

B&G Foods, Inc.
Form 8-K
March 29, 2017

As filed with the Securities and Exchange Commission on March 29, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **March 29, 2017**

B&G Foods, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32316
(Commission
File Number)

13-3918742
(IRS Employer
Identification No.)

Four Gatehall Drive, Parsippany, New Jersey
(Address of Principal Executive Offices)

07054
(Zip Code)

Edgar Filing: B&G Foods, Inc. - Form 8-K

Registrant's telephone number, including area code: **(973) 401-6500**

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 7.01. Regulation FD Disclosure.

On March 29, 2017, B&G Foods announced its intention to offer, subject to market and other conditions, \$500.0 million aggregate principal amount of senior notes due 2025, pursuant to an effective shelf registration statement previously filed with the Securities and Exchange Commission. The notes will be guaranteed on a senior unsecured basis by certain subsidiaries of B&G Foods.

We intend to use the proceeds of the offering to repay all of the outstanding borrowings under our revolving credit facility and all of the outstanding amounts due in respect of our tranche A term loans, and to pay related fees and expenses. We intend to use any remaining net proceeds for general corporate purposes, which could include, among other things, repayment of other long term debt or possible acquisitions. However, there can be no assurances that the offering of the notes will be completed as described herein or at all.

A copy of the press release announcing the foregoing, which is attached to this report as Exhibit 99.1, is incorporated by reference herein and is furnished pursuant to Item 7.01, Regulation FD Disclosure.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated March 29, 2017

SIGNATURE

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.

B&G FOODS, INC.

Dated: March 29, 2017

By:

/s/ Scott E. Lerner
Scott E. Lerner
Executive Vice President,
General Counsel and Secretary