

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

FLOWERS FOODS INC
Form SC 13D
April 05, 2001

THIS PAPER DOCUMENT IS BEING SUBMITTED PURSUANT
TO RULE 101(d) OF REGULATION S-T

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Flowers Foods, Inc.
(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share
(Title of Class and Securities)

343498101
(CUSIP Number of Class of Securities)

James E. McKee, Gabelli Asset Management Inc.,
One Corporate Center, Rye, NY 10580-1435 (914) 921-5294
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 26, 2001
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule
13G to report the acquisition that is the subject of this Schedule
13D, and is filing this schedule because of Sections 240.13d-1(e), or
240.13d-1(f) or 240.13d-1(g), check the following box [].

CUSIP No. 343498101 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Funds, LLC I.D. No. 13-4044523

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

OO-Funds of investment company clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH : (7) SOLE VOTING POWER : 445,640 (Item 5) : (8) SHARED VOTING POWER : None (Item 5) : (9) SOLE DISPOSITIVE POWER : 445,640 (Item 5) : (10) SHARED DISPOSITIVE POWER : None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 445,640 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 2.24%

(14) TYPE OF REPORTING PERSON* IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 343498101 13D

(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) GAMCO Investors, Inc. I.D. No. 13-4044521

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) / / (b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS* OO-Funds of investment advisory clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION New York

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
: 1,245,805 (Item 5)
:
: (8) SHARED VOTING POWER
: None
:
: (9) SOLE DISPOSITIVE POWER
: 1,245,805 (Item 5)
:
: (10) SHARED DISPOSITIVE POWER
: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,245,805 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
6.27%

(14) TYPE OF REPORTING PERSON*
IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 343498101 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Performance Partnership L.P. I.D. No. 13-3396569

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
: 2,400 (Item 5)
:
: (8) SHARED VOTING POWER
: None
:
: (9) SOLE DISPOSITIVE

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

: POWER
 : 2,400 (Item 5)
 : _____
 : (10) SHARED DISPOSITIVE
 : POWER
 : None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,400 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
 0.01%

(14) TYPE OF REPORTING PERSON*
 PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 343498101 13D

(1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Gabelli Group Capital Partners, Inc. I.D. No. 13-3056041

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
 (a)
 (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
 WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
 New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
 : None (Item 5)
 : _____
 : (8) SHARED VOTING POWER
 : None (Item 5)
 : _____
 : (9) SOLE DISPOSITIVE
 : POWER
 : None (Item 5)
 : _____
 : (10) SHARED DISPOSITIVE
 : POWER
 : None (Item 5)

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES* / x /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 343498101 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Asset Management Inc. I.D. No. 13-4007862

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) / /
(b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
: (7) SOLE VOTING POWER
: None (Item 5)
:
: (8) SHARED VOTING POWER
: None
:
: (9) SOLE DISPOSITIVE
: POWER
: None (Item 5)
:
: (10) SHARED DISPOSITIVE
: POWER
: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES* / X /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

0.00%

(14) TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 343498101

13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Marc J. Gabelli

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
USA

	:	(7) SOLE VOTING POWER
	:	None (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(9) SOLE DISPOSITIVE POWER
	:	None (Item 5)
	:	
	:	(10) SHARED DISPOSITIVE POWER
	:	None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

CUSIP No. 343498101

13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Mario J. Gabelli

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
USA

	: (7) SOLE VOTING POWER
	: None (Item 5)
	: <input type="checkbox"/>
	: (8) SHARED VOTING POWER
	: None
	: <input type="checkbox"/>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	: (9) SOLE DISPOSITIVE POWER
	: None (Item 5)
	: <input type="checkbox"/>
	: (10) SHARED DISPOSITIVE POWER
	: None
	: <input type="checkbox"/>

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer

The class of equity securities to which this statement on Schedule 13D relates is the Common Stock, par value \$0.01 per share ("Securities"), of Flowers Foods, Inc. (the "Issuer"), a Georgia corporation, with principal offices located at 1919 Flowers Circle, Thomasville, Georgia 31757.

