

FLOWERS FOODS INC  
Form 10-Q  
August 14, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 14, 2012

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number 1-16247

**FLOWERS FOODS, INC.**

(Exact name of registrant as specified in its charter)

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

**58-2582379**  
(I.R.S. Employer  
Identification Number)

**1919 FLOWERS CIRCLE, THOMASVILLE, GEORGIA**  
(Address of principal executive offices)

**31757**  
(Zip Code)

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

**N/A**  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<b>TITLE OF EACH CLASS</b>	<b>OUTSTANDING AT AUGUST 8, 2012</b>
Common Stock, \$.01 par value	138,695,434

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### **Forward-Looking Statements**

Statements contained in this filing and certain other written or oral statements made from time to time by the company and its representatives that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to current expectations regarding our future financial condition and results of operations and are often identified by the use of words and phrases such as anticipate, believe, continue, could, estimate, expect, intend, may, plan, predict, project, should, to, is expected to or will continue, or the negative of these terms or other comparable terminology. These forward-looking statements are based upon assumptions we believe are reasonable.

Forward-looking statements are based on current information and are subject to risks and uncertainties that could cause our actual results to differ materially from those projected. Certain factors that may cause actual results, performance, liquidity, and achievements to differ materially from those projected are discussed in this report and may include, but are not limited to:

unexpected changes in any of the following: (i) general economic and business conditions; (ii) the competitive setting in which we operate, including, advertising or promotional strategies by us or our competitors, as well as changes in consumer demand; (iii) interest rates and other terms available to us on our borrowings; (iv) energy and raw materials costs and availability and hedging counter-party risks; (v) relationships with or increased costs related to our employees, independent distributors and third party service providers; and (vi) laws and regulations (including environmental and health-related issues), accounting standards or tax rates in the markets in which we operate;

the loss or financial instability of any significant customer(s);

our ability to execute our business strategy, which may involve integration of recent acquisitions or the acquisition or disposition of assets at presently targeted values;

our ability to operate existing, and any new, manufacturing lines according to schedule;

the level of success we achieve in developing and introducing new products and entering new markets;

changes in consumer behavior, trends and preferences, including health and whole grain trends, and the movement toward more inexpensive store-branded products;

our ability to implement new technology and customer requirements as required;

the credit and business risks associated with independent distributors and our customers which operate in the highly competitive retail food and foodservice industries, including the amount of consolidation in these industries;

changes in pricing, customer and consumer reaction to pricing actions, and the pricing environment among competitors within the industry;

consolidation within the baking industry and related industries;

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any business disruptions due to political instability, armed hostilities, incidents of terrorism, natural disasters, technological breakdowns, product contamination or the responses to or repercussions from any of these or similar events or conditions and our ability to insure against such events; and

regulation and legislation related to climate change that could affect our ability to procure our commodity needs or that necessitate additional unplanned capital expenditures.

The foregoing list of important factors does not include all such factors, nor necessarily present them in order of importance. In addition, you should consult other disclosures made by the company (such as in our other filings with the Securities and Exchange Commission ( SEC ) or in company press releases) for other factors that may cause actual results to differ materially from those projected by the company. Please refer to Part I, Item 1A., *Risk Factors*, of the company's Form 10-K filed on February 29, 2012 for additional information regarding factors that could affect the company's results of operations, financial condition and liquidity.

We caution you not to place undue reliance on forward-looking statements, as they speak only as of the date made and are inherently uncertain. The company undertakes no obligation to publicly revise or update such statements, except as required by law. You are advised, however, to consult any further public disclosures by the company (such as in our filings with the SEC or in company press releases) on related subjects.

We own or have rights to trademarks or trade names that we use in connection with the operation of our business, including our corporate names, logos and website names. In addition, we own or have the rights to copyrights, trade secrets and other proprietary rights that protect the content of our products and the formulations for such products. Solely for convenience, some of the trademarks, trade names and copyrights referred to in this Form 10-Q are listed without the ®, ® and symbols, but we will assert, to the fullest extent under applicable law, our rights to our copyrights, trademarks and trade names.

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**FLOWERS FOODS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Amounts in thousands except share data)

(Unaudited)

	July 14, 2012	December 31, 2011
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 222,329	\$ 7,783
Accounts and notes receivable, net of allowances of \$518 and \$171, respectively	203,179	185,603
Inventories, net:		
Raw materials	27,961	26,626
Packaging materials	16,940	15,820
Finished goods	33,840	31,650
	78,741	74,096
Spare parts and supplies	41,431	39,624
Deferred taxes	23,460	36,264
Other	25,786	35,200
Total current assets	594,926	378,570
Property, Plant and Equipment, net of accumulated depreciation of \$778,966 and \$735,629, respectively	670,951	685,487
Notes Receivable	101,196	102,322
Assets Held for Sale Distributor Routes	14,543	12,726
Other Assets	16,026	13,932
Goodwill	219,948	219,730
Other Intangible Assets, net	136,963	141,231
Total assets	\$ 1,754,553	\$ 1,553,998
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Current maturities of long-term debt and capital lease obligations	\$ 62,694	\$ 42,768
Accounts payable	115,637	115,138
Other accrued liabilities	116,345	110,513

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Total current liabilities	294,676	268,419
Long-term liabilities:		
Long-term debt and capital leases	26,276	283,406
4.375% senior notes due 2022	399,067	
Total long-term debt and capital lease obligations	425,343	283,406
Other Liabilities:		
Post-retirement/post-employment obligations	136,831	155,263
Deferred taxes	35,334	35,375
Other	48,645	52,567
Total other liabilities	220,810	243,205
Stockholders' Equity:		
Preferred stock \$100 stated par value, 200,000 authorized and none issued		
Preferred stock \$.01 stated par value, 800,000 authorized and none issued		
Common stock \$.01 stated par value and \$.001 current par value, 500,000,000 authorized shares, 152,488,088 shares and 152,488,008 shares issued, respectively	199	199
Treasury stock 15,971,222 shares and 16,506,822 shares, respectively	(214,444)	(221,246)
Capital in excess of par value	549,512	544,065
Retained earnings	571,995	547,997
Accumulated other comprehensive loss	(93,538)	(112,047)
Total stockholders' equity	813,724	758,968
Total liabilities and stockholders' equity	\$ 1,754,553	\$ 1,553,998

(See Accompanying Notes to Condensed Consolidated Financial Statements)



**Table of Contents****FLOWERS FOODS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(Amounts in thousands except per share data)****(Unaudited)**

	<b>For the Twelve Weeks Ended</b>		<b>For the Twenty-Eight Weeks Ended</b>	
	<b>July 14, 2012</b>	<b>July 16, 2011</b>	<b>July 14, 2012</b>	<b>July 16, 2011</b>
Sales	\$ 681,561	\$ 642,596	\$ 1,579,767	\$ 1,444,421
Materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately below)	365,658	341,887	844,636	754,145
Selling, distribution and administrative expenses	246,231	236,700	576,503	536,757
Depreciation and amortization	22,255	20,898	51,994	48,890
Income from operations	47,417	43,111	106,634	104,629
Interest expense	(6,078)	(2,372)	(10,306)	(4,521)
Interest income	3,143	2,968	7,347	6,879
Income before income taxes	44,482	43,707	103,675	106,987
Income tax expense	16,102	15,497	37,352	37,616
Net income	\$ 28,380	\$ 28,210	\$ 66,323	\$ 69,371
Net Income Per Common Share:				
Basic:				
Net income per common share	\$ 0.21	\$ 0.21	\$ 0.49	\$ 0.51
Weighted average shares outstanding	135,807	135,299	135,629	135,284
Diluted:				
Net income per common share	\$ 0.21	\$ 0.21	\$ 0.48	\$ 0.51
Weighted average shares outstanding	137,716	137,225	137,433	136,734
Cash dividends paid per common share	\$ 0.160	\$ 0.150	\$ 0.310	\$ 0.283

(See Accompanying Notes to Condensed Consolidated Financial Statements)

**Table of Contents****FLOWERS FOODS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(Amounts in thousands)****(Unaudited)**

	<b>For the Twelve Weeks Ended</b>		<b>For the Twenty-Eight Weeks Ended</b>	
	<b>July 14, 2012</b>	<b>July 16, 2011</b>	<b>July 14, 2012</b>	<b>July 16, 2011</b>
Net income	\$ 28,380	\$ 28,210	\$ 66,323	\$ 69,371
Other comprehensive income, net of tax:				
Pension and postretirement plans:				
Amortization of prior service (credit) cost included in net income	(36)	(36)	(85)	(85)
Amortization of actuarial loss included in net income	679	379	1,585	886
Pension and postretirement plans, net of tax	643	343	1,500	801
Derivative instruments:				
Net derivatives for the period	9,958	(17,300)	2,949	(8,807)
Loss (Gain) reclassified to net income	4,024	(7,737)	14,060	(21,032)
Derivative instruments, net of tax	13,982	(25,037)	17,009	(29,839)
Other comprehensive income (loss), net of tax	14,625	(24,694)	18,509	(29,038)
Comprehensive income	\$ 43,005	\$ 3,516	\$ 84,832	\$ 40,333

(See Accompanying Notes to Condensed Consolidated Financial Statements)

**Table of Contents****FLOWERS FOODS, INC.****CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**

(Amounts in thousands, except share data)

(Unaudited)

	Common Stock Number of Shares Issued	Par Value	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock Number of Shares	Cost	Total
Balances at December 31, 2011	152,488,008	\$ 199	\$ 544,065	\$ 547,997	\$ (112,047)	(16,506,822)	\$ (221,246)	\$ 758,968
Net income				66,323				66,323
Derivative transactions, net of tax					17,009			17,009
Pension and postretirement plans, net of tax					1,500			1,500
Exercise of stock options			(156)			604,542	8,117	7,961
Deferred stock issuance			(610)			45,405	610	
Amortization of share-based payment awards			4,306					4,306
Tax benefits related to share based payment awards			1,336					1,336
Performance-contingent restricted stock awards forfeitures and cancellations			605			(45,252)	(605)	
Stock repurchases						(70,742)	(1,354)	(1,354)
Issuance of deferred compensation			(34)			1,647	34	
Dividends paid on vested performance-contingent restricted stock awards and deferred share awards				(255)				(255)
Dividends paid \$0.310 per common share				(42,070)				(42,070)
Balances at July 14, 2012	152,488,008	\$ 199	\$ 549,512	\$ 571,995	\$ (93,538)	(15,971,222)	\$ (214,444)	\$ 813,724

(See Accompanying Notes to Condensed Consolidated Financial Statements)

**Table of Contents****FLOWERS FOODS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Amounts in thousands)

(Unaudited)

