

SANDERSON FARMS INC
Form 8-K
March 01, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 26, 2019

SANDERSON FARMS, INC.

(Exact name of registrant as specified in its charter)

**Mississippi
(State or other jurisdiction
of incorporation)**

**1-14977
(Commission
File Number)**

**64-0615843
(I.R.S. Employer
Identification No.)**

127 Flynt Road

39443

Laurel, Mississippi
(Address of principal executive offices) **(Zip Code)**
(601) 649-4030

(Registrant's telephone number, including area code)

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

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

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

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

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 2 Financial Information

Item 2.02 Results of Operations and Financial Condition.

On February 26, 2019, the Registrant issued a press release announcing its earnings for its fiscal quarter ended January 31, 2019. The press release is furnished herewith as Exhibit 99.1. Also on February 26, 2019, the Registrant held a conference call to discuss its earnings for its fiscal quarter ended January 31, 2019. A transcript of the conference call is furnished herewith as Exhibit 99.2. The information in the press release and transcript is not to be considered filed for purposes of the Securities Exchange Act of 1934, as amended (the Exchange Act), and is not incorporated by reference into the Registrant's filings under the Securities Act of 1933, as amended (the Securities Act).

**CAUTIONARY STATEMENT REGARDING RISKS AND UNCERTAINTIES
THAT MAY AFFECT FUTURE PERFORMANCE**

Exhibit 99.2 to this Current Report may include forward-looking statements within the meaning of the Safe Harbor provisions of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements are based on a number of assumptions about future events and are subject to various risks, uncertainties and other factors that may cause actual results to differ materially from the views, beliefs and estimates expressed in such statements. These risks, uncertainties and other factors include, but are not limited to, the risks described in Exhibit 99.1 to this Current Report and in the Registrant's Annual Report on Form 10-K for the year ended October 31, 2018, and in subsequent Quarterly Reports on Form 10-Q. The risks cannot be controlled by the Registrant. Readers are cautioned not to place undue reliance on forward-looking statements made by or on behalf of the Registrant. Each such statement speaks only as of the day it was made. The Registrant undertakes no obligation to update or to revise any forward-looking statements. The factors cannot be controlled by the Registrant. When used in Exhibit 99.2 to this Current Report, the words believes, estimates, plans, expects, should, could, outlook, and anticipates and words are intended to identify forward-looking statements. Examples of forward-looking statements include statements about the Registrant's beliefs about growth plans, future demand for its products, future prices for feed grains, future expenses, future production levels, future earnings, future growth plans or other industry conditions.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
99.1	<u>Press release of Sanderson Farms, Inc. dated February 26, 2019.</u>
99.2	<u>Transcript of conference call held by Sanderson Farms, Inc. on February 26, 2019.</u>

EXHIBIT INDEX

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SIGNATURES

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

SANDERSON FARMS, INC.

(Registrant)

Date: March 1, 2019

*By: /s/ D. Michael Cockrell
D. Michael Cockrell
Treasurer and Chief Financial Officer*