Item 2. Identity and Background

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

This statement is being filed by Mario J. Gabelli ("Mario Gabelli"), Marc J. Gabelli ("Marc Gabelli") and various entities which either one directly or indirectly controls or for which either one acts as chief investment officer. These entities, except for Lynch Corporation ("Lynch"), Spinnaker Industries, Incorporated ("Spinnaker"), Western New Mexico Telephone Company ("Western New Mexico"), Entoleter, Inc. ("Entoleter"), Lynch Telecommunications Corporation ("Lynch Telecom"), Lynch Telephone Corporation ("Lynch Telephone"), Lynch Interactive Corporation ("Interactive"), Brighton Communications Corporation ("Brighton") and Inter-Community Telephone Company ("Inter-Community") (collectively, "Lynch and its affiliates"), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, as broker/dealer and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: Gabelli Group Capital Partners, Inc. ("Gabelli Partners"), Gabelli Asset Management Inc. ("GAMI"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Investors, Inc. ("GAMCO"), Gabelli Securities, Inc. ("GSI"), Gabelli & Company, Inc. ("Gabelli & Company"), Gabelli Performance Partnership L.P. ("GPP"), GLI, Inc. ("GLI"), Gabelli Associates Fund ("Gabelli Associates"), Gabelli Associates Limited ("GAL"), Gabelli & Company, Inc. Profit Sharing Plan (the "Plan"), Gabelli International Limited ("GIL"), Gabelli International II Limited ("GIL II"), Gabelli International Gold Fund Limited ("GIGFL"), ALCE Partners, L.P. ("ALCE"), Gabelli Multimedia Partners, L.P. ("Multimedia Partners"), MJG Associates, Inc. ("MJG Associates"), Gemini Capital Management Ltd. ("Gemini"), Gabelli Fund, LDC ("LDC"), Gabelli Foundation, Inc. ("Foundation"), Gabelli Global Partners, Ltd. ("GGP Ltd."), Gabelli Global Partners, L.P. ("GGP L.P."), Gabelli European Partners, Ltd. ("GEP Ltd."), Mario Gabelli, Marc Gabelli, Lynch, Spinnaker, Western New Mexico, Entoleter, Lynch Telecom, Lynch Telephone and Inter-Community. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

Gabelli Partners makes investments for its own account and is the parent company of GAMI. GAMI, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, each of which is named below.

GAMCO, a wholly-owned subsidiary of GAMI, is an

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GAMI, acts as a general partner or investment manager to limited partnerships and offshore investment companies and as a part of its business regularly purchases and sells securities for its own account. It is the immediate parent of Gabelli & Company.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

GLI, wholly-owned subsidiary of GSI, is a corporation which currently has no active operations.

Gabelli Associates is a New York limited partnership whose primary business purpose is risk arbitrage investments. GSI and Mario Gabelli are the general partners of Gabelli Associates.

GAL is a corporation whose primary business purpose is risk arbitrage investments. Shares of GAL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. GSI is the investment manager of GAL.

Gabelli Funds, a wholly-owned subsidiary of GAMI, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides discretionary advisory services to The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The Gabelli Growth Fund, The Gabelli Convertible Securities Fund, Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The Gabelli Global Telecommunications Fund, Gabelli Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The Gabelli Global Convertible Securities Fund, Gabelli Capital Asset Fund, Gabelli International Growth Fund, Inc., The Gabelli Global Growth Fund, The Gabelli Utility Trust, The Gabelli Global Opportunity Fund, The Gabelli Utilities Fund and The Gabelli Blue Chip Value Fund (collectively, the "Funds"), which are registered investment companies.

Gabelli Advisers, Inc. ("Gabelli Advisers"), a subsidiary of GAMI, is an investment adviser which provides discretionary advisory services to The Gabelli Westwood Mighty Mitessm Fund.

The Plan, a qualified employee profit sharing plan, covers substantially all employees of GAMI and its affiliates.

GPP is a limited partnership whose primary business purpose is investing in securities. MJG Associates provides services to GPP, and Mario Gabelli is the general partner and a portfolio manager for GPP.

GIL is a corporation whose primary business purpose is investing in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL. Mario Gabelli is a portfolio manager for GIL and Chairman of the Board of Directors of GIL.

GIL II is a corporation whose business purpose is investing primarily in a portfolio of equity securities and

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL II's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL II. Mario Gabelli is a portfolio manager and Chairman of the Board of Directors of GIL II.

ALCE is an investment limited partnership that seeks long-term capital appreciation primarily through investments in public and private equity securities. GSI is a general partner of ALCE.

Multimedia Partners is an investment limited partnership whose objective is to provide long-term capital appreciation by investing primarily in public and private multimedia communications companies. GSI is a general partner of Multimedia Partners.

GGP L.P. is a partnership whose primary business purpose is investing in securities on a global basis. Gabelli Securities, Inc. and Gemini Capital Management, LLC are the general partners of GGP L.P. and Marc Gabelli is a portfolio manager for GGP L.P.

GGP Ltd. is a corporation whose primary business purpose is investing in securities on a global basis. Gabelli Securities International Limited and Gemini Capital Management, LLC are the investment advisors of GGP Ltd. and Marc Gabelli is the portfolio manager for GGP Ltd.

