

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  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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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, 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.

**Table of Contents****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              |
| <b>Total current assets</b>   | <b>594,926</b>      | <b>378,570</b>      |
| 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             |
| <b>Total assets</b>   | <b>\$ 1,754,553</b> | <b>\$ 1,553,998</b> |
| <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)

|   | For the<br>Twelve Weeks Ended |               | For the<br>Twenty-Eight Weeks Ended |               |
|---|-------------------------------|---------------|-------------------------------------|---------------|
|   | July 14, 2012                 | July 16, 2011 | July 14, 2012                       | July 16, 2011 |
| 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</b>            |                           | <b>For the</b>                  |                                 |
|--|---------------------------|---------------------------|---------------------------------|---------------------------------|
|  | <b>Twelve Weeks Ended</b> | <b>Twelve Weeks Ended</b> | <b>Twenty-Eight Weeks Ended</b> | <b>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               |              | Capital<br>in Excess<br>of Par<br>Value | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Treasury Stock      |              | Total      |
|--|----------------------------|--------------|---|----------------------|---|---------------------|--------------|------------|
|  | Number of<br>Shares Issued | Par<br>Value |   |                      |   | Number of<br>Shares | Cost         |            |
| 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,<br>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<br>payment awards  |                            |              | 4,306                                   |                      |   |                     |              | 4,306      |
| Tax benefits related to share based<br>payment awards  |                            |              | 1,336                                   |                      |   |                     |              | 1,336      |
| Performance-contingent restricted<br>stock awards forfeitures and<br>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<br>performance-contingent restricted<br>stock awards and deferred share<br>awards |                            |              |   | (255)                |   |                     |              | (255)      |
| Dividends paid \$0.310 per common<br>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<br>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.

|                    | For the<br>Twelve Weeks Ended       |                                     | For the<br>Twenty-Eight Weeks Ended |                                     |
|--------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
|                    | July 14, 2012<br>(Percent of Sales) | July 16, 2011<br>(Percent of Sales) | July 14, 2012<br>(Percent of Sales) | July 16, 2011<br>(Percent of Sales) |
| 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)            |
| <b>Total</b>                               | <b>\$ (93,538)</b>     | <b>\$ (112,047)</b> |

**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 *Tastykake* 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 *Tastykake* 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<br>average<br>Amortization<br>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<br>Twelve Weeks Ended<br>July 16, 2011 | For the<br>Twenty-Eight Weeks Ended<br>July 16, 2011 |
|---|--|--|
| <b>Sales:</b>                               |  |  |
| As reported                                 | \$ 642,596                                     | \$ 1,444,421   |
| Pro forma                                   | \$ 677,506                                     | \$ 1,496,036   |
| <b>Net income:</b>                          |  |  |
| As reported                                 | \$ 28,210                                      | \$ 69,371  |
| Pro forma                                   | \$ 25,749                                      | \$ 73,378  |
| <b>Basic net income per common share:</b>   |  |  |
| As reported                                 | \$ 0.21  | \$ 0.51  |
| Pro forma                                   | \$ 0.19  | \$ 0.54  |
| <b>Diluted net income per common share:</b> |  |  |
| 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<br>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<br>Amortization | Net<br>Value | Cost              | Accumulated<br>Amortization | Net<br>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   |

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):

|  | <b>Amortization<br/>expense</b> |
|--|---------------------------------|
| 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):

|                   | <b>Amortization of<br/>intangibles, net</b> |
|-------------------|---|
| 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):

|  | <b>Interest<br/>Income</b> |
|--|----------------------------|
| 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):

|  | <b>July 14, 2012</b> | <b>December 31, 2011</b> |
|--|----------------------|--------------------------|
| 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)          |
| <b>Net Fair Value</b> | <b>\$ 13.4</b> | <b>\$ (2.0)</b> | <b>\$</b> | <b>\$ 11.4</b> |

