (the "Plan") will file its Annual Report on Form 11-K for the fiscal year ended December 24, 2004 (the "2004 Form 11-K") on a delayed basis in order to complete the audit of the Plan. The audit has been delayed because the financial statements are not ready due to issues related to the transfer of Fleming Companies, Inc.'s (the "Company") accounting function to the Fleming Companies, Inc. Post Confirmation Trust. This transfer was made in connection with the Bankruptcy Reorganization of the Company.

PART IV
OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

| | | |
|-------------|-------------|--------------------|
| Steve Eaton | (405) | 286-9803 |
| (Name) | (Area Code) | (Telephone Number) |

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes No

All Plan periodic reports have been filed during the preceding 12 months. However, the Company's Annual Reports on Form 10-K for the fiscal years ended December 28, 2002, December 31, 2003, December 31, 2004 and the Company's Quarterly Reports on Form 10-Q for the quarters ended April 19, 2003, July 12, 2003, October 4, 2003, March 31, 2004, June 30, 2004, September 30, 2004 and March 31, 2005 have not been filed.

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

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Yes No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Plan was terminated effective as of January 31, 2004 and subsequent to its termination most of its assets were distributed at the direction of participants or transferred to another qualified retirement plan. The Plan's financial statements reflected assets of \$204,756,257 as of December 26, 2003. It is estimated that the Plan will report assets of less than \$500,000 as of December 24, 2004.

Fleming Companies, Inc.
(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 22, 2005

By STEVE S. EATON
Steve S. Eaton, Designate of the Fleming
Companies, Inc. Post Confirmation Trust