GEP Ltd. is a corporation whose primary business purpose is investing in securities of European companies. Gabelli Securities International Limited is the investment advisor of GEP Ltd. and Marc Gabelli is a portfolio manager for GEP Ltd.

LDC is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Interests are offered to insurance companies which do not conduct any business in the United States and which are licensed where they do business. MJG Associates is the Investment Manager of LDC. Mario Gabelli is a portfolio manager for LDC.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates.

Gemini is a corporation whose primary business purpose is to provide advisory services to offshore funds. Marc Gabelli is the President and Chief Investment Officer of Gemini.

The Foundation is a private foundation. Mario Gabelli is the President, a Trustee and the Investment Manager of the Foundation.

Lynch is a public company traded on the American Stock Exchange engaged in manufacturing. Spinnaker, a subsidiary of Lynch, is also a public company and its stock is traded on the NASDAQ National Market. Spinnaker is a manufacturing firm with major subsidiaries in specialty adhesive-backed materials business. Interactive is a public company listed on the American Stock Exchange. It is a holding company whose principal subsidiary is Brighton. Brighton is a 100% owned subsidiary of Interactive. Brighton is a holding company with subsidiaries in multimedia and services businesses. Western New Mexico, a subsidiary of Brighton, provides telephone services in a service area in Southwestern New Mexico. Inter-Community, which is also a subsidiary of Brighton, provides local telephone services in an area 40 miles west of Fargo, North Dakota. Lynch

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

and Interactive actively pursue new business ventures and acquisitions.

Mario J. Gabelli is a director, Chairman of the Board and Chief Executive Officer and a substantial shareholder of Lynch and Interactive.

Mario Gabelli is the majority stockholder and Chairman of the Board of Directors and Chief Executive Officer of Gabelli Partners and GAMI, and the Chief Investment Officer for each of the Reporting Persons which are entities other than Gemini. Gabelli Partners is the majority shareholder of GAMI. GAMI, in turn, is the sole stockholder of GAMCO. GAMI is also the majority stockholder of GSI and the largest shareholder of Gabelli Advisers. Gabelli & Company is a wholly-owned subsidiary of GSI. GLI is a wholly-owned subsidiary of GSI. Marc Gabelli is the majority stockholder of Gemini.

The Reporting Persons do not admit that they constitute a group.

Gabelli Partners, GAMI, GAMCO, Gabelli & Company and GLI are New York corporations and GSI and Gabelli Advisers are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. GPP is a New York limited partnership having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. Gabelli Associates is a New York limited partnership having its principal business office at One Corporate Center, Rye, New York 10580. Alce and Multimedia Partners and GGP L.P. are Delaware limited partnerships each having its principal business office at One Corporate Center, Rye, New York 10580. GAL and GIL are corporations organized under the laws of the British Virgin Islands, each having its principal business office at c/o Fortis Fund Services (Cayman) Limited, Grand Pavillion, Commercial Centre, 802 West Bay Road, Grand Cayman, British West Indies. GGP Ltd. and GEP Ltd. are corporations organized under the laws of the Cayman Islands, each having its principal place of business at Goldman Sachs (Cayman) Trust, Limited, Harbour Center, 2nd Floor, North Church Street, Grand Cayman, British West Indies. GIL II is a corporation organized under the laws of the British Virgin Islands having its principal business office at c/o Coutts & Company (Cayman) Limited, West Bay Road, Grand Cayman, British West Indies. Gemini is a Bermuda corporation having its principal business office at c/o Appleby, Spurling & Kempe, Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda. LDC is a corporation organized under the laws of the British Virgin Islands having its principal business office at c/o Tremont (Bermuda) Limited, Tremont House, 4 Park Road, Hamilton HM II, Bermuda. The Foundation is a private foundation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. Lynch is an Indiana corporation having its principal business office at 401 Theodore Fremd Avenue, Rye, NY 10580. Spinnaker is a Delaware corporation having its principal business office at 251 Welton Street, Hamden, CT 06511. Lynch and its affiliates make investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions (not in the case of Western New Mexico) and are not engaged in the business of investing, reinvesting, or trading in securities. Interactive and Brighton are Delaware corporations each having its principal place of business at 401 Theodore Fremd Avenue, Rye, NY 10580.

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(f) - Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons received all of the Securities reported as beneficially owned in Item 5 below in connection with the spin-off of the Issuer from Flowers Industries, Inc. on March 26, 2001, except as reported on Schedule II hereto.

Item 4. Purpose of Transaction

Each of the Reporting Persons, with the exceptions of Lynch and its affiliates, has purchased and holds the Securities reported by it for investment for one or more accounts over which it has shared, sole, or both investment and/or voting power, for its own account, or both.