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

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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)         |
| Commodity contracts                          | 4,532   | (8,565)           | Production costs(1)   | (13,059)  | (22,213)           |
| <b>Total</b>                                 | <b>\$ 2,949</b>   | <b>\$ (8,807)</b> |   | <b>\$ (14,060)</b>  | <b>\$ (21,032)</b> |

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)         |
| <b>Total</b>     | <b>\$ 4.8</b>                    | <b>\$ (2.7)</b>                | <b>\$ 2.1</b> |

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             |
| <b>Total</b>            | <b>\$ 202.0</b> |

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<br>Twelve Weeks Ended |               | For the<br>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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|  | <b>Common shares</b> |
|--|----------------------|
| 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                |

**Table of Contents****12. STOCK BASED COMPENSATION**

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):

| Grant date                                  | 2/10/2011 | 2/9/2010 |
|---|-----------|----------|
| 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 (%) <sup>(1)</sup>           | 3.00      | 3.00     |
| Expected volatility (%) <sup>(2)</sup>      | 29.20     | 30.60    |
| Risk-free interest rate (%) <sup>(3)</sup>  | 2.44      | 2.35     |
| Expected option life (years) <sup>(4)</sup> | 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):

|                                  | NQSO  | Weighted<br>Average<br>Exercise Price | Weighted Average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Intrinsic Value |
|----------------------------------|-------|---------------------------------------|--|------------------------------|
| 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<br>Average<br>Grant<br>Date<br>Fair<br>Value | Weighted<br>Average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Current<br>Intrinsic<br>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<br>Average<br>Fair<br>Value | Weighted<br>Average<br>Remaining<br>Contractual<br>Term<br>(Years) | Aggregate<br>Intrinsic<br>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):

|                                  | Rights | Weighted<br>Average<br>Grant<br>Date<br>Fair<br>Value | Weighted<br>Average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Current<br>Intrinsic<br>Value |
|----------------------------------|--------|---|---|--|
| 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):

|                                | For the<br>Twelve Weeks Ended |               | For the<br>Twenty-Eight Weeks Ended |               |
|--------------------------------|-------------------------------|---------------|-------------------------------------|---------------|
|                                | July 14, 2012                 | July 16, 2011 | July 14, 2012                       | July 16, 2011 |
| 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):

|                           | As Of         |                   |
|---------------------------|---------------|-------------------|
|                           | July 14, 2012 | December 31, 2011 |
| 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<br>Twelve Weeks Ended |                 | For the<br>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<br>Twelve Weeks Ended |               | For the<br>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.

**Table of Contents****15. SEGMENT REPORTING**

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                             |                                     | For the                                   |   |
|--|-------------------------------------|-------------------------------------|---|---|
|  | Twelve Weeks Ended<br>July 14, 2012 | Twelve Weeks Ended<br>July 16, 2011 | Twenty-Eight Weeks Ended<br>July 14, 2012 | Twenty-Eight Weeks Ended<br>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<br>July 14, 2012 |                    |            | For the Twelve Weeks Ended<br>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<br>July 14, 2012 |                       |              | For the Twenty-Eight Weeks Ended<br>July 16, 2011 |                       |              |
|----------------------|---|-----------------------|--------------|---|-----------------------|--------------|
|                      | DSD   | Warehouse<br>delivery | Total        | DSD   | Warehouse<br>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.

**Table of Contents****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<br>July 14, 2012 | Percentage of Sales<br>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<br/>(exclusive of depreciation and amortization shown<br/>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,<br>2012                 | July 16,<br>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<br/>(exclusive of depreciation and amortization shown<br/>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.