	For the Twenty-Eight Weeks Ended	
	July 14, 2012	July 16, 2011
<b>CASH FLOWS PROVIDED BY (DISBURSED FOR) OPERATING ACTIVITIES:</b>		
Net income	\$ 66,323	\$ 69,371
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock based compensation	4,894	9,387
(Gain) loss reclassified from accumulated other comprehensive income to net income	21,234	(36,118)
Depreciation and amortization	51,994	48,890
Deferred income taxes	1,010	(5,719)
Provision for inventory obsolescence	598	762
Allowances for accounts receivable	827	557
Pension and postretirement plans expense	845	275
Other	(1,055)	(184)
Pension contributions	(16,143)	(3,322)
Changes in operating assets and liabilities:		
Accounts and notes receivable, net	(18,272)	(12,546)
Inventories, net	(5,284)	(8,397)
Hedging activities, net	5,962	(13,589)
Other assets	9,456	3,877
Accounts payable	498	10,078
Other accrued liabilities	3,915	2,859
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>126,802</b>	<b>66,181</b>
<b>CASH FLOWS PROVIDED BY (DISBURSED FOR) INVESTING ACTIVITIES:</b>		
Purchase of property, plant and equipment	(29,235)	(43,425)
Proceeds from sale of property, plant and equipment	981	1,307
Repurchase of distributor territories	(7,002)	(6,473)
Principal payments from notes receivable	7,998	6,714
Acquisitions, net of cash acquired		(164,485)
Contingent acquisition consideration payments		(5,000)
<b>NET CASH DISBURSED FOR INVESTING ACTIVITIES</b>	<b>(27,258)</b>	<b>(211,362)</b>
<b>CASH FLOWS PROVIDED BY (DISBURSED FOR) FINANCING ACTIVITIES:</b>		
Dividends paid	(42,325)	(38,433)
Exercise of stock options	7,961	12,471
Excess windfall tax benefit related to share-based payment awards	1,429	3,060
Payments for debt issuance costs	(3,875)	
Stock repurchases	(1,354)	(18,029)
Change in bank overdraft	(5,149)	5,234
Proceeds from debt borrowings	731,340	499,000
Debt and capital lease obligation payments	(573,025)	(308,948)
Payment of financing fees		(2,108)
Other		(80)

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NET CASH PROVIDED BY FINANCING ACTIVITIES	115,002	152,167
Net increase in cash and cash equivalents	214,546	6,986
Cash and cash equivalents at beginning of period	7,783	6,755
Cash and cash equivalents at end of period	\$ 222,329	\$ 13,741

(See Accompanying Notes to Condensed Consolidated Financial Statements)

**Table of Contents****FLOWERS FOODS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****1. BASIS OF PRESENTATION**

**INTERIM FINANCIAL STATEMENTS** The accompanying unaudited condensed consolidated financial statements of Flowers Foods, Inc. (the company, us, we, or our) have been prepared by the company's management in accordance with generally accepted accounting principles in the United States of America (GAAP) for interim financial information and applicable rules and regulations of the Securities Exchange Act of 1934, as amended. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for audited financial statements. In the opinion of management, the unaudited condensed consolidated financial statements included herein contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the company's financial position, the results of its operations and its cash flows. The results of operations for the twelve and twenty-eight week periods ended July 14, 2012 and July 16, 2011 are not necessarily indicative of the results to be expected for a full fiscal year. The balance sheet at December 31, 2011 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

**ESTIMATES** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The company believes the following critical accounting estimates affect its more significant judgments and estimates used in the preparation of its consolidated financial statements: revenue recognition, derivative instruments, valuation of long-lived assets, goodwill and other intangibles, self-insurance reserves, income tax expense and accruals and pension obligations. These estimates are summarized in the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

**REPORTING PERIODS** The company operates on a 52-53 week fiscal year ending the Saturday nearest December 31. Fiscal 2012 consists of 52 weeks, with the company's quarterly reporting periods as follows: first quarter ended April 21, 2012 (sixteen weeks), second quarter ended July 14, 2012 (twelve weeks), third quarter ending October 6, 2012 (twelve weeks) and fourth quarter ending December 29, 2012 (twelve weeks).

**SEGMENTS** The company is one of the largest producers and marketers of bakery products in the United States. The company consists of two business segments: direct-store-delivery (DSD segment) and warehouse delivery segment (warehouse segment). The DSD segment focuses on the production and marketing of bakery products to U.S. customers in the Southeast, Mid-Atlantic, and Southwest as well as select markets in the Northeast, California and Nevada primarily through its DSD system. The warehouse segment produces snack cakes and breads and rolls that are shipped both fresh and frozen to national retail, foodservice, vending, and co-pack customers through their warehouse channels.

**SIGNIFICANT CUSTOMER** Following is the effect our largest customer, Walmart/Sam's Club, had on the company's sales for the twelve and twenty-eight weeks ended July 14, 2012 and July 16, 2011. Walmart is the only customer to account for 10% or more of the company's sales.

	<b>For the Twelve Weeks Ended</b>		<b>For the Twenty-Eight Weeks Ended</b>	
	<b>July 14, 2012</b>	<b>July 16, 2011</b>	<b>July 14, 2012</b>	<b>July 16, 2011</b>
	<b>(Percent of Sales)</b>		<b>(Percent of Sales)</b>	
DSD	18.4%	18.3%	17.9%	18.1%
Warehouse delivery	3.3	3.8	3.6	3.9
<b>Total</b>	<b>21.7%</b>	<b>22.1%</b>	<b>21.5%</b>	<b>22.0%</b>

**SIGNIFICANT ACCOUNTING POLICIES** There were no significant changes to our accounting policies from those disclosed in our Form 10-K filed for the year ended December 31, 2011.

**2. RECENT ACCOUNTING PRONOUNCEMENTS NOT YET ADOPTED**

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In December 2011, the FASB issued guidance for offsetting (netting) assets and liabilities. This guidance requires entities to disclose both gross information and net information about both instruments and transactions subject to an agreement similar to a master netting agreement. This includes derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. These disclosures allow users of the financial statements to understand the effect of those arrangements on a company's financial position. This guidance is effective for annual reporting periods beginning on or after January 1, 2013 and interim periods within those annual periods. These requirements are retrospective for all comparative periods. The company is still analyzing the potential impact of this guidance on the company's consolidated financial statements.

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In July 2012, the FASB issued guidance on testing indefinite-lived intangible assets for impairment. The guidance allows an entity the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. This guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted under certain circumstances. The company is analyzing the potential impact of this guidance on the company's consolidated financial statements.

**3. COMPREHENSIVE INCOME (LOSS)**

The company's total comprehensive income presently consists of net income, adjustments for our derivative financial instruments accounted for as cash flow hedges, and various pension and other postretirement benefit related items. Total comprehensive income, determined as net income adjusted by other comprehensive income, was \$43.0 million and \$84.8 million for the twelve and twenty-eight weeks ended July 14, 2012, respectively. Total comprehensive income was \$3.5 million and \$40.3 million for the twelve and twenty-eight weeks ended July 16, 2011, respectively.

During the twenty-eight weeks ended July 14, 2012, changes to accumulated other comprehensive loss, net of income tax, were as follows (amounts in thousands):

Accumulated other comprehensive loss, December 31, 2011	\$ (112,047)
Derivative instruments transactions:	
Loss reclassified to earnings (materials, labor and other production costs), net of income tax of \$8,802	14,060
Net amount of gain recognized on the effective portion, net of income tax of \$1,846	2,949
Pension and postretirement plans transactions:	
Amortization of actuarial loss, net of income tax of \$992	1,585
Amortization of prior service credits, net of income tax of \$(54)	(85)
Accumulated other comprehensive loss, July 14, 2012	\$ (93,538)

Amounts reclassified out of accumulated other comprehensive loss to net income that relate to commodity contracts are presented as an adjustment to reconcile net income to net cash provided by operating activities on the Condensed Consolidated Statements of Cash Flows.

The balance in accumulated other comprehensive income (loss) consists of the following:

	July 14, 2012	December 31, 2011
	(Amounts in thousands)	
Derivatives designated as cash flow hedges	\$ 2,101	\$ (14,908)
Pension and postretirement plans	(95,639)	(97,139)
Total	\$ (93,538)	\$ (112,047)

**4. ACQUISITION**

On May 20, 2011, a wholly owned subsidiary of the company acquired Tasty Baking Company (Tasty). Tasty operates two bakeries in Pennsylvania and serves customers primarily in the northeastern United States with an extensive line of *Tastycake* branded snacks. The results of Tasty's operations are included in the company's consolidated financial statements as of May 20, 2011 and are included in the company's DSD segment. The acquisition facilitated our expansion into new geographic markets and increased our manufacturing capacity. In addition, the *Tastycake* brand increased our position in the branded snack cake category.



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The aggregate purchase price was \$172.1 million, including the payoff of certain indebtedness, Tasty transaction expenses and change in control payments. The change in control payments were accrued because they were not paid at closing. During the twenty-eight weeks ended July 14, 2012, the company paid a portion of the accrued change in control payments. The acquisition was completed through a short-form merger following the company's tender offer through a wholly owned subsidiary for all of the outstanding shares of common stock of Tasty for \$4.00 per share in cash, without interest and less any applicable withholding tax. Each share of Tasty not accepted for payment in the tender offer was converted into the right to receive \$4.00 per share in cash as consideration, without interest and less any applicable withholding taxes.

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The company incurred \$6.2 million of acquisition-related costs during 2011. These expenses were included in the selling, distribution and administrative expense line item in the company's consolidated statement of income for the 52 weeks ended December 31, 2011.

The following table summarizes the consideration transferred to acquire Tasty and the amounts of identified assets acquired and liabilities assumed based in the estimated fair value at the merger date (amounts in thousands):

<b>Fair value of consideration transferred:</b>	
Total tender, merger consideration, debt cash payments and change in control payments	\$ 172,109
<b>Recognized amounts of identifiable assets acquired and liabilities assumed:</b>	
Financial assets	\$ 44,153
Inventories	7,789
Property, plant, and equipment	99,796
Identifiable intangible assets	51,419
Deferred income taxes	15,516
Financial liabilities	(66,359)
Net recognized amounts of identifiable assets acquired	\$ 152,314
Goodwill	\$ 19,795

The following table presents the allocation of the intangible assets subject to amortization (amounts in thousands, except for amortization periods):

	Amount	Weighted average Amortization years
Trademarks	\$ 36,409	40.0
Customer relationships	13,487	25.0
Distributor relationships	1,523	15.0
	\$ 51,419	35.3

Goodwill of \$19.8 million is allocated to the DSD operating segment. The primary reasons for the acquisition are to expand the company's footprint into the northeastern United States, distribute *TastyKake* products throughout our distribution network and to distribute *Nature's Own* products throughout the legacy Tasty distribution network. None of the intangible assets, including goodwill, are deductible for tax purposes.

The fair value of the assets acquired includes trade receivables of \$17.3 million. The gross amount due is \$20.2 million, of which \$2.9 million is expected to be uncollectible. The company did not acquire any other class of receivable as a result of the merger with Tasty. There were adjustments of \$0.2 million recorded to goodwill for the Tasty acquisition during the twelve weeks ended July 14, 2012.