The Reporting Persons, with the exceptions of Lynch and its affiliates, are engaged in the business of securities analysis and investment and pursue an investment philosophy of identifying undervalued situations. In pursuing this investment philosophy, the Reporting Persons analyze the operations, capital structure and markets of companies in which they invest, including the Issuer, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). The Reporting Persons do not believe they possess material inside information concerning the Issuer. As a result of these analytical activities one or more of the Reporting Persons may issue analysts reports, participate in interviews or hold discussions with third parties or with management in which the Reporting Person may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder values. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of the Schedule 13D form, including, without limitation, such matters as disposing of one or more businesses, selling the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting, certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Each of the Reporting Persons intends to adhere to the foregoing investment philosophy with respect to the Issuer. However, none of the Reporting Persons intends to seek control of the Issuer or participate in the management of the Issuer, and any Reporting Person that is registered as an investment company under the 1940 Act will participate in such a transaction only following receipt of an exemption from the SEC under Rule 17D-1 under the 1940 Act, if required, and in accordance with other applicable law. In pursuing this investment philosophy, each Reporting Person will continuously assess the Issuer's business, financial condition, results of operations and prospects, general economic conditions, the securities markets in general and those for the Issuer's securities in particular, other developments and other investment opportunities, as well as the investment objectives and diversification requirements of its shareholders or clients and its fiduciary duties to such shareholders or clients. Depending on such assessments, one or more of the Reporting Persons may acquire additional Securities or may determine to sell or otherwise dispose of all or some of its

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

holdings of Securities. Although the Reporting Persons share the same basic investment philosophy and although portfolio decisions are made by or under the supervision of Mario Gabelli, the investment objectives and diversification requirements of various clients differ from those of other clients so that one or more Reporting Persons may be acquiring Securities while others are disposing of Securities.

With respect to voting of the Securities, the Reporting Persons have adopted general voting policies relating to voting on specified issues affecting corporate governance and shareholder values. Under these policies, the Reporting Persons generally vote all securities over which they have voting power in favor of cumulative voting, financially reasonable golden parachutes, one share one vote, management cash incentives and pre-emptive rights and against greenmail, poison pills, supermajority voting, blank check preferred stock and super-dilutive stock options. Exceptions may be made when management otherwise demonstrates superior sensitivity to the needs of shareholders. In the event that the aggregate voting position of all joint filers shall exceed 25% of the total voting position of the issuer then the proxy voting committees of each of the Funds shall vote their Fund's shares independently.

Each of the Covered Persons who is not a Reporting Person has purchased the Securities reported herein as beneficially owned by him for investment for his own account or that of one or more members of his immediate family. Each such person may acquire additional Securities or dispose of some or all of the Securities reported herein with respect to him.

Other than as described above, none of the Reporting Persons and none of the Covered Persons who is not a Reporting Person has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of the Schedule 13D. Item 5. Interest In Securities Of The Issuer

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 1,693,845 shares, representing 8.52% of the 19,865,968 shares outstanding as reported as being outstanding in the Issuer's most recently filed Form 10-K for the year ended December 31, 2000. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
Gabelli Funds	445,640	2.24%
GAMCO	1,245,805	6.27%
GPP	2,400	0.01%
Marc Gabelli	0	0.00%
Mario Gabelli	0	0.00%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Marc Gabelli. MJG Associates is deemed to

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

have beneficial ownership of the Securities beneficially owned by GPP.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 32,000 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, Marc Gabelli, GAMI and Gabelli Partners is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(d) The investment advisory clients of Gabelli Funds, Gabelli Advisers, GAMCO, MJG Associates and Gemini, the partners of the various partnerships managed by Mario Gabelli and GSI (including GPP, Gabelli Associates, ALCE, and Multimedia Partners

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

to the extent of their economic interest there-in) and the shareholders of GIL, GIL II and LDC which Mario Gabelli manages and GAL which is managed by GSI have the sole right to receive and, subject to the notice, withdrawal and/or termination provisions of such advisory contracts and partnership arrangements, the sole power to direct the receipt of dividends from, and the proceeds of sale of, any of the Securities beneficially owned by such Reporting Persons. Except as noted, no such client or partner has an interest by virtue of such relationship that relates to more than 5% of the Securities.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The powers of disposition and voting of Gabelli Funds, Gabelli Advisers, GAMCO, MJG Associates and Gemini with respect to Securities owned beneficially by them on behalf of their investment advisory clients, of Mario Gabelli and GSI with respect to Securities owned beneficially by them on behalf of the partnerships which they directly or indirectly manage, and of GIL, GIL II, GAL, LDC and GIGFL with respect to Securities owned beneficially by them on behalf of their shareholders, are held pursuant to written agreements with such clients and partnerships.

