

DARLING INTERNATIONAL INC  
Form 8-K  
May 17, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported) May 16, 2011**

**DARLING INTERNATIONAL INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-13323**  
**(Commission**  
**File Number)**

**36-2495346**  
**(IRS Employer**  
  
**Identification No.)**

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251 O CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS 75038

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (972) 717-0300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

On May 17, 2011, Darling International Inc. (the Company) will deliver an investor presentation that includes the material attached to this Current Report on Form 8-K (this Current Report) as Exhibit 99.1. The information contained in this Current Report, including Exhibit 99.1, is being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities under that Section. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

This Current Report, including Exhibit 99.1, includes forward-looking statements regarding the business operations of the Company and the industry in which it operates. These statements are identified by words such as may, will, begin, look forward, expect, believe, intend, should, could, potential, estimate, continue, momentum and other words referring to events to occur in the future. These statements reflect the Company's current view of future events and are based on its assessment of, and are subject to, a variety of risks and uncertainties beyond its control, including the continued disturbances in world financial, credit, commodities and stock markets, a decline in consumer confidence and discretionary spending, the general performance of the U.S. economy, global demands for bio-fuels and grain and oilseed commodities, which have exhibited volatility, continued or escalated conflict in the Middle East and the Company's ability to bring its planned joint venture to construct a renewable diesel plant to fruition and the risks and future expenditures relating thereto, each of which could cause actual results to differ materially from those projected in such forward-looking statements. Other risks and uncertainties regarding the Company, its business and the industry in which it operates are referenced from time to time in the Company's filings with the Securities and Exchange Commission. The Company is under no obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

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

(d) *Exhibits.*

99.1 Investor presentation material (furnished pursuant to Item 7.01).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DARLING INTERNATIONAL INC.

Date: May 16, 2011

By: */s/ John F. Sterling*  
**John F. Sterling**  
**Executive Vice President,**  
**General Counsel**

**EXHIBIT LIST**

99.1 Investor presentation material (furnished pursuant to Item 7.01).

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