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The following unaudited pro forma consolidated results of operations have been prepared as if the acquisition of Tasty occurred at the beginning of fiscal 2011 (amounts in thousands, except per share data):

	For the Twelve Weeks Ended July 16, 2011	For the Twenty-Eight Weeks Ended July 16, 2011
Sales:		
As reported	\$ 642,596	\$ 1,444,421
Pro forma	\$ 677,506	\$ 1,496,036
Net income:		
As reported	\$ 28,210	\$ 69,371
Pro forma	\$ 25,749	\$ 73,378
Basic net income per common share:		
As reported	\$ 0.21	\$ 0.51
Pro forma	\$ 0.19	\$ 0.54
Diluted net income per common share:		
As reported	\$ 0.21	\$ 0.51
Pro forma	\$ 0.19	\$ 0.54

These amounts have been calculated after applying the company's accounting policies and adjusting the results to reflect additional depreciation and amortization that would have been charged assuming the fair value adjustments to property, plant, and equipment, and amortizable intangible assets had been applied. In addition, pro forma adjustments have been made for the interest incurred for financing the acquisition with our credit facility and to conform Tasty's revenue recognition policies to ours. Taxes have also been adjusted for the effect of the items discussed. These pro forma results of operations have been prepared for comparative purposes only, and they do not purport to be indicative of the results of operations that actually would have resulted had the acquisition occurred on the date indicated or that may result in the future.

**5. GOODWILL AND OTHER INTANGIBLES**

The changes in the carrying amount of goodwill for the twenty-eight weeks ended July 14, 2012, are as follows (amounts in thousands):

	DSD	Warehouse delivery	Total
Balance as of December 31, 2011	\$ 212,629	\$ 7,101	\$ 219,730
Increase in goodwill related to acquisition (Note 4, <i>Acquisition</i> )	218		218
Balance as of July 14, 2012	\$ 212,847	\$ 7,101	\$ 219,948

As of July 14, 2012 and December 31, 2011, the company had the following amounts related to amortizable intangible assets (amounts in thousands):

Asset	July 14, 2012			December 31, 2011		
	Cost	Accumulated Amortization	Net Value	Cost	Accumulated Amortization	Net Value
Trademarks	\$ 71,677	\$ 8,111	\$ 63,566	\$ 71,677	\$ 6,790	\$ 64,887
Customer relationships	88,921	20,803	68,118	88,921	18,162	70,759
Non-compete agreements	1,874	1,421	453	1,874	1,397	477
Distributor relationships	4,123	797	3,326	4,123	649	3,474
Supply agreement	1,050	1,050		1,050	916	134
Total	\$ 167,645	\$ 32,182	\$ 135,463	\$ 167,645	\$ 27,914	\$ 139,731

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There is an additional \$1.5 million indefinite life intangible asset separately identified from goodwill.

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Aggregate amortization expense for the twelve and twenty-eight weeks ending July 14, 2012 and July 16, 2011 were as follows (amounts in thousands):

	Amortization expense
For the twelve weeks ended July 14, 2012	\$ 1,752
For the twelve weeks ended July 16, 2011	\$ 1,535
For the twenty-eight weeks ended July 14, 2012	\$ 4,245
For the twenty-eight weeks ended July 16, 2011	\$ 3,365

Estimated net amortization of intangibles for the remainder of fiscal 2012 and the next four years is as follows (amounts in thousands):

	Amortization of intangibles, net
Remainder of 2012	\$ 3,458
2013	\$ 7,471
2014	\$ 7,331
2015	\$ 7,138
2016	\$ 7,041

**6. FAIR VALUE OF FINANCIAL INSTRUMENTS**

The carrying value of cash and cash equivalents, accounts receivable and short-term debt approximates fair value because of the short-term maturity of the instruments. Notes receivable are entered into in connection with the purchase of distributors territories by independent distributors. These notes receivable are recorded in the consolidated balance sheet at carrying value which represents the closest approximation of fair value. In accordance with GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As a result, the appropriate interest rate that should be used to estimate the fair value of the distributor notes is the prevailing market rate at which similar loans would be made to distributors with similar credit ratings and for the same maturities. However, the company finances approximately 2,800 territory loans all with varied financial histories and credit risks. Considering the diversity of credit risks among the independent distributors, the company has no method to accurately determine a market interest rate to apply to the notes. The territories are generally financed for up to ten years and the distributor notes are collateralized by the independent distributors territories. The Tasty sales distribution routes are primarily owned by independent sales distributors that purchased the exclusive right to sell and distribute *Tastykake* products in defined geographical territories. The company maintains a wholly-owned subsidiary to assist in financing route purchase activities if requested by new independent sales distributors, using the route and certain associated assets as collateral. These notes receivable earn interest based on Treasury or LIBOR yields plus a spread.

Interest income for the distributor notes receivable was as follows (amounts in thousands):

	Interest Income
For the twelve weeks ended July 14, 2012	\$ 3,143
For the twelve weeks ended July 16, 2011	\$ 2,968
For the twenty-eight weeks ended July 14, 2012	\$ 7,347
For the twenty-eight weeks ended July 16, 2011	\$ 6,879

At July 14, 2012 and December 31, 2011, respectively, the carrying value of the distributor notes was as follows (amounts in thousands):

	July 14, 2012	December 31, 2011
Distributor notes receivable	\$ 116,063	\$ 117,058
Current portion of distributor notes receivable recorded in accounts and notes receivable, net	14,867	14,736

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Long-term portion of distributor notes receivable	\$ 101,196	\$ 102,322
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At July 14, 2012 and December 31, 2011, the company has evaluated the collectability of the distributor notes and determined that a reserve is not necessary. Payments on these distributor notes are collected by the company weekly in the distributor settlement process.

The fair value of the company's variable rate debt at July 14, 2012 approximates the recorded value. The fair value of the 4.375% senior notes (notes) issued on April 3, 2012, as discussed in Note 8, *Debt and Other Obligations* below, is approximately \$411.4 million while the carrying value is \$399.1 million on July 14, 2012. The fair value of the notes is estimated using yields obtained from independent pricing sources for similar types of borrowing arrangements and is considered a Level 2 valuation.

For fair value disclosure information about our derivative assets and liabilities see Note 7, *Derivative Financial Instruments*.

**7. DERIVATIVE FINANCIAL INSTRUMENTS**

The company measures the fair value of its derivative portfolio by using the price that would be received to sell an asset or paid to transfer a liability in the principal market for that asset or liability. These measurements are classified into a hierarchy by the inputs used to perform the fair value calculation as follows:

Level 1: Fair value based on unadjusted quoted prices for identical assets or liabilities in active markets

Level 2: Modeled fair value with model inputs that are all observable market values

Level 3: Modeled fair value with at least one model input that is not an observable market value

**COMMODITY PRICE RISK**

The company enters into commodity derivatives designated as cash-flow hedges of existing or future exposure to changes in various raw material prices. The positions held in the portfolio effectively fix the price, or limit increases in price, for various periods of time extending as far as fiscal 2016. The company's primary raw materials are flour, sweeteners and shortening, along with pulp, paper and petroleum-based packaging products. Natural gas, which is used as oven fuel, is also an important commodity input to production.

As of July 14, 2012, the company's hedge portfolio contained commodity derivatives with a net fair value of \$11.4 million, which is recorded in the following accounts with fair values measured as indicated (amounts in millions):

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Other current	\$ 12.9	\$	\$	\$ 12.9
Other long-term	0.5			0.5
Total	13.4			13.4
<b>Liabilities:</b>				
Other current		(1.6)		(1.6)
Other long-term		(0.4)		(0.4)
Total		(2.0)		(2.0)
Net Fair Value	\$ 13.4	\$ (2.0)	\$	\$ 11.4

The effective portion of changes in fair value for these derivatives is recorded each period in other comprehensive income (loss), and any ineffective portion of the change in fair value is recorded to current period earnings in selling, marketing and administrative expenses. All of the company-held commodity derivatives at July 14, 2012 and December 31, 2011 qualified for hedge accounting.





**Table of Contents****INTEREST RATE RISK**

The company entered into a treasury rate lock on March 28, 2012 to fix the interest rate for the ten-year 4.375% Senior Notes issued on April 3, 2012. The derivative position was closed when the debt was priced on March 29, 2012 with a cash settlement that offset changes in the benchmark treasury rate between the execution of the treasury rate lock and the debt pricing date. This treasury rate lock was designated as a cash flow hedge and the cash settlement was \$3.1 million and will be amortized to interest expense over the term of the notes.

The company entered into interest rate swaps with notional amounts of \$85.0 million, and \$65.0 million, respectively, to fix the interest rate on the \$150.0 million term loan secured on August 1, 2008 to fund the acquisitions of ButterKrust Bakery and Holsum Bakery, Inc. The current notional amount for the swaps of this amortizing loan is \$75.0 million.

The interest rate swap agreements result in the company paying or receiving the difference between the fixed and floating rates at specified intervals calculated based on the notional amount. The interest rate differential to be paid or received will be recorded as interest expense. These swap transactions are designated as cash-flow hedges. Accordingly, the effective portion of changes in the fair value of the swaps is recorded each period in other comprehensive income. Any ineffective portions of changes in fair value are recorded to current period earnings in selling, distribution and administrative expenses.

As of July 14, 2012, the fair value of the interest rate swaps was \$(2.0) million, which is recorded in the following accounts with fair values measured as indicated (amounts in millions):

	Level 1	Level 2	Level 3	Total
<b>Liabilities:</b>				
Other current		(1.9)		(1.9)
Other long-term		(0.1)		(0.1)
Total		(2.0)		(2.0)
Net Fair Value	\$	\$ (2.0)	\$	\$ (2.0)

The company has the following derivative instruments located on the condensed consolidated balance sheet, utilized for risk management purposes (amounts in thousands):

	Derivative Assets				Derivative Liabilities			
	July 14, 2012		December 31, 2011		July 14, 2012		December 31, 2011	
	Balance		Balance		Balance		Balance	
	Sheet	Fair Value	Sheet	Fair Value	Sheet	Fair Value	Sheet	Fair Value
Derivatives designated as hedging instruments	location		location		location		location	
Interest rate contracts		\$		\$	Other current liabilities	\$ 1,938	Other current liabilities	\$ 2,639
Interest rate contracts					Other long term liabilities	74	Other long term liabilities	765
Commodity contracts	Other current assets	12,935	Other current assets		Other current liabilities	1,613	Other current liabilities	5,439
Commodity contracts	Other long term assets	465	Other long term assets	61	Other long term liabilities	357	Other long term liabilities	278
Total		\$ 13,400		\$ 61		\$ 3,982		\$ 9,121

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The company has the following derivative instruments located on the condensed consolidated statements of income, utilized for risk management purposes (amounts in thousands and net of tax):

	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion) For the twelve weeks ended		Location of Gain or (Loss) Reclassified from AOCI into Income	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) For the twelve weeks ended	
Derivatives in Cash Flow Hedge Relationships	July 14, 2012	July 16, 2011	(Effective Portion)	July 14, 2012	July 16, 2011
Interest rate contracts	\$ (35)	\$ (105)	Interest (expense) income	\$ (411)	\$ (380)
Commodity contracts	9,993	(17,195)	Production costs(1)	(3,613)	8,117
Total	\$ 9,958	\$ (17,300)		\$ (4,024)	\$ 7,737

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Derivatives in Cash Flow Hedge Relationships	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion) For the twenty-eight weeks ended		Location of Gain or (Loss) Reclassified from AOCI into Income	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) For the twenty-eight weeks ended	
	July 14, 2012	July 16, 2011	(Effective Portion)	July 14, 2012	July 16, 2011
Interest rate contracts	\$ (1,583)	\$ (242)	Interest (expense) income	\$ (1,001)	\$ 1,181
Commodity contracts	4,532	(8,565)	Production costs(1)	(13,059)	(22,213)
Total	\$ 2,949	\$ (8,807)		\$ (14,060)	\$ (21,032)