**Table of Contents****CONSOLIDATED AND SEGMENT RESULTS**

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

*Consolidated Sales.*

| Sales category       | For the<br>Twelve Weeks Ended<br>July 14, 2012 |        | For the<br>Twelve Weeks Ended<br>July 16, 2011 |        | % Increase |
|----------------------|--|--------|--|--------|------------|
|                      | \$   | %      | \$   | %      |            |
|                      | (Amounts in<br>thousands)                      |        | (Amounts in<br>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<br>(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<br>Twelve Weeks Ended<br>July 14, 2012 |        | For the<br>Twelve Weeks Ended<br>July 16, 2011 |        | % Increase |
|----------------------|--|--------|--|--------|------------|
|                      | \$   | %      | \$   | %      |            |
|                      | (Amounts in<br>thousands)                      |        | (Amounts in<br>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:

| <b>Percentage Point Change in Sales Attributed to:</b> | <b>Favorable</b> |
|--|------------------|
| Pricing/Mix  | 1.5%             |
| Volume   | 0.6%             |
| Acquisition  | 5.5%             |
| <br>   |                  |
| 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<br>Twelve Weeks Ended<br>July 14, 2012 |        | For the<br>Twelve Weeks Ended<br>July 16, 2011 |        | % Increase<br>(Decrease) |
|----------------------|--|--------|--|--------|--------------------------|
|                      | \$<br>(Amounts in<br>thousands)                | %      | \$<br>(Amounts in<br>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<br>(Unfavorable) |
|---|----------------------------|
| Pricing/Mix                                     | 3.8%                       |
| Volume  | (4.5)%                     |
| <b>Total Percentage Change in Sales</b>         | <b>(0.7)%</b>              |

**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<br>Twenty-Eight Weeks Ended<br>July 14, 2012 |        | For the<br>Twenty-Eight<br>Weeks Ended<br>July 16, 2011 |        | % Increase |
|----------------------|--|--------|---|--------|------------|
|                      | \$<br>(Amounts in<br>thousands)                      | %      | \$<br>(Amounts in<br>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<br>Twenty-Eight<br>Weeks Ended<br>July 14, 2012 |   | For the<br>Twenty-Eight<br>Weeks Ended<br>July 16, 2011 |   | % Increase |
|----------------|---|---|---|---|------------|
|                | \$<br>(Amounts in<br>thousands)                         | % | \$<br>(Amounts in<br>thousands)                         | % |            |

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|                      |              |        |              |        |       |
|----------------------|--------------|--------|--------------|--------|-------|
| Branded Retail       | \$ 770,678   | 59.2%  | \$ 680,799   | 58.1%  | 13.2% |
| Store Branded Retail | 216,522      | 16.6   | 190,917      | 16.3   | 13.4% |
| Non-Retail and Other | 314,507      | 24.2   | 299,714      | 25.6   | 4.9%  |
| Total                | \$ 1,301,707 | 100.0% | \$ 1,171,430 | 100.0% | 11.1% |

The 11.1% increase in sales was attributable to the following for all sales categories:

| Percentage Point Change in Sales Attributed to: | Favorable |
|---|-----------|
| Pricing/Mix                                     | 2.6%      |
| Volume  | 0.7%      |
| Acquisition                                     | 7.8%      |
| Total Percentage Change in Sales                | 11.1%     |

**Table of Contents****Sales category discussion**

The increase in branded retail sales was due to the Tasty acquisition and, to a lesser extent, and positive net pricing/mix, partially offset by volume declines with the largest decreases in white bread and buns and sandwich rounds. The increase in store branded retail was primarily from growth in store brand white bread and store brand buns/rolls/tortillas as well as growth in store brand cake due to the Tasty acquisition. The increase in non-retail and other sales was primarily due to increased volume in foodservice sales and contribution from the Tasty acquisition.

*Warehouse Delivery Sales.*

| Sales category       | For the<br>Twenty-Eight<br>Weeks Ended<br>July 14, 2012 |        | For the<br>Twenty-Eight<br>Weeks Ended<br>July 16, 2011 |        | % Increase<br>(Decrease) |
|----------------------|---|--------|---|--------|--------------------------|
|                      | \$<br>(Amounts in<br>thousands)                         | %      | \$<br>(Amounts in<br>thousands)                         | %      |                          |
| Branded Retail       | \$ 53,297   | 19.2%  | \$ 51,712   | 18.9%  | 3.1%                     |
| Store Branded Retail | 64,136  | 23.1   | 68,578  | 25.1   | (6.5)%                   |
| Non-Retail and Other | 160,627   | 57.7   | 152,701   | 56.0   | 5.2%                     |
| Total                | \$ 278,060  | 100.0% | \$ 272,991  | 100.0% | 1.9%                     |

