

PERFORMANCE FOOD GROUP CO

Form 8-K

February 07, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported):  
February 7, 2006  
PERFORMANCE FOOD GROUP COMPANY**

(Exact Name of Registrant as Specified in Charter)

Tennessee

0-22192

54-0402940

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer Identification  
No.)

12500 West Creek Parkway, Richmond, Virginia

23238

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (804) 484-7700  
N/A

(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition**

On February 7, 2006, Performance Food Group Company, a Tennessee corporation (the Company), issued a press release announcing its earnings results for the fiscal quarter and fiscal year ended December 31, 2005, the text of which is furnished herewith as Exhibit 99.1.

The press release furnished herewith as Exhibit 99.1 contains certain non-GAAP financial measures as defined by Regulation G of the rules and regulations of the Securities and Exchange Commission. To supplement the Company's consolidated financial statements prepared on a GAAP basis, the Company is disclosing non-GAAP net earnings from continuing operations and non-GAAP EPS from continuing operations. The Company is also disclosing the range of its projected earnings per share diluted for the 2006 fiscal year excluding anticipated stock compensation expense for the period.

The presentation of this non-GAAP financial information is not intended to be considered in isolation or as a substitute for any measure prepared in accordance with GAAP. Because non-GAAP financial measures presented in the press release are not measurements determined in accordance with GAAP and are susceptible to varying calculations, these non-GAAP financial measures, as presented, may not be comparable to other similarly titled measures presented by other companies.

The Company believes that these non-GAAP financial measures facilitate making period-to-period comparisons and are meaningful indications of its operating performance. The Company included non-GAAP net earnings from continuing operations and non-GAAP EPS from continuing operations because it believes that these measures more accurately reflect the Company's operating performance for the 2005 fourth quarter and fiscal year when compared to the same periods in 2004 and to provide investors with additional information to evaluate the Company's past financial results and ongoing operational performance. The presentation of the Company's projected earnings per share diluted for the 2006 fiscal year excluding the impact of stock compensation expense is included in the press release to provide investors with the information the Company believes is necessary to compare the Company's performance during the 2005 fiscal year, prior to its adoption of SFAS No. 123R, with the projected performance for the 2006 fiscal year when the Company is required to expense stock compensation under SFAS No. 123R.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits*

99.1 Press Release of Performance Food Group Company dated February 7, 2006.

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**SIGNATURES**

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

PERFORMANCE FOOD GROUP COMPANY

By: /s/ John D. Austin  
Name: John D. Austin  
Title: Senior Vice President and  
Chief Financial Officer

Date: February 7, 2006

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release of Performance Food Group Company dated February 7, 2006 |