1. Included in Materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately). The balance in accumulated other comprehensive income (loss) related to commodity price risk and interest rate risk derivative transactions that are closed or will expire over the next five years are as follows (amounts in millions and net of tax) at July 14, 2012:

	Commodity price risk derivatives	Interest rate risk derivatives	Totals
Closed contracts	\$ (2.3)	\$ (1.4)	\$ (3.7)
Expiring in 2012	3.8	(0.8)	3.0
Expiring in 2013	3.4	(0.5)	2.9
Expiring in 2014			
Expiring in 2015			
Expiring in 2016	(0.1)		(0.1)
Total	\$ 4.8	\$ (2.7)	\$ 2.1

As of July 14, 2012, the company had the following outstanding financial contracts that were entered to hedge commodity and interest rate risk (amounts in millions):

	Notional amount
Interest rate contracts	\$ 75.0
Wheat contracts	90.7
Soybean Oil contracts	27.3
Natural gas contracts	9.0
Total	\$ 202.0

The interest rate contracts have multiple settlements to match the amortization of the term loan. The notional amount of \$75.0 million represents the current settlement notional amount. Note 8, *Debt and Other Obligations*, below provides details on the term loan. The company's derivative instruments contain no credit-risk-related contingent features at July 14, 2012. As of July 14, 2012 and December 31, 2011, the company had \$1.2 million and \$11.8 million, respectively, in other current assets representing collateral for hedged positions. As of July 14, 2012, the company also had \$(7.3) million in other current liabilities representing collateral for hedged positions.

**8. DEBT AND OTHER OBLIGATIONS**

Long-term debt and capital leases consisted of the following at July 14, 2012 and December 31, 2011 (amounts in thousands):

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	July 14, 2012	December 31, 2011
Unsecured credit facility	\$	\$ 225,000
Unsecured term loan	75,000	90,000
4.375% senior notes due 2022	399,067	
Capital lease obligations	12,319	9,272
Other notes payable	1,651	1,902
	488,037	326,174
Less current maturities	62,694	42,768
Total long-term debt and capital leases	\$ 425,343	\$ 283,406

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Bank overdrafts occur when checks have been issued but have not been presented to the bank for payment. Certain of our banks allow us to delay funding of issued checks until the checks are presented for payment. A delay in funding results in a temporary source of financing from the bank. The activity related to bank overdrafts is shown as a financing activity in our consolidated statements of cash flows. Bank overdrafts are included in other current liabilities on our consolidated balance sheets. As of July 14, 2012 and December 31, 2011, the bank overdraft balance was \$5.0 million and \$10.2 million, respectively.

The company also had standby letters of credit ( LOCs ) outstanding of \$14.4 million and \$14.7 million at July 14, 2012 and December 31, 2011, respectively, which reduce the availability of funds under the credit facility. The outstanding LOCs are for the benefit of certain insurance companies and lessors. None of the LOCs are recorded as a liability on the consolidated balance sheets.

### **Senior Notes, Credit Facility, and Term Loan**

*Senior Notes.* On April 3, 2012, the company issued \$400 million of ten-year 4.375% Senior Notes (the notes ). The company will pay semiannual interest on the notes on each April 1 and October 1, beginning on October 1, 2012, and the notes will mature on April 1, 2022. On any date prior to January 1, 2022, the company may redeem some or all of the notes at a price equal to the greater of (1) 100% of the principal amount of the notes redeemed and (2) a make-whole amount plus, in each case, accrued and unpaid interest. The make-whole amount is equal to the sum of the present values of the remaining scheduled payments of principal thereof (not including any interest accrued thereon to, but not including, the date of redemption), discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate (as defined in the agreement), plus 35 basis points, plus in each case, unpaid interest accrued thereon to, but not including, the date of redemption. At any time on or after January 1, 2022, the company may redeem some or all of the notes at a price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest. If the company experiences a change of control triggering event (which involves a change of control of the company and related rating of the notes below investment grade), it is required to offer to purchase the notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest thereon unless the company exercised its option to redeem the notes in whole. The notes are also subject to customary restrictive covenants, including certain limitations on liens and sale and leaseback transactions.

The net proceeds from this offering were partially used to repay \$207.2 million of long-term debt then outstanding under the company's revolving credit facility. The balance of the net proceeds will be used for future acquisitions, general corporate purposes and working capital. The face value of the notes is \$400.0 million and the current discount on the notes is \$1.0 million. The company paid costs (including underwriting fees and legal fees) for issuing the senior notes of \$3.9 million. The issuance costs and the debt discount are being amortized to interest expense over the term of the senior notes. As of July 14, 2012 the company was in compliance with the restrictive covenants under the notes.

*Credit Facility.* On May 20, 2011, the company amended and restated its credit facility (the new credit facility ), which was previously amended on October 5, 2007 (the former credit facility ). The new credit facility is a five-year, \$500.0 million senior unsecured revolving loan facility with two, one-year extension options. Further, the company may request to increase its borrowings under the new credit facility up to an aggregate of \$700.0 million upon the satisfaction of certain conditions. Proceeds from the new credit facility may be used for working capital and general corporate purposes, including capital expenditures, acquisition financing, refinancing of indebtedness, dividends and share repurchases. The new credit facility includes certain customary restrictions, which, among other things, require maintenance of financial covenants and limit encumbrance of assets and creation of indebtedness. Restrictive financial covenants include such ratios as a minimum interest coverage ratio and a maximum leverage ratio. The company believes that, given its current cash position, its cash flow from operating activities and its available credit capacity, it can comply with the current terms of the new credit facility and can meet presently foreseeable financial requirements. As of July 14, 2012 and December 31, 2011, the company was in compliance with all restrictive financial covenants under the credit facility.

Interest is due quarterly in arrears on any outstanding borrowings at a customary Eurodollar rate or the base rate plus applicable margin. The underlying rate is defined as rates offered in the interbank Eurodollar market, or the higher of the prime lending rate or the federal funds rate plus 0.50%, with a floor rate defined by the one-month interbank Eurodollar market rate plus 1.00%. The applicable margin ranges from 0.30% to 1.25% for base rate loans and from 1.30% to 2.25% for Eurodollar loans. In addition, a facility fee ranging from 0.20% to 0.50% is due quarterly on all commitments under the credit facility. Both the interest margin and the facility fee are based on the company's leverage ratio. The company paid additional financing costs of \$2.0 million in connection with the amendment of the new credit facility, which, in addition to the remaining balance of the original \$1.0 million in financing costs, is being amortized over the life of the new credit facility. The company recognized financing costs of \$0.1 million related to the former credit facility at the time of the amendment for the new credit facility.

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There were no outstanding borrowings under the credit facility at July 14, 2012, and \$225.0 million outstanding at December 31, 2011. The highest outstanding daily balance during 2012 was \$230.0 million and the low amount outstanding balance was zero. Amounts outstanding under the credit facility vary daily. Changes in the gross borrowings and repayments can be caused by cash flow activity from operations, capital expenditures, acquisitions, dividends, share repurchases, and tax payments, as well as derivative transactions which are part of the company's overall risk management strategy as discussed in Note 7, *Derivative Financial Instruments*, of Notes to Consolidated Financial Statements of this Form 10-Q. For the twenty-eight weeks ending July 14, 2012, the company borrowed \$332.3 million in revolving borrowings under the credit facility and repaid \$557.3 million in revolving borrowings. On July 14, 2012, the company had \$485.6 million available under its credit facilities for working capital and general corporate purposes. The amount available under the credit facility is reduced by \$14.4 million for letters of credit.

**Term Loan.** On May 20, 2011, the company amended its credit agreement entered on August 1, 2008 (the term loan), to conform the terms to the new credit facility. The term loan provides for an amortizing \$150.0 million of borrowings through the maturity date of August 1, 2013. Principal payments are due quarterly under the term loan beginning on December 31, 2008 at an annual amortization of 10% of the principal balance for each of the first two years, 15% during the third year, 20% during the fourth year, and 45% during the fifth year. The term loan includes certain customary restrictions, which, among other things, require maintenance of financial covenants and limit encumbrance of assets and creation of indebtedness. Restrictive financial covenants include such ratios as a minimum interest coverage ratio and a maximum leverage ratio. The company believes that, given its current cash position, its cash flow from operating activities and its available credit capacity, it can comply with the current terms of the term loan and meet financial requirements for the next twelve months. As of July 14, 2012 and December 31, 2011, the company was in compliance with all restrictive financial covenants under the term loan. As of July 14, 2012 and December 31, 2011, the amounts outstanding under the term loan were \$75.0 million and \$90.0 million, respectively.

Interest on the term loan is due quarterly in arrears on outstanding borrowings at a customary Eurodollar rate or the base rate plus applicable margin. The underlying rate is defined as the rate offered in the interbank Eurodollar market or the higher of the prime lending rate or federal funds rate plus 0.5%. The applicable margin ranges from 0.0% to 1.375% for base rate loans and from 0.875% to 2.375% for Eurodollar loans and is based on the company's leverage ratio. The company paid additional financing costs of \$0.1 million in connection with the amendment of the term loan, which, in addition to the remaining balance of the original \$0.8 million in financing costs, is being amortized over the remaining life of the term loan.

**Credit Ratings.** Currently, the company's credit ratings by Fitch Ratings, Moody's, and Standard & Poor's are BBB, Baa2, and BBB-, respectively. Changes in the company's credit ratings do not trigger a change in the company's available borrowings or costs under the new credit facility or term loan, but could affect future credit availability and cost.

## **9. VARIABLE INTEREST ENTITY**

The company maintains a transportation agreement with an entity that transports a significant portion of the company's fresh bakery products from the company's production facilities to outlying distribution centers. The company represents a significant portion of the entity's revenue. This entity qualifies as a variable interest entity (VIE). Under previous accounting guidance, we consolidated the VIE in our consolidated financial statements from the first quarter of 2004 through the fourth quarter of 2009 because during that time the company was considered to be the primary beneficiary. Under the revised principles, which became effective at the beginning of our fiscal 2010, we determined that the company is no longer the primary beneficiary and we deconsolidated the VIE in our financial statements.

As part of the deconsolidation of the VIE, the company concluded that certain of the trucks and trailers the VIE uses for distributing our products from the manufacturing facilities to the distribution centers qualify as right to use leases. As of July 14, 2012 and December 31, 2011, there was \$11.4 million and \$7.9 million, respectively, in net property, plant and equipment and capital lease obligations associated with the right to use leases.

As part of the Tasty acquisition the incorporated independent distributors (IDs) who deliver *Tastykake* products also qualify as VIEs. The IDs qualify as VIEs primarily because Tasty (and now the company) financed the routes, which creates variability to the company from various economic and pecuniary benefits. However, the company is not considered to be the primary beneficiary of the VIEs because the company does not (i) have the ability to direct the significant activities of the VIEs that would affect their ability to operate their respective distributor territories and (ii) provide any implicit or explicit guarantees or other financial support to the VIEs, other than the financing described above, for specific return or performance benchmarks. The company's maximum exposure related to the distributor route notes receivable of these VIEs is less than 10% of the total distributor route notes receivable for the consolidated company. The independent distributors who deliver our products that are formed as sole proprietorships are excluded from this analysis.