Item 7. Material to be Filed as an Exhibit

The following Exhibit A is attached hereto. The following Exhibit B is incorporated by reference to Exhibit B in the Amendment No. 18 to Schedule 13D filed by certain of the Reporting Persons with respect to Hector Communications Corporation.

Exhibit A: Joint Filing Agreement

Exhibit B:

Power of Attorney to Stephen G. Bondi
Peter D. Goldstein, and James E. McKee
from Robert E. Dolan.

Power of Attorney to Stephen G. Bondi,
Peter D. Goldstein, and James E. McKee
from Robert E. Dolan.

Power of Attorney to Stephen G. Bondi,
Peter D. Goldstein, and James E. McKee
from Mario J. Gabelli.

Power of Attorney to Stephen G. Bondi,
Peter D. Goldstein, and James E. McKee
from Marc J. Gabelli.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 5, 2001

MARIO J. GABELLI
MARC J. GABELLI

By: /s/ _____
James E. McKee
Attorney-in-Fact

GABELLI GROUP CAPITAL PARTNERS, INC.
GABELLI ASSET MANAGEMENT INC.
GABELLI FUNDS, LLC

By: /s/ _____
James E. McKee
Secretary

GAMCO INVESTORS, INC.

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

By: /s/ _____
Douglas R. Jamieson
Executive Vice President

Schedule I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; and his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc., Gabelli Funds, LLC, Gabelli & Company, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

Gabelli Group Capital Partners, Inc.

Directors:

Mario J. Gabelli*

Richard B. Black

Vice Chairman and Director of
Oak Technology, Inc.;
Chairman of ECRM; Director
of The Morgan Group, Inc.;
General Partner of KBA Part-

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

ners, Parker Plaza
400 Kelby Street,
Fort Lee, NJ 07029

Charles C. Baum

Chairman, Director and Chief
Executive Officer of The Morgan
Group, Inc.; Secretary & Treasurer
of United Holdings Co., Inc.
2545 Wilkens Avenue
Baltimore, MD 21223

Dr. Eamon M. Kelly

Professor
Payson Center for International
Development Technology Transfer
Tulane University
300 Hebert Hall
6823 St. Charles Avenue
New Orleans, LA 70118

Arnold M. Reichman

Chief Executive Officer
Outercurve Technologies
609 Greenwich Street
New York, NY 10014

Marc J. Gabelli

Managing Director

Matthew R. Gabelli

Vice President-Trading
Gabelli & Company
One Corporate Center
Rye, New York 10580

Officers:

Mario J. Gabelli

Chairman, Chief Executive
Officer and Chief Investment
Officer

* Mr. Gabelli is the Chief Executive Officer and Chief Investment Officer of Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc. and GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC; Chairman and Chief Executive Officer of Lynch Interactive Corporation; Chairman of Lynch Corporation.

Robert S. Zuccaro Vice President and Chief Financial
Officer

James E. McKee

Vice President, General
Counsel and Secretary

Gabelli Asset Management Inc.

Directors:

Raymond C. Avansino, Jr.

Chairman
E.L. Wiegand Foundation
165 West Liberty Street
Reno, NV 89501

Mario J. Gabelli

See above

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

Paul B. Guenther	Chairman New York Philharmonic 10 Lincoln Center Plaza New York, NY 10023
John C. Ferrara	Chief Financial Officer Space.Com 120 West 45th Street New York, New York 10036
Dr. Eamon M. Kelly	See above
Karl Otto Pohl (1)	Sal Oppenheim Jr. & Cie Bockenheimer Landstrasse 20 D-6000 FRANKFURT AM MAIN Germany

Officers:

Mario J. Gabelli	Chairman, Chief Executive Officer and Chief Investment Officer
Robert S. Zuccaro	Vice President and Chief Financial Officer
James E. McKee	Vice President, General Counsel and Secretary

GAMCO Investors, Inc.

Directors:

Douglas R. Jamieson
Joseph R. Rindler, Jr.
Regina M. Pitaro
F. William Scholz, II
William S. Selby

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Joseph R. Rindler, Jr.	Chairman
Douglas R. Jamieson	Executive Vice President and Chief Operating Officer
Robert S. Zuccaro	Vice President and Chief Financial Officer
James E. McKee	Vice President, General Counsel and Secretary

Gabelli Funds, LLC

Officers:

Mario J. Gabelli	Chief Investment Officer
------------------	--------------------------

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

Bruce N. Alpert	Executive Vice President and Chief Operating Officer
Gus Coutsouros	Vice President and Chief Financial Officer
James E. McKee	Secretary

Gabelli Advisers, Inc.