The 1.9% 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  | 0.4%        |
| <b>Total Percentage Change in Sales</b>         | <b>1.9%</b> |

**Sales category discussion**

The increase in branded retail sales was primarily due to increases in bakery deli volume and brand snack growth from both volume and pricing/mix increases. The decrease in store branded retail sales was due to volume decreases, partially offset by pricing/mix increases. The increases in non-retail and other sales, which include contract manufacturing and vending, was due to volume increases, partially offset by pricing and mix decreases.

*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 significantly higher ingredient costs, primarily flour and to a lesser extent sweeteners, and higher packaging costs, partially offset by sales increases, prior year plant closure costs, lower energy costs and improved efficiency. Costs of \$2.8 million were incurred during the first quarter of fiscal 2011 associated with the closure of a manufacturing facility.

The DSD segment increase as a percent of sales was primarily a result of significant increases in ingredient costs, primarily flour, and higher costs for Tasty, partially offset by sales increases, prior year plant closure costs, efficiency gains and lower workforce-related costs as a percent of sales.

The warehouse delivery segment as a percent of sales was unchanged from the prior year. Increases in ingredient costs, primarily flour, as a percent of sales were offset by lower workforce-related, repairs and maintenance and energy costs as a percent of sales.

*Selling, Distribution and Administrative Expenses.* The decrease as a percent of sales was due to lower acquisition related costs, workforce-related costs as a percent of sales and prior year plant closure costs. In the prior year, we incurred \$5.3 million of acquisition related

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costs as compared to \$3.4 million in the current year. Costs of \$2.4 million were incurred during the first quarter of fiscal 2011 associated with the closure of a manufacturing facility.

The DSD segment's selling, distribution and administrative expenses decreased as a percent of sales primarily due to sales increases, the prior year plant closure costs, lower distribution costs, and lower costs for Tasty as a percent of sales.

The warehouse delivery segment's selling, distribution and administrative expenses increased as a percent of sales primarily due to higher distribution costs which increased 40 basis points as a percent of sales.

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

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The DSD segment's depreciation and amortization expense increased primarily due to the acquisition. The warehouse delivery segment's depreciation and amortization expense decreased primarily as a result of assets fully depreciated subsequent to the second quarter of fiscal 2011.

*Income from Operations.* The modest decrease in the DSD segment income from operations was attributable to higher input costs as a percent of sales, partially offset by sales increases and costs associated with the closure of a manufacturing facility in the first quarter of fiscal 2011. The decrease in the warehouse delivery segment income from operations was primarily a result of higher materials, supplies, labor, and other production costs as described above. The decrease in unallocated corporate expenses was primarily due to lower acquisition related costs.

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

*Income Taxes.* The effective tax rate for the twenty-eight weeks ended July 14, 2012 and July 16, 2011 was 36.0% and 35.2%, 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.

**LIQUIDITY AND CAPITAL RESOURCES:**

Liquidity represents our ability to generate sufficient cash flows from operating activities to meet our obligations and commitments as well as our ability to obtain appropriate financing and convert into cash those assets that are no longer required to meet existing strategic and financing objectives. Therefore, liquidity cannot be considered separately from capital resources that consist primarily of current and potentially available funds for use in achieving long-range business objectives. Currently, the company's liquidity needs arise primarily from working capital requirements, capital expenditures, pension contributions and stock repurchases. The company's strategy for use of its cash flow includes paying dividends to shareholders, making acquisitions, growing internally and repurchasing shares of its common stock when appropriate.

**Cash Flows**

Flowers Foods' cash and cash equivalents increased to \$222.3 million at July 14, 2012 from \$7.8 million at December 31, 2011. The increase resulted from \$126.8 million provided by operating activities and \$115.0 million provided by financing activities, offset by \$27.3 million disbursed for investing activities.

