

FLOWERS FOODS INC  
Form 8-K  
September 15, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): September 15, 2015 (September 12, 2015)**

**FLOWERS FOODS, INC.**

**(Exact name of registrant as specified in its charter)**

**Georgia**  
**(State or other jurisdiction**  
**of incorporation)**

**1-16247**  
**(Commission**  
**File Number)**

**58-2582379**  
**(IRS Employer**  
**Identification No.)**

**1919 Flowers Circle, Thomasville, GA**  
**(Address of principal executive offices)**

**31757**  
**(Zip Code)**

**Registrant's telephone number, including area code: (229) 226-9110**

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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 2.01. Completion of Acquisition or Disposition of Assets.**

On September 12, 2015, Flowers Foods, Inc. (the Company ) completed its previously announced acquisition of all of the issued and outstanding shares of common stock of AVB, Inc. ( AVB ).

Pursuant to the Stock Purchase Agreement dated August 12, 2015 (the Stock Purchase Agreement ), by and among the Company, AVB, Goode Seed Holdings, LLC ( GSH ), Goode Seed Co-Invest, LLC ( GSC ), Glenn Dahl, trustee of the Glenn Dahl Family Trust, U/A/D November 28, 2012 ( GDT ), David J. Dahl, trustee of the David Dahl Family Trust, U/A/D May 1, 2012 ( DDT ), Shobi L. Dahl, trustee of the Shobi L. Dahl Family Trust, U/A/D December 16, 2011 ( SDT ), and together with GDT, DDT, GSH, and GSC, the Sellers ), GSH as the shareholders representative, and Flowers Bakeries, LLC, a wholly-owned subsidiary of the Company ( Flowers Bakeries ), Flowers Bakeries purchased from the Sellers all of the issued and outstanding shares of AVB s common stock for a purchase price of approximately \$275 million (the Acquisition ). The Company funded the Acquisition primarily with cash on hand and drawings under its revolving credit facility.

A copy of the press release announcing the closing of the Acquisition is filed with this Report as Exhibit 99.1 and incorporated herein by reference.

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

On September 14, 2015, the Company issued a press release announcing the retirement of Joe E. Beverly from the board of directors of the Company, effective upon the expiration of his term at the Company s 2016 annual meeting of shareholders. Mr. Beverly will also resign from his positions on the finance committee and the audit committee of the board of directors upon his retirement.

A copy of the press release is filed with this Report as Exhibit 99.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Flowers Foods, Inc. dated September 14, 2015 related to the acquisition of Dave s Killer Bread
99.2	Press Release of Flowers Foods, Inc. dated September 14, 2015 related to the retirement of Mr. Beverly

**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.

**FLOWERS FOODS, INC.**

By: /s/ R. Steve Kinsey

Name: R. Steve Kinsey

Title: Executive Vice President and Chief

Financial Officer

Date: September 15, 2015

**EXHIBIT INDEX**

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