



**Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan**

*(Full title of the plan)*

With copy to:

**Robert L. Holladay, Jr., Esq.**

**Vice President and General Counsel**

**Cal-Maine Foods, Inc.**

**3320 Woodrow Wilson Drive**

**Jackson, MS 39209**

**(601) 948-6813**

**James H. Neeld, IV, Esq.**

**YoungWilliams P.A.**

**210 E. Capitol Street, Suite 2000**

**Jackson, MS 39201**

**(601) 948-6100**

*(Name, address and telephone number, including area code, of agent for service)*

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:

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

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered <sup>(1)</sup>	Amount to be Registered	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
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Common Stock, \$0.01 par value 500,000 shares \$45.76	\$22,880,000	\$3,120.83
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(1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the “Securities Act”), this registration statement shall be deemed to cover any additional shares of common stock, par value \$0.01 per share (“Common Stock”), of Cal-Maine Foods, Inc. (the “Company”) that may become issuable under the Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of the Company’s outstanding shares of Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 (subsections (c) and (h)) under the Securities Act on the basis of the average of the high and low prices of the Company’s common stock traded on the NASDAQ Global Market on October 1, 2012.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**ITEM 1. PLAN INFORMATION.**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants in the Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan (the "Plan"), as specified by Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Securities Act"). This document is not being filed with the Commission, but constitutes (along with the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act. Cal-Maine Foods, Inc. (the "Company") will maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Company will furnish to the Commission or its staff a copy or copies of all of the documents included in that file.

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.**

The Company shall furnish without charge to each participant in the Plan, upon written or oral request of such person, a copy of any or all of the documents incorporated by reference in Item 3 of Part II of this registration statement, which documents are incorporated by reference in the Section 10(a) prospectus, as well as any documents required to be delivered to participants pursuant to Rule 428(b) under the Securities Act. Requests should be directed to Cal-Maine Foods, Inc., Attn: Corporate Secretary, 3320 Woodrow Wilson Drive, Jackson, MS 39209, telephone number (601) 948-6813.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

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Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents previously filed by the Company pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") (File No. 000-04892) are incorporated in this registration statement by reference and will be deemed to be a part hereof:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended June 2, 2012;
- (b) The Company's Current Report on Form 8-K dated October 1, 2012, filed pursuant to the Exchange Act;
- (c) All other reports filed by the Company with the Commission since June 2, 2012, pursuant to Section 13(a) or 15(d) of the Exchange Act; and
- (d) The description of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"), contained in Exhibit 1, "Amendment to Article Four of the Certificate of Incorporation of Cal-Maine Foods, Inc." as set forth, and discussed, in the Company's Proxy Statement for Special Meeting of Shareholders held April 14, 2004.

In addition, all documents filed by the Company or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the effective date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold (excluding any information furnished pursuant to Item 2.02 or 7.01 of any Current Report on Form 8-K), shall be deemed to be incorporated in this registration statement by reference and to be a part hereof from the date of filing of such documents; provided, however, that the documents enumerated above or subsequently filed by the Company or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this registration statement is in effect prior to the filing with the Commission of the Company's Annual Report on Form 10-K covering such year shall not be deemed incorporated by reference in this registration statement and shall not be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

The Company hereby undertakes to provide without charge to each person who has received a copy of the prospectus to which this registration statement relates, upon the written or oral request of any such person, a copy of any or all the documents that have been or may be incorporated by reference into this registration statement, other than exhibits to such documents (unless such exhibits are incorporated therein by reference).



**ITEM 4. DESCRIPTION OF SECURITIES.**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

The Company may indemnify its directors, officers and certain other persons to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time-to-time. In that connection, Article VII of the Company's By-laws contains indemnification and advancement of expenses provisions generally providing that the Company will indemnify its directors, officers, employees and agents to the fullest extent permitted under Section 145 of the Delaware General Corporation Law in connection with any threatened, pending or completed action, suit or proceeding against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Company, and, with respect to any criminal proceeding, have no reasonable cause to believe their conduct was unlawful.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS.**

For a list of all exhibits filed or included as part of this registration statement, see "Index to Exhibits" at the end of this registration statement.

**ITEM 9. UNDERTAKINGS.**

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually, or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this Item 9 do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.



(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for the purpose of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jackson, State of Mississippi, on this 5th day of October, 2012.

CAL-MAINE FOODS, INC.

By: /s/ Adolphus B. Baker  
Adolphus B. Baker  
Chairman, President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Adolphus B. Baker and/or Timothy A. Dawson his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution, for him and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

### Signature

<u>Signature</u>	Title	Date
<u>/s/ Adolphus B. Baker</u> Adolphus B. Baker	President, Chief Executive Officer and Director (Principal Executive Officer)	October 5, 2012
	Vice President, Chief Financial	

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<u>/s/ Timothy A. Dawson</u> Timothy A. Dawson	Officer and Director (Principal Financial Officer)	October 5, 2012
<u>/s/ Charles F. Collins</u> Charles F. Collins	Vice President and Controller (Principal Accounting Officer)	October 5, 2012
<u>/s/ Sherman Miller</u> Sherman Miller	Vice President, Chief Operating Officer and Director	October 5, 2012
<u>/s/ Letitia C. Hughes</u> Letitia C. Hughes	Director	October 5, 2012
<u>/s/ James E. Poole</u> James E. Poole	Director	October 5, 2012
<u>/s/ Steve W. Sanders</u> Steve W. Sanders	Director	October 5, 2012

**INDEX TO EXHIBITS**

<u>Exhibit</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of the Registrant. <sup>(1)</sup>
4.2	Amendment to Article 4 of the Certificate of Incorporation of Registrant. <sup>(2)</sup>
4.3	By-Laws of the Registrant, as amended. <sup>(3)</sup>
4.4	Cal-Maine Foods, Inc. 2012 Omnibus Long-Term Incentive Plan. <sup>(4)</sup>
5.1	Opinion of YoungWilliams P.A.*
23.1	Consent of YoungWilliams P.A. (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.*
24	Powers of Attorney. (Included in signature page to this registration statement.)

\* Filed herewith.

<sup>(1)</sup> Incorporated by reference to Exhibit 3.1 to the Company's Form S-1 Registration Statement (File No. 333-14809).

<sup>(2)</sup> Incorporated by reference to Exhibit 3.1(a) to the Company's Annual Report on Form 10-K for the fiscal year ended May 29, 2004.

<sup>(3)</sup> Incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed August 17, 2007, and to Exhibit 3.1 to the Company's Form 8-K filed July 30, 2012.

<sup>(4)</sup> Incorporated by reference to APPENDIX B of the Company's Proxy Statement for its Annual Meeting of Shareholders to be held on October 5, 2012.