*Cash Flows Provided by Operating Activities.* Net cash of \$126.8 million provided by operating activities during the twenty-eight weeks ended July 14, 2012 consisted primarily of \$66.3 million in net income, adjusted for the following non-cash items (amounts in thousands):

|   |                  |
|---|------------------|
| Depreciation and amortization   | \$ 51,994        |
| Gain reclassified from accumulated other comprehensive income to net income | 21,234           |
| Stock-based compensation  | 4,894            |
| Deferred income taxes   | 1,010            |
| Provision for inventory obsolescence  | 598              |
| Allowances for accounts receivable  | 827              |
| Pension and postretirement plans expense                                    | 845              |
| Other   | (1,055)          |
| <b>Total</b>  | <b>\$ 80,347</b> |

Cash disbursed for working capital and other activities was \$19.8 million. As of July 14, 2012, the company had \$1.2 million recorded in other current assets representing collateral for hedged positions. As of December 31, 2011, the company had \$11.8 million recorded in other current assets representing collateral for hedged positions.

*Cash Flows Disbursed for Investing Activities.* Net cash disbursed for investing activities during the twenty-eight weeks ended July 14, 2012 of \$27.3 million consisted primarily of capital expenditures of \$29.2 million. Capital expenditures in the DSD segment and the warehouse delivery segment were \$22.6 million and \$4.7 million, respectively. The company estimates capital expenditures of approximately \$75.0 million to \$85.0 million during fiscal 2012. The company also leases certain production machinery and equipment through various operating leases.



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*Cash Flows Provided by Financing Activities.* Net cash provided by financing activities of \$115.0 million during the twenty-eight weeks ended July 14, 2012 consisted primarily of dividends paid of \$42.3 million, stock repurchases of \$1.4 million, offset by net debt issuances of \$158.3 million, proceeds of \$8.0 million from the exercise of stock options and the share-based payments income tax benefit of \$1.4 million. As part of the senior notes issued, as discussed below, there was an additional \$3.9 million paid for debt issuance costs and \$1.0 million withheld from the gross proceeds of the debt for debt discount.

### **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. The company was in compliance with the terms of the notes on July 14, 2012.

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.

*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 Condensed Consolidated Financial Statements of this Form 10-Q. For fiscal 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.

### **Uses of Cash**

On February 23, 2012, the Board of Directors declared a dividend of \$0.15 per share on the company's common stock that was paid on March 23, 2012 to shareholders of record on March 9, 2012. This dividend payment was \$20.3 million. On June 1, 2012, the Board of Directors declared a dividend of \$0.16 per share on the company's common stock that was paid on June 29, 2012 to shareholders of record on June 15, 2012. This dividend payment was \$21.7 million.

Our Board of Directors has approved a plan that authorizes share repurchases of up to 45.0 million shares of the company's common stock. Under the plan, the company may repurchase its common stock in open market or privately negotiated transactions at such times and at such prices as determined to be in the company's best interest. These purchases may be commenced or suspended without prior notice depending on then-existing business or market conditions and other factors. During the first quarter of fiscal 2012, 70,742 shares, at a cost of \$1.4 million of the company's common stock were purchased under the plan. From the inception of the plan through July 14, 2012, 37.9 million shares, at a cost of \$432.2 million, have been purchased. There were no shares repurchased under the plan during the second quarter of fiscal 2012.

During the first quarter of fiscal 2012, the company paid \$13.4 million, including our share of employment taxes, in performance-based cash awards under the company's bonus plan.

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 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.

Subsequent to the end of the second quarter, we paid \$318.4 million of cash consideration and tax related payments in connection with the Lepage acquisition discussed above with cash available and by drawing down on the new credit facility. In addition to the cash consideration at



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closing we paid \$4.5 million in transaction costs. The amount outstanding under the credit facility as of August 8, 2012 is \$82.5 million.

**Table of Contents****Accounting Pronouncements Not Yet Adopted**

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.

