

Edgar Filing: B&G Foods, Inc. - Form FWP

B&G Foods, Inc.
Form FWP
May 21, 2013

Free Writing Prospectus
(To the Preliminary Prospectus Supplement
dated May 20, 2013)

Filed Pursuant to Rule 433
Registration No. 333-188695

May 20, 2013

Pricing Term Sheet

4.625% Senior Notes due 2021

Issuer:	B&G Foods, Inc.
Title of Securities:	4.625% Senior Notes due 2021
Aggregate Principal Amount:	\$700,000,000
Maturity:	June 1, 2021
Coupon:	4.625%
Price to Public:	100.000%
Yield to Maturity:	4.625%
Spread to Benchmark Treasury:	310 basis points
Benchmark Treasury:	UST 3.125% due May 15, 2021
Interest Payment Dates:	June 1 and December 1, commencing December 1, 2013
Record Dates:	May 15 and November 15
Make-whole call:	At any time prior to June 1, 2016, at a discount rate equal to the Treasury Rate (as defined in the prospectus) plus 50 basis points
Optional Redemption:	On or after the following dates and at the following redemption prices (expressed as a percentage of principal amount), plus accrued and unpaid interest, if any, on the notes redeemed:

Edgar Filing: B&G Foods, Inc. - Form FWP

Date	Percentage
June 1, 2016	103.469%
June 1, 2017	102.313%
June 1, 2018	101.156%
June 1, 2019	100.000%

Optional Redemption with Equity Proceeds: Up to 35% at 104.625% prior to June 1, 2016

Change of Control 101% plus accrued and unpaid interest, if any

Trade Date: May 20, 2013

Settlement Date: June 4, 2013 (T+10)

CUSIP / ISIN: 05508WAA3 / US05508WAA36

Ratings:* B1 (Moody s) B+ (S&P)

Gross Spread: 1.500%

Joint Bookrunning Managers: Credit Suisse Securities (USA) LLC
Barclays Capital Inc.
RBC Capital Markets, LLC

Merrill Lynch, Pierce, Fenner & Smith
Incorporated

Deutsche Bank Securities Inc.

Co-Manager: RBS Securities Inc.

*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037.

Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers were automatically generated as a result of this communication being sent via email or another communication system.