## **10. LITIGATION**

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The company and its subsidiaries from time to time are parties to, or targets of, lawsuits, claims, investigations and proceedings, which are being handled and defended in the ordinary course of business. While the company is unable to predict the

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outcome of these matters, it believes, based upon currently available facts, that it is remote that the ultimate resolution of any such pending matters will have a material adverse effect on its overall financial condition, results of operations or cash flows in the future. However, adverse developments could negatively impact earnings in a particular future fiscal period.

On July 23, 2008, a wholly-owned subsidiary of the company filed a lawsuit against Hostess Brands, Inc. (formerly Interstate Bakeries Corporation) in the United States District Court for the Northern District of Georgia. The complaint alleges that Hostess is infringing upon Flowers' *Nature's Own* trademarks by using or intending to use the *Nature's Pride* trademark. Flowers asserts that Hostess' sale or intended sale of baked goods under the *Nature's Pride* trademark is likely to cause confusion with, and likely to dilute the distinctiveness of, the *Nature's Own* mark and constitutes unfair competition and deceptive trade practices. Flowers is seeking actual damages, an accounting of Hostess' profits from its sales of *Nature's Pride* products, and injunctive relief. Flowers sought summary judgment for its claims, which was denied by the court. On January 11, 2012, Hostess filed a voluntary petition for relief in the United States Bankruptcy Court for the Southern District of New York under Chapter 11, Title 11, United States Code. The bankruptcy filing automatically stayed the trademark lawsuit.

The company's facilities are subject to various federal, state and local laws and regulations regarding the discharge of material into the environment and the protection of the environment in other ways. The company is not a party to any material proceedings arising under these regulations. The company believes that compliance with existing environmental laws and regulations will not materially affect the consolidated financial condition, results of operations, cash flows or the competitive position of the company. The company is currently in substantial compliance with all material environmental regulations affecting the company and its properties.

**11. EARNINGS PER SHARE**

The following is a reconciliation of net income and weighted average shares for calculating basic and diluted earnings per common share for the twelve and twenty-eight weeks ended July 14, 2012 and July 16, 2011 (amounts and shares in thousands, except per share data):

	For the Twelve Weeks Ended		For the Twenty-Eight Weeks ended	
	July 14, 2012	July 16, 2011	July 14, 2012	July 16, 2011
Net income	\$ 28,380	\$ 28,210	\$ 66,323	\$ 69,371
<b>Basic Earnings Per Common Share:</b>				
Weighted average shares outstanding for common stock	135,807	135,299	135,629	135,202
Weighted average shares outstanding for participating securities				82
Basic weighted average shares outstanding for common stock	135,807	135,299	135,629	135,284
Basic earnings per common share	\$ 0.21	\$ 0.21	\$ 0.49	\$ 0.51
<b>Diluted Earnings Per Common Share:</b>				
Basic weighted average shares outstanding for common stock	135,807	135,299	135,629	135,284
Add: Shares of common stock assumed issued upon exercise of stock options and vesting of restricted stock	1,909	1,926	1,804	1,450
Diluted weighted average shares outstanding for common stock	137,716	137,225	137,433	136,734
Diluted earnings per common share	\$ 0.21	\$ 0.21	\$ 0.48	\$ 0.51

The following shares were not included in the computation of diluted earnings per share for the twelve and twenty-eight weeks ended July 14, 2012 and July 16, 2011 because their effect would have been anti-dilutive (shares in thousands):



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	Common shares
For the twelve weeks ended July 14, 2012	
For the twelve weeks ended July 16, 2011	
For the twenty-eight weeks ended July 14, 2012	48
For the twenty-eight weeks ended July 16, 2011	1,654

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Flowers Foods' 2001 Equity and Performance Incentive Plan, as amended and restated as of April 1, 2009 ( "EPIP" ), authorizes the compensation committee of the Board of Directors to make awards of options to purchase our common stock, restricted stock, performance stock and units and deferred stock. The company's officers, key employees and non-employee directors (whose grants are generally approved by the full Board of Directors) are eligible to receive awards under the EPIP. The aggregate number of shares that may be issued or transferred under the EPIP is 27,937,500 shares. Over the life of the EPIP, the company has only issued options, restricted stock and deferred stock. The following is a summary of stock options, restricted stock, and deferred stock outstanding under the EPIP. Information relating to the company's stock appreciation rights which are not issued under the EPIP is also disclosed below.

*Non-Qualified Stock Options*

The following non-qualified stock options ( "NQSO" ) have been granted under the EPIP with service period remaining. The Black-Scholes option-pricing model was used to estimate the grant date fair value (amounts in thousands, except price data and as indicated):

<b>Grant date</b>	<b>2/10/2011</b>	<b>2/9/2010</b>
Shares granted	2,142	1,703
Exercise price	16.31	16.67
Vesting date	2/10/2014	2/9/2013
Fair value per share (\$)	3.47	3.69
Dividend yield (%) (1)	3.00	3.00
Expected volatility (%) (2)	29.20	30.60
Risk-free interest rate (%) (3)	2.44	2.35
Expected option life (years) (4)	5.00	5.00
Outstanding at July 14, 2012	2,105	1,629

1. Dividend yield – estimated yield based on the historical dividend payment for the four most recent dividend payments prior to the grant date.
2. Expected volatility – based on historical volatility over the expected term using daily stock prices.
3. Risk-free interest rate – United States Treasury Constant Maturity rates as of the grant date over the expected term.
4. Expected option life – The 2010 and 2011 grant assumptions are based on the simplified formula determined in accordance with Staff Accounting Bulletin No. 110. The company does not have sufficient historical exercise behavior data to reasonably estimate the expected option life.

The summary of the shares granted and outstanding for NQSO activity for the twenty-eight weeks ended July 14, 2012 pursuant to the EPIP is set forth below (amounts in thousands, except price data):

	<b>NQSO</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value</b>
Outstanding at December 31, 2011	7,423	\$ 15.67		
Exercised	(605)	\$ 13.17		
Forfeited	(14)	\$ 16.33		
Outstanding at July 14, 2012	6,804	\$ 15.90	4.01	\$ 42,212
Exercisable at July 14, 2012	3,080	\$ 15.21	2.63	\$ 21,237

As of July 14, 2012, there was \$3.4 million of total unrecognized compensation expense related to outstanding NQSO. This cost is expected to be recognized on a straight-line basis over a weighted-average period of 1.4 years.



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The cash received, the windfall tax benefits, and intrinsic value from NQSO exercises for the twenty-eight weeks ended July 14, 2012 and July 16, 2011 were as follows (amounts in thousands):

	July 14, 2012	July 16, 2011
Cash received from exercises	\$ 7,961	\$ 12,471
Cash tax windfall, net	\$ 1,465	\$ 3,030
Intrinsic value of NQSO exercised	\$ 5,859	\$ 11,494

Generally, if the employee dies, becomes disabled or retires at normal retirement age (age 65 or later), the NQSO immediately vest and must be exercised within two years. In addition, NQSO will vest if the company undergoes a change in control.

*Performance-Contingent Restricted Stock*

Certain key employees have been granted performance-contingent restricted stock. The awards generally vest approximately two years from the date of grant (after the filing of the company's Annual Report on Form 10-K) and the performance condition requires the company's return on invested capital to exceed its weighted average cost of capital by 3.75% (the ROI Target) over the two fiscal years immediately preceding the vesting date. If the ROI Target is not met the awards are forfeited. If the ROI Target is satisfied, then the performance-contingent restricted stock grant may be adjusted based on the company's total return to shareholders (Company TSR) percent rank as compared to the total return to shareholders of the S&P Packaged Food & Meat Index (S&P TSR) in the manner set forth below:

If the Company TSR rank is equal to the 50th percentile of the S&P TSR, then no adjustment;

If the Company TSR rank is less than the 50th percentile of the S&P TSR, the grant shall be reduced by 1.3% for each percentile below the 50th percentile that the Company TSR is less than the 50th percentile of S&P TSR, but in no event shall such reduction exceed 20%; or

If the Company TSR rank is greater than the 50th percentile of the S&P TSR, the grant shall be increased by 1.3% for each percentile above the 50th percentile that Company TSR is greater than the 50th percentile of S&P TSR, but in no event shall such increase exceed 20%.

In connection with the vesting of the performance-contingent restricted stock granted in February 2010, during the twenty-eight weeks ended July 14, 2012, the Company TSR rank was less than the 37th percentile and the grant was reduced by 16.9% of the award or 43,490 common shares. The total amount of shares that vested to plan participants was 213,271. Because the company achieved the ROI Target the cost for the portion of the award that did not vest was not reversed.

The performance-contingent restricted stock generally vests immediately if the grantee dies or becomes disabled. However, at normal retirement the grantee will receive a pro-rata number of shares through the grantee's retirement date at the normal vesting date. In addition, the performance-contingent restricted stock will immediately vest at the grant date award level without adjustment if the company undergoes a change in control. During the vesting period, the grantee is treated as a normal shareholder with respect to voting rights. Dividends declared during the vesting period will accrue and will be paid at vesting for the shares that ultimately vest but will not exceed 100% of the award. The performance-contingent restricted stock granted in February 2010 paid accumulated dividends upon vesting of \$0.2 million. The fair value estimate was determined using a *Monte Carlo* simulation model, which utilizes multiple input variables to determine the probability of the company achieving the market condition discussed above. Inputs into the model included the following for the company and comparator companies: (i) total stockholder return from the beginning of the performance cycle through the measurement date; (ii) volatility; (iii) risk-free interest rates; and (iv) the correlation of the comparator companies' total stockholder return. The inputs are based on historical capital market data.

The following performance-contingent restricted stock awards have been granted under the EPIP and have service period remaining (amounts in thousands, except price data):

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<b>Grant date</b>	<b>2/10/2011</b>
Shares granted	324
Approximate vesting date	2/10/2013
Fair value per share	\$ 15.93

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A summary of the status of the company's nonvested shares for performance-contingent restricted stock as of July 14, 2012, and changes during the twenty-eight weeks ended July 14, 2012, is presented below (amounts in thousands, except price data):

	Shares	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term	Aggregate Current Intrinsic Value
Nonvested at December 31, 2011	576	\$ 16.67		
Vested	(213)	\$ 17.59		
Grant reduction for not achieving the S&P TSR	(43)	\$ 17.59		
Forfeited	(2)	\$ 16.50		
Nonvested at July 14, 2012	318	\$ 15.93	0.81	\$ 7,024

As of July 14, 2012, there was \$1.5 million of total unrecognized compensation cost related to nonvested restricted stock granted by the EPIP. That cost is expected to be recognized over a weighted-average period of 0.6 years. The total fair value of shares vested during the twenty-eight weeks ended July 16, 2011 was \$3.4 million.

*Deferred Stock*

Pursuant to the EPIP, the company allows non-employee directors to convert their annual board retainers into deferred stock. The deferred stock has a minimum two year vesting period and will be distributed to the individual (along with accumulated dividends) at a time designated by the individual. During the first quarter of fiscal 2012 an aggregate of 18,330 shares were converted. The company records compensation expense for this deferred stock over the two-year minimum vesting period based on the closing price of the company's common stock on the date of conversion. During the twenty-eight weeks ending July 14, 2012, a total of 20,205 deferred shares were exercised for retainer conversions.