In July 2012, the FASB issued guidance on testing indefinite-lived intangible assets for impairment. The guidance an entity has 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 note 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.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The company uses derivative financial instruments as part of an overall strategy to manage market risk. The company uses forward, futures, swap and option contracts to hedge existing or future exposure to changes in interest rates and commodity prices. The company does not enter into these derivative financial instruments for trading or speculative purposes. If actual market conditions are less favorable than those anticipated, raw material prices could increase significantly, adversely affecting the margins from the sale of our products.

**COMMODITY PRICE RISK**

The company enters into commodity forward, futures and option contracts and swap agreements for wheat and, to a lesser extent, other commodities in an effort to provide a predictable and consistent commodity price and thereby reduce the impact of market volatility in its raw material and packaging prices. As of July 14, 2012, the company's hedge portfolio contained commodity derivatives with a fair value of \$11.4 million. Of this fair value, \$13.4 million is based on quoted market prices and \$(2.0) million is based on models and other valuation methods. Approximately \$6.1 million, \$5.5 million, \$(0.05) million, \$(0.06) million and \$(0.1) million of this fair value relates to instruments that will be utilized in fiscal 2012 through 2016, respectively.

A sensitivity analysis has been prepared to quantify the company's potential exposure to commodity price risk with respect to the derivative portfolio. Based on the company's derivative portfolio as of July 14, 2012, a hypothetical ten percent increase (decrease) in commodity prices would increase (decrease) the fair value of the derivative portfolio by \$13.8 million. The analysis disregards changes in the exposures inherent in the underlying hedged items; however, the company expects that any increase (decrease) in fair value of the portfolio would be substantially offset by increases (decreases) in raw material and packaging prices.

**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. Because the treasury rate lock was exited on March 29, 2012, there was no fair value as of July 14, 2012.

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. As of July 14, 2012, the fair value of these interest rate swaps was \$(2.0) million. The current notional amount of the swaps for the amortizing loan is \$75.0 million. All of this fair value is based on valuation models and \$(1.2) million and \$(0.8) million of this fair value is related to instruments expiring in 2012 and 2013, respectively.

A sensitivity analysis has been prepared to quantify the company's potential exposure to interest rate risk with respect to the interest rate swaps. As of July 14, 2012, a hypothetical ten percent increase (decrease) in interest rates would increase (decrease) the fair value of the interest rate

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swap by \$0.01 million. The analysis disregards changes in the exposures inherent in the underlying debt; however, the company expects that any increase (decrease) in payments under the interest rate swap would be substantially offset by increases (decreases) in interest expense.

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### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Management's Evaluation of Disclosure Controls and Procedures**

We have established and maintain a system of disclosure controls and procedures that are designed to ensure that material information relating to the company, which is required to be timely disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended (the Exchange Act), is accumulated and communicated to management in a timely fashion and is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) was performed as of the end of the period covered by this quarterly report. This evaluation was performed under the supervision and with the participation of management, including our Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Chief Accounting Officer (CAO). Based upon that evaluation, our CEO, CFO and CAO have concluded that these disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

#### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during our fiscal quarter ended July 14, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

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 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.

### **ITEM 1A. RISK FACTORS**

Please refer to Part I, Item 1A., *Risk Factors*, in the company's Form 10-K for the year ended December 31, 2011 for information regarding factors that could affect the company's results of operations, financial condition and liquidity. There have been no changes to our risk factors during the twenty-eight weeks of fiscal 2012.

### **ITEM 6. EXHIBITS**

Exhibits filed as part of this report are listed in the Exhibit Index attached hereto.



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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 thereunto duly authorized.

FLOWERS FOODS, INC.

