

WINN DIXIE STORES INC  
Form 8-K  
February 17, 2009

**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)**

February 13, 2009

**WINN-DIXIE STORES, INC.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**1-3657**  
(Commission File Number)

**59-0514290**  
(IRS Employer  
Identification No.)

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**5050 Edgewood Court, Jacksonville, Florida**  
(Address of principal executive offices)

**32254-3699**  
(Zip Code)

**(904) 783-5000**

(Registrant's telephone number, including area code)

**Unchanged**

(Former name, former address and former fiscal year, if changed since last report)

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.):

- .. 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 2.02. Results of Operations and Financial Condition.**

On February 13, 2009, Winn-Dixie Stores, Inc. (the Company) issued a press release clarifying comments from the second quarter fiscal 2009 earnings conference call. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. As used herein, the words, we, our, and us refer to the Company and its subsidiaries.

Copies of this Form 8-K and the earnings release are available at [http://www.winn-dixie.com/company/investor\\_info/investor\\_information.asp](http://www.winn-dixie.com/company/investor_info/investor_information.asp) in the SEC Filings section.

The information in this Form 8-K, including the exhibit, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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

(d) Exhibits.

99.1 Press release dated February 13, 2009, of Winn Dixie Stores, Inc.

**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.

Date: February 16, 2009

**Winn-Dixie Stores, Inc.**

By: */s/ Peter L. Lynch*  
Peter L. Lynch  
President and Chief Executive Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.1                      | Press release dated February 13, 2009, of Winn Dixie Stores, Inc. |