Pursuant to the EPIP non-employee directors also receive annual grants of deferred stock. This deferred stock vests over one year from the grant date. During the second quarter of fiscal 2012, non-employee directors were granted an aggregate of 47,800 shares of deferred stock. The deferred stock will be distributed to the grantee at a time designated by the grantee. Compensation expense is recorded on this deferred stock over the one year minimum vesting period. During the twenty-eight weeks ending July 14, 2012, there were 25,200 deferred shares awards exercised for annual grant awards.

The deferred stock activity for the twenty-eight weeks ended July 14, 2012 is set forth below (amounts in thousands, except price data):

	Shares	Weighted Average Fair Value	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Balance at December 31, 2011	231	\$ 16.43		
Deferred stock issued	66	\$ 20.62		
Deferred stock exercised	(45)	\$ 18.00		
Balance at July 14, 2012	252	\$ 17.24	0.33	\$ 5,564
Outstanding vested at July 14, 2012	160	\$ 15.98		\$ 3,541
Outstanding unvested at July 14, 2012	92	\$ 19.45	0.90	\$ 2,204

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Shares vesting during the quarter ended July 14, 2012	77	\$ 18.62	\$ 1,709
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As of July 14, 2012, there was \$1.3 million of total unrecognized compensation cost related to deferred stock awards granted under the EPIP.

*Stock Appreciation Rights*

Prior to 2007, the company allowed non-employee directors to convert their retainers and committee chairman fees into stock appreciation rights (rights). These rights vest after one year and can be exercised over nine years. The company records compensation expense for these rights at a measurement date based on changes between the grant price and an estimated fair value of the rights using the *Black-Scholes* option-pricing model.

The fair value of the rights at July 14, 2012 ranged from \$9.54 to \$21.49. The following assumptions were used to determine fair value of the rights discussed above using the *Black-Scholes* option-pricing model at July 14, 2012: dividend yield 3.0%; expected volatility 29.0%; risk-free interest rate 0.25% and expected life of 0.15 years to 1.95 years.

The rights activity for the twenty-eight weeks ended July 14, 2012 is set forth below (amounts in thousands except price data):

	<b>Rights</b>	<b>Weighted Average Grant Date Fair Value</b>	<b>Weighted Average Remaining Contractual Term</b>	<b>Aggregate Current Intrinsic Value</b>
Outstanding at December 31, 2011	187	\$ 12.03		
Rights exercised	(35)	\$ 15.61		
Outstanding at July 14, 2012	152	\$ 11.19	2.29	\$ 1,968

*Share-Based Payments Compensation Expense Summary*

The following table summarizes the company's stock based compensation expense (income) for the twelve and twenty-eight week periods ended July 14, 2012 and July 16, 2011, respectively (amounts in thousands):

	<b>For the Twelve Weeks Ended</b>		<b>For the Twenty-Eight Weeks Ended</b>	
	<b>July 14, 2012</b>	<b>July 16, 2011</b>	<b>July 14, 2012</b>	<b>July 16, 2011</b>
Stock options	\$ 784	\$ 1,140	\$ 1,986	\$ 4,682
Restricted stock	580	1,117	1,585	2,549
Stock appreciation rights	164	830	588	1,344
Deferred stock	302	370	735	812
Total stock based compensation	\$ 1,830	\$ 3,457	\$ 4,894	\$ 9,387

**13. POST-RETIREMENT PLANS**

The following summarizes the company's balance sheet related pension and other postretirement benefit plan accounts at July 14, 2012 as compared to accounts at December 31, 2011 (amounts in thousands):

	<b>July 14, 2012</b>	<b>As Of December 31, 2011</b>
Current benefit liability	\$ 1,335	\$ 1,335



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Noncurrent benefit liability	\$ 136,831	\$ 155,263
Accumulated other comprehensive loss	\$ 95,639	\$ 97,139

### Defined Benefit Plans and Nonqualified Plan

The company has trustee, noncontributory defined benefit pension plans covering certain employees. The benefits are based on years of service and the employees' career earnings. The plans are funded at amounts deductible for income tax purposes but not less than the minimum funding required by the Employee Retirement Income Security Act of 1974 ( ERISA ). As of July 14, 2012, the assets of the plans included certificates of deposit, marketable equity securities, mutual funds, corporate and government debt securities, private and public real estate partnerships, other diversifying strategies and annuity contracts. Effective January 1, 2006, the company curtailed the defined benefit plan that covers the majority of its workforce. Benefits under this plan were frozen, and no future benefits will accrue under this plan. The company continues to maintain a plan that covers a small number of certain union employees. During the second quarter of 2012, Congress passed the Moving Ahead for Progress in 21<sup>st</sup> Century Act ( MAP-21 ), which included pension funding stabilization provisions. The measure, which is designed to stabilize the discount rate used to

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determine funding requirements from the effects of interest rate volatility, is expected to reduce the company's minimum required pension contributions in the near-term. The company has contributed \$16.1 million to its qualified pension plans during 2012, and is reviewing the potential implications of MAP-21 on its expected contributions for the remainder of the year.

The net periodic pension cost (income) for the company's plans include the following components (amounts in thousands):

	For the Twelve Weeks Ended		For the Twenty-Eight Weeks Ended	
	July 14, 2012	July 16, 2011	July 14, 2012	July 16, 2011
Service cost	\$ 140	\$ 110	\$ 327	\$ 257
Interest cost	5,001	4,607	11,669	10,224
Expected return on plan assets	(6,068)	(5,474)	(14,162)	(12,130)
Amortization of net loss	1,173	629	2,738	1,467
<b>Total net periodic benefit (income) cost</b>	<b>\$ 246</b>	<b>\$ (128)</b>	<b>\$ 572</b>	<b>\$ (182)</b>

The company also has several smaller defined benefit plans associated with recent acquisitions that will be merged into the Flowers Foods defined benefit plans after receipt of final determination letters.

**Post-retirement Benefit Plan**

The company provides certain medical and life insurance benefits for eligible retired employees. The medical plan covers eligible retirees under the active medical plans. The plan incorporates an up-front deductible, coinsurance payments and retiree contributions at various premium levels. Eligibility and maximum period of coverage is based on age and length of service.

The net periodic postretirement benefit cost for the company includes the following components (amounts in thousands):

	For the Twelve Weeks Ended		For the Twenty-Eight Weeks Ended	
	July 14, 2012	July 16, 2011	July 14, 2012	July 16, 2011
Service cost	\$ 106	\$ 97	\$ 247	\$ 229
Interest cost	140	182	326	393
Amortization of prior service (credit) cost	(59)	(59)	(139)	(139)
Amortization of net (gain) loss	(70)	(11)	(161)	(26)
<b>Total net periodic benefit cost</b>	<b>\$ 117</b>	<b>\$ 209</b>	<b>\$ 273</b>	<b>\$ 457</b>

**401(k) Retirement Savings Plan**

The Flowers Foods 401(k) Retirement Savings Plan covers substantially all of the company's employees who have completed certain service requirements. During the twenty-eight weeks ended July 14, 2012 and July 16, 2011, the total cost and employer contributions were \$11.0 million and \$10.1 million, respectively.

The company acquired Tasty on May 20, 2011, at which time we assumed sponsorship of a 401(k) savings plan. No employer contributions were made to the Tasty 401(k) savings plan during fiscal 2011, subsequent to the acquisition, or during the twenty-eight weeks ended July 14, 2012. The Tasty 401(k) Savings Plan will be merged into the Flowers Foods 401(k) Retirement Savings Plan upon receipt of a final determination letter.

**14. INCOME TAXES**

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The company's effective tax rate for the twelve and twenty-eight weeks ended July 14, 2012 was 36.2% and 36.0% respectively. The most significant differences in the effective rate and the statutory rate are state income taxes and the Section 199 qualifying production activities deduction.

During the twelve and twenty-eight weeks ended July 14, 2012, the company's activity with respect to its uncertain tax positions and related interest accruals was immaterial.

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The company's DSD segment produces fresh and frozen packaged bread, rolls, tortillas, and snack products and the warehouse delivery segment produces frozen bread, rolls, tortillas and snack products. The company evaluates each segment's performance based on income or loss before interest and income taxes, excluding unallocated expenses and charges which the company's management deems to be an overall corporate cost or a cost not reflective of the segments' core operating businesses. Information regarding the operations in these reportable segments is as follows:

	For the Twelve Weeks Ended		For the Twenty-Eight Weeks Ended	
	July 14, 2012	July 16, 2011	July 14, 2012	July 16, 2011
<b>SALES:</b>				
DSD	\$ 571,554	\$ 530,765	\$ 1,317,257	\$ 1,184,996
Warehouse delivery	141,879	142,346	337,828	334,148
Eliminations: Sales from warehouse delivery to DSD	(24,727)	(24,330)	(59,768)	(61,157)
Sales from DSD to warehouse delivery	(7,145)	(6,185)	(15,550)	(13,566)
	\$ 681,561	\$ 642,596	\$ 1,579,767	\$ 1,444,421
<b>DEPRECIATION AND AMORTIZATION:</b>				
DSD	\$ 18,148	\$ 16,167	\$ 41,968	\$ 38,034
Warehouse delivery	4,147	4,593	10,073	10,649
Unallocated corporate costs	(40)	138	(47)	207
	\$ 22,255	\$ 20,898	\$ 51,994	\$ 48,890
<b>INCOME FROM OPERATIONS:</b>				
DSD	\$ 51,569	\$ 51,339	\$ 115,391	\$ 115,558
Warehouse delivery	6,320	5,117	15,914	16,448
Unallocated corporate costs	(10,472)	(13,345)	(24,671)	(27,377)
	\$ 47,417	\$ 43,111	\$ 106,634	\$ 104,629
<b>NET INTEREST (EXPENSE) INCOME</b>	\$ (2,935)	\$ 596	\$ (2,959)	\$ 2,358
<b>INCOME BEFORE INCOME TAXES</b>	\$ 44,482	\$ 43,707	\$ 103,675	\$ 106,987

Sales by product category in each reportable segment are as follows (amounts in thousands):

	For the Twelve Weeks Ended July 14, 2012			For the Twelve Weeks Ended July 16, 2011		
	DSD	Warehouse delivery	Total	DSD	Warehouse delivery	Total
Branded Retail	\$ 335,447	\$ 23,067	\$ 358,514	\$ 307,841	\$ 23,805	\$ 331,646
Store Branded Retail	98,577	26,164	124,741	90,408	29,298	119,706
Non-retail and Other	130,385	67,921	198,306	126,331	64,913	191,244
Total	\$ 564,409	\$ 117,152	\$ 681,561	\$ 524,580	\$ 118,016	\$ 642,596

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	For the Twenty-Eight Weeks Ended July 14, 2012			For the Twenty-Eight Weeks Ended July 16, 2011		
	DSD	Warehouse delivery	Total	DSD	Warehouse delivery	Total
Branded Retail	\$ 770,678	\$ 53,297	\$ 823,975	\$ 680,799	\$ 51,712	\$ 732,511
Store Branded Retail	216,522	64,136	280,658	190,917	68,578	259,495
Non-retail and Other	314,507	160,627	475,134	299,714	152,701	452,415
Total	\$ 1,301,707	\$ 278,060	\$ 1,579,767	\$ 1,171,430	\$ 272,991	\$ 1,444,421

## 16. SUBSEQUENT EVENTS

The company has evaluated subsequent events since July 14, 2012, the date of these financial statements. We believe there were no material events or transactions discovered during this evaluation that require recognition or disclosure in the financial statements other than the acquisition discussed below.