Directors:

Bruce N. Alpert
John D. Gabelli
Joseph R. Rindler, Jr.

Officers:

Bruce N. Alpert	Chief Operating Officer
James E. McKee	Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake	President of W.R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358
-----------------	--

Douglas G. DeVivo	General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022
-------------------	--

Joseph R. Rindler, Jr.	See above
------------------------	-----------

Officers:

Robert S. Zuccaro	Vice President-Finance
James E. McKee	Secretary

Gabelli & Company, Inc.

Directors:

James G. Webster, III	Chairman & Interim President
-----------------------	------------------------------

Irene Smolicz	Senior Trader Gabelli & Company, Inc.
---------------	--

Robert S. Zuccaro	See above
-------------------	-----------

Officers:

James G. Webster, III	Chairman & Interim President
-----------------------	------------------------------

Bruce N. Alpert	Vice President-Mutual Funds
-----------------	-----------------------------

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

Walter K. Walsh Compliance Officer

James E. McKee Secretary

GLI, Inc.
Directors:

Mario J. Gabelli See above-Gabelli Group Capital Partners, Inc.

Officers:

Mario J. Gabelli Chairman and Chief Investment Officer

Gabelli Associates Limited

Directors:

Mario J. Gabelli See above-Gabelli Group Capital Partners, Inc.

MeesPierson Management (Cayman) Limited Grand Pavillion, Commercial Centre 802 West Bay Rd. Grand Cayman, British West Indies

MeesPierson Nominees (Cayman) Limited Grand Pavillion, Commercial Centre 802 West Bay Rd. Grand Cayman, British West Indies

Officers:

Mario J. Gabelli Chief Investment Officer

Kevin Bromley (2) Vice President, Treasurer and Assistant Secretary

Sandra Wright (2) Secretary and Assistant Treasurer

Gabelli International Limited

Directors:

Mario J. Gabelli See above-Gabelli Group Capital Partners, Inc.

MeesPierson Management (Cayman) Limited Grand Pavillion, Commercial Centre 802 West Bay Rd. Grand Cayman, British West Indies

MeesPierson Nominees (Cayman) Limited Grand Pavillion, Commercial Centre 802 West Bay Rd. Grand Cayman, British West Indies

Gemini Capitial Management Ltd.

Directors:

Marc J. Gabelli See above-Gabelli Group Capital

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

Partners, Inc.

Michael A. Salatto Controller, Gabelli Securities,
Inc.

Michael J. Burns (3) Appleby, Spurling & Kempe
Cedar House
41 Cedar Avenue
Hamilton, HM12
Bermuda

Douglas Molyneux (3) Appleby, Spurling & Kempe
Cedar House
41 Cedar Avenue
Hamilton, HM12
Bermuda

Gabelli Fund, LDC

Directors:

Johann S. Wong (4) c/o Tremont (Bermuda)
Limited
Tremont House
4 Park Road
Hamilton HM 11, Bermuda

Peter D. Anderson (5) Givens Hall Bank & Trust
Genesis Building
P.O. Box 2097
Grand Cayman, Cayman Islands
BWI3459498141

Karl Otto Pohl See above

Anthonie C. van Ekris See below

Gabelli Global Partners, Ltd.

Directors:

Marc J. Gabelli See above

Patrick Salvisberg (6) Vice President
Institutional Capital Markets
Bear Stearns International Ltd.

Marco Sampelligrini (7) Trader, Gabelli Securites, Inc.

Antonie Van Ekris See below

Gabelli European Partners, Ltd.

Directors:

Marc J. Gabelli See above

Patrick Salvisberg (6) See above

Marco Sampelligrini (7) See above

Antonie Van Ekris See below

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

Lynch Corporation
401 Theodore Fremd Avenue
Rye, NY 10580

Directors:

Mario J. Gabelli	See above-Gabelli Group Capital Partners, Inc.
E. Val Cerutti	Business Consultant Cerutti Consultants 227 McLain Street Mount Kisco, NY 10540
Ralph R. Papitto	Chairman of the Board AFC Cable Systems, Inc. 50 Kennedy Plaza Suite 1250 Providence, RI 02903
Avrum Gray	GBar Limited Partnership 440 South LaSalle, Suite 2900 Chicago, IL 60605
Louis A. Guzzetti	President and Chief Executive Officer
Robert E. Dolan	See below

Officers:

Mario J. Gabelli	Chairman
Louis A. Guzzetti	President and Chief Executive Officer
George E. Fuehrer	Vice President-Business Development
Roger T. Dexter	Controller
Robert A. Hurwich	Vice President-Administration, Secretary and General Counsel

Lynch Interactive Corporation
401 Theodore Fremd Avenue
Rye, NY 10580

Directors:

Paul J. Evanson	President Florida Light & Power Co. P.O. Box 14000 700 Universe Blvd. Juno Beach, FL 33408
Mario J. Gabelli	See above-Gabelli Group Capital Partners, Inc.
Ralph R. Papitto	Chairman of the Board AFC Cable Systems, Inc.