By: /s/ GEORGE E. DEESE  
Name: **George E. Deese**  
Title: **Chairman of the Board and**  
  
**Chief Executive Officer**

By: /s/ R. STEVE KINSEY  
Name: **R. Steve Kinsey**  
Title: **Executive Vice President and**  
  
**Chief Financial Officer**

By: /s/ KARYL H. LAUDER  
Name: **Karyl H. Lauder**  
Title: **Senior Vice President and**  
  
**Chief Accounting Officer**

Date: August 14, 2012

**Table of Contents****EXHIBIT INDEX**

| <b>Exhibit No</b> | <b>Name of Exhibit</b>   |
|-------------------|--|
| 2.1               | Distribution Agreement by and between Flowers Industries, Inc. and Flowers Foods, Inc., dated as of October 26, 2000 (Incorporated by reference to Flowers Foods Registration Statement on Form 10, dated December 1, 2000, File No. 1-16247).                         |
| 2.2               | Amendment No. 1 to Distribution Agreement, dated as of March 12, 2001, between Flowers Industries, Inc. and Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K, dated March 30, 2001, File No. 1-16247).                       |
| 3.1               | Restated Articles of Incorporation of Flowers Foods, Inc. as amended on May 30, 2008 (Incorporated by reference to Flowers Foods Quarterly Report on Form 10-Q, dated June 4, 2009, File No. 1-16247).   |
| 3.2               | Amended and Restated Bylaws of Flowers Foods, Inc., as amended and restated on November 14, 2008 (incorporated by reference to Flowers Foods Current Report on Form 8-K dated November 18, 2008, File No. 1-16247).  |
| 4.1               | Share Certificate of Common Stock of Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K, dated March 30, 2001, File No. 1-16247).  |
| 4.2               | Indenture dated as of April 3, 2012 by and between Flowers Foods, Inc. and Wells Fargo, National Association (Incorporated by reference to Flowers Foods Current Report on Form 8-K, dated April 3, 2012, File No. 1-16247).   |
| 4.3               | Officers Certificate pursuant to Section 2.02 of the Indenture (Incorporated by reference to Flowers Foods Current Report on Form 8-K dated April 3, 2012, File No. 1-16247).  |
| 4.4               | Form of 4.375% Senior Note due 2022 (Incorporated by reference to Flowers Foods Current Report on Form 8-K dated April 3, 2012, File No. 1-16247).   |
| 4.5               | Registration Rights Agreement, dated July 21, 2012, by and among Flowers Foods, Inc. and the holders named therein. (Incorporated by reference to Flowers Foods Current Report on Form 8-K dated July 23, 2012, File No. 1-16247).                                     |
| 10.1              | Flowers Foods, Inc. Retirement Plan No. 1, as amended and restated effective March 26, 2001 (Incorporated by reference to Flowers Foods Annual Report on Form 10-K, dated March 30, 2001, File No. 1-16247).   |
| 10.2              | Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan, as amended and restated as of April 1, 2009 (incorporated by reference to Flowers Foods Proxy Statement on Schedule 14A, dated April 24, 2009, File No. 1-16247).                                      |
| 10.3              | Flowers Foods, Inc. Stock Appreciation Rights Plan (Incorporated by reference to Flowers Foods Annual Report on Form 10-K, dated March 29, 2002, File No. 1-16247).  |
| 10.4              | Flowers Foods, Inc. Annual Executive Bonus Plan (Incorporated by reference to Flowers Foods Proxy Statement on Schedule 14A, dated April 24, 2009, File No. 1-16247).  |
| 10.5              | Flowers Foods, Inc. Supplemental Executive Retirement Plan (Incorporated by reference to Flowers Foods Annual Report on Form 10-K, dated March 29, 2002, File No. 1-16247).  |
| 10.6              | Form of Indemnification Agreement, by and between Flowers Foods, Inc., certain executive officers and the directors of Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K, dated March 28, 2003, File No. 1-16247).            |
| 10.7              | Form of Continuation of Employment Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K dated March 4, 2009, File No. 1016247).                  |
| 10.8              | Ninth Amendment to the Flowers Foods, Inc. Retirement Plan No. 1, dated November 7, 2005, as amended and restated effective as of March 26, 2001 (Incorporated by reference to Flowers Foods Quarterly Report on Form 10-Q dated November 17, 2005, File No. 1-16247). |
| 10.9              | Amended and Restated Credit Agreement, dated as of May 20, 2011, by and among, Flowers Foods, Inc., the Lenders party thereto from time to time, Deutsche Bank AG, New York Branch, as administrative agent, Bank of America,  |

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N.A., as syndication agent, and Cooperative Centrale Raiffeisen-Boerenleen Bank, B.A., Rabobank International, New York Branch, Branch Banking & Trust Company and Regions Bank, as co-documentation agents (Incorporated by reference to Flowers Foods' Current Report on Form 8-K dated May 26, 2011, File No. 1-16247).