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On July 21, 2012, two wholly owned subsidiaries of the company acquired Lepage Bakeries, Inc. ( Lepage ) and certain affiliated companies. Lepage operates two bakeries in Maine and one in Vermont and serves customers primarily in the northeastern United States with an extensive line of *Country Kitchen and Barowsky* s branded bread. The results of Lepage s operations will be included in the company s condensed consolidated financial statements in the third quarter ending on October 6, 2012 and will be included in the company s DSD segment. The acquisition facilitated our expansion into new geographic markets and increased our manufacturing capacity.

The aggregate purchase price was \$383.0 million. The acquisition of Lepage and certain of its affiliates was completed by the purchase of all the issued and outstanding shares of Lepage and certain affiliates by a wholly-owned subsidiary of the company for \$300.0 million in cash and \$20.0 million in deferred payments beginning on the fourth anniversary of the closing date. Certain other Lepage affiliates merged into a wholly-owned subsidiary of the company in exchange for 2,178,648 shares of our common stock valued at \$44.6 million at closing. The common shares were computed based on \$50.0 million divided by the average closing price over twenty trading days ending five days prior to close. An additional \$18.4 million was paid to the shareholders of Lepage at closing in connection with certain incremental tax liabilities that will be incurred by the shareholders if the parties jointly make an election under Section 338(h)(10) of the Internal Revenue Code. In the event the parties decide not to make such an election, these payments will be returned to the company.

The company incurred \$1.5 million and \$1.7 million of acquisition-related costs during the twelve and twenty-eight weeks ended July 14, 2012, respectively, for Lepage. These expenses are included in the selling, distribution and administrative expense line item in the company s condensed consolidated statements of income for the twelve and twenty-eight weeks ended July 14, 2012. Additional costs of \$4.5 million related to the acquisition were paid at closing.

These disclosures are all based on our preliminary estimates of the fair values of the consideration paid. The purchase price allocation will be shown once the valuations for the assets acquired and liabilities assumed have been completed during our fiscal third quarter. We expect these values to change when we file our results of operations for the twelve and forty weeks ended October 6, 2012. This acquisition will be accounted for as a business combination.

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### **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion of the financial condition and results of operations of the company as of and for the twelve and twenty-eight week periods ended July 14, 2012 should be read in conjunction with the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

#### **OVERVIEW:**

Flowers Foods currently operates two business segments: a direct-store-delivery segment ( DSD segment ) and a warehouse delivery segment ( warehouse segment ). The DSD segment operates 35 bakeries that market a wide variety of fresh bakery foods, including fresh breads, buns, rolls, tortillas, and snack cakes. These products are sold through its DSD route delivery system to retail and foodservice customers in the Southeast, Mid-Atlantic, and Southwest as well as in select markets in the Northeast, California, and Nevada. The warehouse segment operates 9 bakeries and produces snack cakes and breads and rolls that are shipped both fresh and frozen to national retail, foodservice, vending, and co-pack customers through their warehouse channels and one mix plant that produces bakery mixes.

We aim to achieve consistent and sustainable growth in sales and earnings by focusing on improvement in the operating results of our existing businesses and, after detailed analysis, acquiring businesses and properties that add value to the company. We believe this consistent and sustainable growth will build value for our shareholders.

Sales are principally affected by pricing, quality, brand recognition, new product introductions and product line extensions, marketing and service. The company manages these factors to achieve a sales mix favoring its higher-margin branded products, while using store brand products to absorb overhead costs and maximize use of production capacity. During the second quarter of 2012, our results were impacted by the competitive landscape and high promotional activity within the baking industry. Sales for the quarter ended July 14, 2012 increased 6.1% from the quarter ended July 16, 2011. This increase was primarily due to the Tasty Baking Company ( Tasty ) acquisition in the second quarter of fiscal 2011 which contributed 4.5% of the growth and to net positive pricing and mix shifts of 2.3%, partially offset by a decrease in volume of 0.7%. Sales for the twenty-eight weeks ended July 14, 2012 increased 9.4% from the twenty-eight weeks ended July 16, 2011. This increase was primarily due to the Tasty acquisition in fiscal 2011 which contributed 6.4% of the growth and to net positive pricing and mix shifts of 2.4% and volume increases of 0.6%.

For the twelve weeks ended July 14, 2012 and July 16, 2011, diluted net income per share was \$0.21 per share. For the twelve weeks ended July 14, 2012, net income was \$28.4 million, a 0.6% increase compared to \$28.2 million reported for the twelve weeks ended July 16, 2011.

For the twenty-eight weeks ended July 14, 2012, diluted net income per share was \$0.48 as compared to \$0.51 per share for the twenty-eight weeks ended July 16, 2011, a 5.9% decrease. For the twenty-eight weeks ended July 14, 2012, net income was \$66.3 million, a 4.4% decrease compared to \$69.4 million reported for the twenty-eight weeks ended July 16, 2011.

Commodities, such as our baking ingredients, periodically experience price fluctuations, and, for that reason, we continually monitor the market for these commodities. The cost of these inputs may fluctuate widely due to government policy and regulation, weather conditions, domestic and international demand or other unforeseen circumstances. We expect our commodity costs to be higher during 2012 as opposed to the costs experienced during 2011. We enter into forward purchase agreements and other derivative financial instruments qualifying for hedge accounting to reduce the impact of such volatility in raw material prices. Any decrease in the availability of these agreements and instruments could increase the price of these raw materials and significantly affect our earnings.

On April 3, 2012, the Company entered into the Indenture (the Indenture ) between the company, as issuer, and Wells Fargo Bank, National Association, as trustee ( Trustee ), in connection with the offer and sale of \$400.0 million aggregate principal amount of the senior notes ( notes ). The company will pay interest on the notes on each April 1 and October 1, beginning on October 1, 2012. The notes will mature on April 1, 2022. Before January 1, 2022, the Company may, at any time, redeem the notes at a redemption price equal to 100% of the principal amount of such series, plus a make whole premium described in the Indenture. On or after January 1, 2022, the Company may redeem the notes at par, plus accrued and unpaid interest.

Subsequent to the end of the second quarter, on July 21, 2012, two wholly owned subsidiaries of the company acquired Lepage Bakeries, Inc. ( Lepage ) and certain affiliated companies. Lepage operates two bakeries in Maine and one in Vermont and serves customers primarily in the northeastern United States with an extensive line of *Country Kitchen and Barowsky's* branded bread. The results of Lepage's operations will be included in the company's consolidated financial statements in the third quarter ending on October 6, 2012 and will be included in the company's DSD segment. The acquisition facilitated our expansion into new geographic markets and increased our manufacturing capacity.

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The aggregate purchase price was \$383.0 million. The acquisition of Lepage and certain of its affiliates was completed by the purchase of all the issued and outstanding shares of Lepage and certain affiliates by a wholly-owned subsidiary of the company for



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\$300.0 million in cash and \$20.0 million in deferred payments beginning on the fourth anniversary of the closing date. Certain other Lepage affiliates merged into a wholly-owned subsidiary of the company in exchange for 2,178,648 shares of our common stock valued at \$44.6 million at closing. The common shares were computed based on \$50.0 million divided by the average closing price over twenty trading days ending five days prior to close. An additional \$18.4 million was paid to the shareholders of Lepage at closing in connection with certain incremental tax liabilities that will be incurred by the shareholders if the parties jointly make an election under Section 338(h)(10) of the Internal Revenue Code. In the event the parties decide not to make such an election, these payments will be returned to the company.

**CRITICAL ACCOUNTING POLICIES:**

Our financial statements are prepared in accordance with generally accepted accounting principles ( GAAP ). These principles are numerous and complex. Our significant accounting policies are summarized in the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. In many instances, the application of GAAP requires management to make estimates or to apply subjective principles to particular facts and circumstances. A variance in the estimates used or a variance in the application or interpretation of GAAP could yield a materially different accounting result. Please see our Form 10-K for the fiscal year ended December 31, 2011, for a discussion of the areas where we believe that the estimates, judgments or interpretations that we have made, if different, could yield the most significant differences in our financial statements. There have been no significant changes to our critical accounting policies from those disclosed in our Form 10-K filed for the year ended December 31, 2011.

**RESULTS OF OPERATIONS:**

Results of operations, expressed as a percentage of sales and the dollar and percentage change from period to period, for the twelve week periods ended July 14, 2012 and July 16, 2011, are set forth below (dollars in thousands):

	For the Twelve Weeks Ended				Increase (Decrease)	
	July 14, 2012	July 16, 2011	Percentage of Sales July 14, 2012	Percentage of Sales July 16, 2011	Dollars	%
<b>Sales</b>						
DSD	\$ 564,409	\$ 524,580	82.8	81.6	\$ 39,829	7.6
Warehouse delivery	117,152	118,016	17.2	18.4	(864)	(0.7)
Total	\$ 681,561	\$ 642,596	100.0	100.0	\$ 38,965	6.1
<b>Materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately below)</b>						
DSD (1)	\$ 277,455	\$ 251,435	49.2	47.9	\$ 26,020	10.3
Warehouse delivery(1)	88,203	90,452	75.3	76.6	(2,249)	(2.5)
Total	\$ 365,658	\$ 341,887	53.7	53.2	\$ 23,771	7.0
<b>Selling, distribution and administrative expenses</b>						
DSD(1)	\$ 217,237	\$ 205,639	38.5	39.2	\$ 11,598	5.6
Warehouse delivery(1)	18,482	17,854	15.8	15.1	628	3.5
Corporate(2)	10,512	13,207			(2,695)	(20.4)
Total	\$ 246,231	\$ 236,700	36.1	36.8	\$ 9,531	4.0
<b>Depreciation and amortization</b>						
DSD(1)	\$ 18,148	\$ 16,167	3.2	3.1	\$ 1,981	12.2
Warehouse delivery(1)	4,147	4,593	3.5	3.9	(446)	(9.7)
Corporate(2)	(40)	138			(178)	NM
Total	\$ 22,255	\$ 20,898	3.3	3.3	\$ 1,357	6.5

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<b>Income from operations</b>						
DSD(1)	\$ 51,569	\$ 51,339	9.1	9.8	\$ 230	0.5
Warehouse delivery(1)	6,320	5,117	5.4	4.3	1,203	23.5
Corporate(2)	(10,472)	(13,345)			2,873	21.5
<b>Total</b>	<b>\$ 47,417</b>	<b>\$ 43,111</b>	<b>7.0</b>	<b>6.7</b>	<b>\$ 4,306</b>	<b>10.0</b>
<b>Interest (expense) income, net</b>	<b>\$ (2,935)</b>	<b>\$ 596</b>	<b>(0.4)</b>	<b>0.1</b>	<b>\$ 3,531</b>	<b>NM</b>
<b>Income taxes</b>	<b>\$ 16,102</b>	<b>\$ 15,497</b>	<b>2.4</b>	<b>2.4</b>	<b>\$ 605</b>	<b>3.9</b>
<b>Net income</b>	<b>\$ 28,380</b>	<b>\$ 28,210</b>	<b>4.2</b>	<b>4.4</b>	<b>\$ 170</b>	<b>0.6</b>

1. As a percentage of revenue within the reporting segment.

2. The corporate segment has no revenues.

NM. Not meaningful.