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

50 Kennedy Plaza
Suite 1250
Providence, RI 02903

Salvatore Muoio Principal
S. Muoio & Co., LLC
Suite 406
509 Madison Ave.
New York, NY 10022

John C. Ferrara See above

David C. Mitchell Business Consultant
c/o Lynch Corporation
401 Theodore Fremd Ave.
Rye, NY 10580

Vincent S. Tese Lawyer, Investment Adviser
and Cable Television Executive
c/o Bear Stearns & Company, Inc.
245 Park Avenue, 19th Floor
New York, NY 10167

Officers:

Mario J. Gabelli Chairman and Chief Executive
Officer

Robert E. Dolan Chief Financial Officer

Robert A. Hurwich Vice President-Administration,
Secretary and General Counsel

Brighton Communications Corporation
401 Theodore Fremd Ave
Rye, NY 105820

Directors:

Robert E. Dolan See above-Lynch Interactive
Corporation

Robert A. Hurwich See above-Lynch Interactive
Corporation

Officers:

Robert E. Dolan President, Controller, Treasurer
and Assistant Secretary

Robert A. Hurwich Secretary and Assistant Treasurer

Spinnaker Industries, Inc.
600 N. Pearl Street
Suite 2160
Dallas, TX 75201

Directors:

Joseph P. Rhein 5003 Central Avenue
Ocean City, NJ 08226

Richard J. Boyle The Boyle Group, Inc.

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

6110 Blue Circle Drive
Suite 250
Minnetonka, MN 55343

Ned N. Fleming, III	Boyle, Fleming, & Co., Inc. 600 N. Pearl Street Suite 2160 Dallas, TX 75201
---------------------	---

Anthonie C. van Ekris	Chairman and Chief Executive Officer Balmac International, Inc. 61 Broadway Suite 1900 New York, NY 10006
-----------------------	--

E. Val Cerutti	See above-Lynch Corporation
Louis A. Guzzetti	See above-Lynch Corporation
Ralph R. Papitto	See above-Lynch Corporation

Officers:

Ned N. Fleming, III	President
Richard J. Boyle	Office of the Chairman
Louis A. Guzzetti	Office of the Chairman
Perry J. Schiller	Vice President, Finance & Controller
Robert A. Hurwich	Secretary

Entoleter, Inc.
251 Welton Street
Hamden, CT 06517

Directors:

Ned N. Fleming, III	See above-Spinnaker
Robert P. Wentzel	See above-Entoleter
Richard J. Boyle	See above-Spinnaker
Louis A. Guzzetti	See above-Lynch Corporation

Officers:

Robert P. Wentzel	President
Charles DeMarino	Controller & Secretary
Robert A. Hurwich	Assistant Secretary

Western New Mexico Telephone Company
314 Yankee Street
Silver City, NM 88062

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

Directors:

Jack W. Keen	Chairman and President
Dr. Brian E. Gordon	Vice President
Mary Beth Baxter	Secretary & Treasurer
John Clay Keen	Route 6 Box 270 Greenville, TX 75401
Robert E. Dolan	See above-Lynch Corporation
Robert A. Hurwich	See above-Lynch Corporation
Carmine Ceraolo	See above-Lynch Corporation
Mary J. Carroll	See above-Lynch Corporation
Eugene P. Connell	See above-Lynch Corporation

Officers:

Jack W. Keen	Chairman and President
Dr. Brian E. Gordon	Vice President
Charles M. Baxter	Sr. Vice President-Operations
Mary Beth Baxter	Secretary & Treasurer
Robert A. Hurwich	Assistant Treasurer and Assistant Secretary

Inter-Community Telephone Company, L.L.C.
P.O. Box A
Nome, ND 58062

Managers:

Carole Rau	Executive Assistant Lynch Corporation 401 Theodore Fremd Ave. Rye, NY 10580
Mary J. Carroll	See above-Lynch Corporation
Robert E. Dolan	See above-Lynch Corporation
Robert A. Hurwich	See above-Lynch Corporation
Carmine Ceraolo	Assistant Controller Lynch Corporation 401 Theodore Fremd Ave Rye, NY 10580
Robert Snyder	200 Broadway South Buffalo, ND 58011
Keith S. Andersen	See above-Inter-Community Telephone

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

Company

Robert Reff See above-Inter-Community Telephone Company

Jack Bently 1210 E. Washington Ave
Gilbert, AZ 85234

Officers:

Robert Snyder President
Keith S. Andersen Secretary and Treasurer
Robert A. Hurwich Assistant Secretary

Central Scott Telephone Company
125 North Second Street
Eldridge, Iowa 52748

Directors:

Mary J. Carroll See above-Lynch Interactive Corporation
Robert E. Dolan See above-Lynch Interactive Corporation
W. Norman Harvey President
Edgar H. Holden Chairman
Robert A. Hurwich See above-Lynch Interactive Corporation
Ned Mohr c/o Central Scott Telephone Company
Eugene Morris c/o Central Scott Telephone Company
Christopher Porter c/o Central Scott Telephone Company
Carole L. Rau See above-Lynch Interactive Corporation

Officers:

Edgar H. Holden Chairman
W. Norman Harvey President
Robert E. Dolan Vice President & Assistant Treasurer
Julie Andersen Treasurer & Assistant Secretary
Robert A. Hurwich Secretary
Kent Dau Controller

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

Lynch Telephone Corporation
401 Theodore Fremd Avenue
Rye, NY 10580

Directors:

Robert E. Dolan	See above-Lynch Interactive Corporation
Jack W. Keen	See above-Western New Mexico Telephone Company
Robert A. Hurwich	See above-Lynch Interactive Corporation

Officers:

Jack W. Keen	President
Robert A. Hurwich	Secretary
Mary Beth Baxter	Treasurer and Assistant Secretary
Robert E. Dolan	Vice President and Controller

Lynch Telephone Corporation III
401 Theodore Fremd Avenue
Rye, NY 10580

Directors:

Delores A. Deitrick	c/o Lynch Telephone Corporation III
Robert A. Hurwich	See above-Lynch Interactive Corporation
Robert E. Dolan	See above-Lynch Interactive Corporation
Richard J. Kiesling	Chairman
Mary J. Carroll	See above-Lynch Interactive Corporation

Officers:

Richard J. Kiesling	Chairman
Robert E. Dolan	President, Treasurer and Controller
Robert A. Hurwich	Secretary & Assistant Treasurer

- (1) Citizen of Germany
- (2) Citizen of the Cayman Islands
- (3) Citizen of Bermuda
- (4) Citizen of Bermuda and Canada
- (5) Citizen of the UK
- (6) Citizen of Switzerland

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

(7) Citizen of Italy

SCHEDULE II

INFORMATION WITH RESPECT TO
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD (-)	AVERAGE PRICE (2)
COMMON STOCK-FLOWERS FOODS INC		
MJG ASSOCIATES, INC.		
4/02/01	600-	20.2500
GAMCO INVESTORS, INC.		
4/03/01	2,200-	21.0245
3/30/01	4,500	19.8344

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED
ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Entities (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, \$0.01 par value per share, of Flowers Foods, Inc. that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 5th day of April, 2001.

MARIO J. GABELLI
MARC J. GABELLI
MJG ASSOCIATES, INC.
GABELLI PERFORMANCE PARTNERSHIP, L. P.
GABELLI INTERNATIONAL LIMITED
GABELLI INTERNATIONAL II LIMITED
GABELLI FUND, LDC
GABELLI FOUNDATION, INC.
GEMINI CAPITAL MANAGEMENT LIMITED

By: _____
James E. McKee
Attorney-in-Fact

GABELLI GROUP CAPITAL PARTNERS, INC.
GABELLI ASSET MANAGEMENT INC.
GABELLI FUNDS, LLC
GABELLI SECURITIES, INC.
GLI, INC.
GABELLI & COMPANY, INC.

By: _____
James E. McKee
Secretary

ALCE PARTNERS, L.P.
GABELLI MULTIMEDIA PARTNERS, L.P.
GABELLI GLOBAL PARTNERS, L.P.
GABELLI GLOBAL PARTNERS, LTD.
GABELLI ASSOCIATES FUND
GABELLI ASSOCIATES LIMITED

By: _____
James E. McKee

Edgar Filing: FLOWERS FOODS INC - Form SC 13D

Secretary of Gabelli Securities Inc.

LYNCH CORPORATION
SPINNAKER INDUSTRIES, INC.
BRIGHTON COMMUNICATIONS CORPORATION
LYNCH INTERACTIVE CORPORATION
WESTERN NEW MEXICO
INTER-COMMUNITY TELEPHONE COMPANY

By: _____
James E. McKee
Attorney-in-Fact

GABELLI & COMPANY, INC.
PROFIT SHARING PLAN

By: _____
Douglas R. Jamieson
Trustee

GAMCO INVESTORS, INC.

By: _____
James E. McKee
General Counsel