10.10

Agreement and Plan of Merger, dated June 23, 2008, by and among, Flowers Foods, Inc., Peachtree Acquisition Co., LLC, Holsum Bakery, Inc., Lloyd Edward Eisele, Jr. and The Lloyd Edward Eisele, Jr. Revocable Trust (Incorporated by reference to Flowers Foods' Current Report on Form 8-K/A dated June 25, 2008, File No. 1-16247).



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|          |  |
|----------|--|
| 10.11    | Credit Agreement, dated as of August 1, 2008, among Flowers Foods, Inc., the Lenders Party thereto from time to time, Bank of America N.A., Cooperative Centrale Raiffeisen-Boerenleen Bank, B.A., Rabobank International, New York Branch, and Branch Banking & Trust Company as co-documentation agents, SunTrust Bank, as syndication agent, and Deutsche Bank AG, New York Branch, as administrative agent (Incorporated by reference to Flowers Foods Current Report on Form 8-K dated August 6, 2008, File No. 1-16247). |
| 10.12    | First Amendment to the Credit Agreement, dated May 20, 2011, among Flowers Foods, Inc., the lenders party to the Credit Agreement and Deutsche Bank AG, New York Branch, as administrative agent (Incorporated by reference to Flowers Foods Current Report on Form 8-K dated May 26, 2011, File No. 1-16247).   |
| 10.13    | Form of 2009 Nonqualified Stock Option Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K dated March 4, 2009, File No. 1-16247).  |
| 10.14    | Form of 2010 Restricted Stock Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K dated March 3, 2010, File No. 1-16247).   |
| 10.15    | Form of 2010 Nonqualified Stock Option Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K dated March 3, 2010, File No. 1-16247).  |
| 10.16    | Form of 2010 Deferred Shares Agreement, by and between Flowers Foods, Inc. and certain members of the Board of Directors of Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K dated February 23, 2011, File No. 1-16247).   |
| 10.17    | Form of 2011 Restricted Stock Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K dated February 23, 2011, File No. 1-16247).   |
| 10.18    | Form of 2011 Nonqualified Stock Option Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Flowers Foods Annual Report on Form 10-K dated February 23, 2011, File No. 1-16247).  |
| 10.19    | Acquisition Agreement by and among Flowers Foods, Inc., Lobsterco I, LLC, Lepage Bakeries, Inc., RAL, Inc., Bakeast Company, Bakeast Holdings, Inc., and the equity holders named therein dated May 31, 2012. (Incorporated by reference to Flowers Foods Current Report on Form 8-K dated June 1, 2012, File No. 1-16247).  |
| 10.20    | Agreement and Plan of Merger by and among Flowers Foods, Inc., Lobsterco II, LLC, Aarow Leasing, Inc., The Everest Company, Incorporated and the shareholders named therein dated May 31, 2012. (Incorporated by reference to Flowers Foods Current Report on Form 8-K dated June 1, 2012, File No. 1-16247).  |
| *31.1    | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| *31.2    | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| *31.3    | Certification of Chief Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| *32      | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by George E. Deese, Chief Executive Officer, R. Steve Kinsey, Chief Financial Officer and Karyl H. Lauder, Chief Accounting Officer for the Quarter Ended July 16, 2011.   |
| *101.INS | XBRL Instance Document.  |
| *101.SCH | XBRL Taxonomy Extension Schema Linkbase.   |
| *101.CAL | XBRL Taxonomy Extension Calculation Linkbase.  |
| *101.DEF | XBRL Taxonomy Extension Definition Linkbase.   |
| *101.LAB | XBRL Taxonomy Extension Label Linkbase.  |
| *101.PRE | XBRL Taxonomy Extension Presentation Linkbase.   |

\* Filed herewith