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Results of operations, expressed as a percentage of sales and the dollar and percentage change from period to period, for the twenty-eight week periods ended July 14, 2012 and July 16, 2011, are set forth below (dollars in thousands):

	For the Twenty-Eight Weeks Ended				Increase (Decrease)	
	July 14, 2012	July 16, 2011	Percentage of Sales		Dollars	%
			July 14, 2012	July 16, 2011		
<b>Sales</b>						
DSD	\$ 1,301,707	\$ 1,171,430	82.4	81.1	\$ 130,277	11.1
Warehouse delivery	278,060	272,991	17.6	18.9	5,069	1.9
Total	\$ 1,579,767	\$ 1,444,421	100.0	100.0	\$ 135,346	9.4
<b>Materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately below)</b>						
DSD (1)	\$ 636,664	\$ 550,078	48.9	47.0	\$ 86,586	15.7
Warehouse delivery(1)	207,972	204,067	74.8	74.8	3,905	1.9
Total	\$ 844,636	\$ 754,145	53.5	52.2	\$ 90,491	12.0
<b>Selling, distribution and administrative expenses</b>						
DSD(1)	\$ 507,684	\$ 467,760	39.0	39.9	\$ 39,924	8.5
Warehouse delivery(1)	44,101	41,827	15.9	15.3	2,274	5.4
Corporate(2)	24,718	27,170			(2,452)	(9.0)
Total	\$ 576,503	\$ 536,757	36.5	37.2	\$ 39,746	7.4
<b>Depreciation and amortization</b>						
DSD(1)	\$ 41,968	\$ 38,034	3.2	3.2	\$ 3,934	10.3
Warehouse delivery(1)	10,073	10,649	3.6	3.9	(576)	(5.4)
Corporate(2)	(47)	207			(254)	NM
Total	\$ 51,994	\$ 48,890	3.3	3.4	\$ 3,104	6.3
<b>Income from operations</b>						
DSD(1)	\$ 115,391	\$ 115,558	8.9	9.9	\$ (167)	(0.1)
Warehouse delivery(1)	15,914	16,448	5.7	6.0	(534)	(3.3)
Corporate(2)	(24,671)	(27,377)			2,706	(9.9)
Total	\$ 106,634	\$ 104,629	6.7	7.2	\$ 2,005	1.9
<b>Interest (expense) income, net</b>	\$ (2,959)	\$ 2,358	(0.2)	0.2	\$ (5,317)	NM
<b>Income taxes</b>	\$ 37,352	\$ 37,616	2.4	2.6	\$ (264)	(0.7)
<b>Net income</b>	\$ 66,323	\$ 69,371	4.2	4.8	\$ (3,048)	(4.4)

1. As a percentage of revenue within the reporting segment.

2. The corporate segment has no revenues.

NM. Not meaningful.



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TWELVE WEEKS ENDED JULY 14, 2012 COMPARED TO TWELVE WEEKS ENDED JULY 16, 2011

*Consolidated Sales.*

Sales category	For the Twelve Weeks Ended July 14, 2012		For the Twelve Weeks Ended July 16, 2011		% Increase
	\$ (Amounts in thousands)	%	\$ (Amounts in thousands)	%	
Branded Retail	\$ 358,514	52.6%	\$ 331,646	51.6%	8.1%
Store Branded Retail	124,741	18.3	119,706	18.6	4.2%
Non-Retail and Other	198,306	29.1	191,244	29.8	3.7%
Total	\$ 681,561	100.0%	\$ 642,596	100.0%	6.1%

The 6.1% increase in sales was attributable to the following for all sales categories:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	2.3%
Volume	(0.7)%
Acquisition	4.5%
Total Percentage Change in Sales	6.1%

**Sales category discussion**

The increase in branded retail sales was due primarily to the Tasty acquisition and, to a lesser extent, pricing/mix increases. Increases in branded cake and branded soft variety were partially offset by decreases in branded white bread. The increase in store branded retail sales was due to the acquisition and pricing/mix increases. The increase in non-retail and other sales was due primarily to volume increases.

*Direct-Store-Delivery Sales.*

Sales Category	For the Twelve Weeks Ended July 14, 2012		For the Twelve Weeks Ended July 16, 2011		% Increase
	\$ (Amounts in thousands)	%	\$ (Amounts in thousands)	%	
Branded Retail	\$ 335,447	59.4%	\$ 307,841	58.7%	9.0%
Store Branded Retail	98,577	17.5	90,408	17.2	9.0%
Non-Retail and Other	130,385	23.1	126,331	24.1	3.2%
Total	\$ 564,409	100.0%	\$ 524,580	100.0%	7.6%

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The 7.6% increase in sales was attributable to the following for all sales categories:

Percentage Point Change in Sales Attributed to:	Favorable
Pricing/Mix	1.5%
Volume	0.6%
Acquisition	5.5%
Total Percentage Change in Sales	7.6%

### Sales category discussion

The increase in branded retail sales was due to the Tasty acquisition, pricing/mix increases and volume increases in soft variety, partially offset by overall volume declines with the largest decrease in branded white bread. The increase in store branded retail sales was due to the Tasty acquisition and increases in buns/rolls/tortillas. The increase in non-retail and other sales was due primarily to volume increases in foodservice sales.

**Table of Contents***Warehouse Delivery Sales.*

Sales Category	For the Twelve Weeks Ended July 14, 2012		For the Twelve Weeks Ended July 16, 2011		% Increase (Decrease)
	\$ (Amounts in thousands)	%	\$ (Amounts in thousands)	%	
Branded Retail	\$ 23,067	19.7%	\$ 23,805	20.2%	(3.1)%
Store Branded Retail	26,164	22.3	29,298	24.8	(10.7)%
Non-Retail and Other	67,921	58.0	64,913	55.0	4.6%
Total	\$ 117,152	100.0%	\$ 118,016	100.0%	(0.7)%

The 0.7% decrease in sales was attributable to the following for all sales categories:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	3.8%
Volume	(4.5)%
Total Percentage Change in Sales	(0.7)%

**Sales category discussion**

The decrease in branded retail sales was primarily the result of lower multi-pak cake volume and pricing/mix decreases. The decrease in store branded retail sales was due to volume decreases in store branded cake partially offset by pricing/mix increases. The increase in non-retail and other sales, which include contract manufacturing and vending, was due to pricing/mix increases, partially offset by volume decreases, primarily in contract manufacturing.

*Materials, Supplies, Labor and Other Production Costs (exclusive of depreciation and amortization shown separately).* The increase as a percent of sales was primarily due to increases in ingredient costs, particularly flour and sweeteners, partially offset by lower energy costs as a percent of sales and efficiency gains.

The DSD segment increase as a percent of sales was due to higher ingredient costs, primarily flour and, to a lesser extent, oil, and higher costs for the Tasty acquisition, partially offset by sales increases and efficiency gains.

The warehouse delivery segment decrease as a percent of sales was primarily a result of lower energy and repairs and maintenance costs and increased efficiencies, partially offset by higher ingredient and packaging costs. The higher ingredient costs were driven by increases in flour, sugar and salad oil, partially offset by lower palm shortening.

*Selling, Distribution and Administrative Expenses.* The decrease as a percent of sales was due to lower acquisition related expenses and lower workforce-related costs as a percent of sales. The acquisition related costs were \$2.3 million for the quarter, as compared to \$4.5 million in last year's second quarter. These costs are included in unallocated corporate expenses.

The DSD segment's selling, distribution and administrative expenses decreased as a percent of sales due to sales increases, lower workforce-related costs and lower costs for Tasty.

The warehouse delivery segment's selling, distribution and administrative expenses increased as a percent of sales primarily due to higher distribution costs which increased 30 basis points as a percent of sales and lower sales.

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*Depreciation and Amortization.* Depreciation and amortization increased primarily due to the Tasty acquisition.

The DSD segment's depreciation and amortization expense increase was mainly due to the Tasty acquisition. The warehouse delivery segment's depreciation and amortization expense decreased primarily to assets fully depreciated subsequent to the second quarter of fiscal 2011.

*Income from Operations.* The modest increase in the DSD segment income from operations was attributable to higher sales, partially offset by increases in input costs. During the quarter, the Tasty acquisition was slightly positive to operating income. The increase in the warehouse delivery segment income from operations was primarily a result of lower materials, supplies, labor and other production costs described above partially offset by higher distribution costs. The decrease in unallocated corporate expenses was primarily due to the lower acquisition related costs discussed above.



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*Net Interest Expense.* The increase was related to higher interest expense due to higher debt outstanding from the senior notes issued in the first quarter of fiscal 2012.

*Income Taxes.* The effective tax rate for the second quarter of fiscal 2012 was 36.2% compared to 35.5% in the second quarter of the prior year. The most significant differences in the effective rate and the statutory rate are state income taxes and the Section 199 qualifying production activities deduction.

TWENTY-EIGHT WEEKS ENDED JULY 14, 2012 COMPARED TO TWENTY-EIGHT WEEKS ENDED JULY 16, 2011

*Consolidated Sales.*

Sales category	For the Twenty-Eight Weeks Ended July 14, 2012		For the Twenty-Eight Weeks Ended July 16, 2011		% Increase
	\$ (Amounts in thousands)	%	\$ (Amounts in thousands)	%	
Branded Retail	\$ 823,975	52.2%	\$ 732,511	50.7%	12.5%
Store Branded Retail	280,658	17.8	259,495	18.0	8.2%
Non-Retail and Other	475,134	30.0	452,415	31.3	5.0%
Total	\$ 1,579,767	100.0%	\$ 1,444,421	100.0%	9.4%

The 9.4% increase in sales was attributable to the following for all sales categories:

Percentage Point Change in Sales Attributed to:	Favorable
Pricing/Mix	2.4%
Volume	0.6%
Acquisition	6.4%
Total Percentage Change in Sales	9.4%

**Sales category discussion**

The increase in branded retail sales was due primarily to the Tasty acquisition and, to a lesser extent, positive net pricing/mix and volume increases in soft variety, partially offset by overall volume declines, particularly white bread and buns and sandwich rounds. The increase in store branded retail sales was primarily due to the Tasty acquisition and increases in store branded buns/rolls/tortillas. The increase in non-retail and other sales was due primarily to volume increases in foodservice sales as well as acquisition contribution.

*Direct-Store-Delivery Sales.*

Sales category	For the Twenty-Eight Weeks Ended July 14, 2012		For the Twenty-Eight Weeks Ended July 16, 2011		% Increase
	\$ (Amounts in thousands)	%	\$ (Amounts in thousands)	%	

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Branded Retail	\$	770,678	59.2%	\$	680,799	58.1%
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