SMITHFIELD FOODS INC
Form 10-Q
April 28, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 3, 2016

COMMISSION FILE NUMBER 1-15321

SMITHFIELD FOODS, INC.

200 Commerce Street
Smithfield, Virginia 23430
(757) 365-3000

Virginia	52-0845861
(State of Incorporation)	(I.R.S. Employer Identification Number)

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 o No x

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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.

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer	x	Smaller reporting company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

At April 28, 2016, 1,000 shares of the registrant's Common Stock (no par value per share) were outstanding.

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SMITHFIELD FOODS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(in millions and unaudited)

	Three Months Ended	
	April 3, 2016	March 29, 2015
Sales	$3,306.3	$3,616.5
Cost of sales	2,893.9	3,210.4
Gross profit	412.4	406.1
Selling, general and administrative expenses	208.1	221.9
Income from equity method investments	(5.8)	(4.0)
Operating profit	210.1	188.2
Interest expense	32.0	34.7
Non-operating loss	—	12.8
Income before income taxes	178.1	140.7
Income tax expense	57.1	43.7
Net income	$121.0	$97.0

See Notes to Consolidated Condensed Financial Statements

SMITHFIELD FOODS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(in millions and unaudited)

	Three Months Ended	
	April 3, 2016	March 29, 2015
Net income	$121.0	$ 97.0
Other comprehensive income (loss), net of tax:		
Foreign currency translation	33.5	(84.3)
Pension accounting	1.2	0.7
Hedge accounting	13.0	24.5
Total other comprehensive income (loss)	47.7	(59.1)
Comprehensive income	$168.7	$ 37.9

See Notes to Consolidated Condensed Financial Statements

SMITHFIELD FOODS, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS
(in millions, except share data)
(unaudited)

	April 3, 2016	January 3, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$260.6	$704.9
Accounts receivable, net	746.0	760.0
Inventories	2,204.2	2,099.7
Prepaid expenses and other current assets	119.8	176.4
Total current assets	3,330.6	3,741.0
Property, plant and equipment, net	2,908.1	2,867.3
Goodwill	1,623.2	1,619.5
Intangible assets, net	1,369.0	1,365.7
Investments	137.1	142.5
Other assets	134.4	158.0
Total assets	$9,502.4	$9,894.0
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt and capital lease obligations	49.7	30.3
Accounts payable	379.5	686.1
Accrued expenses and other current liabilities	742.8	828.3
Total current liabilities	1,172.0	1,544.7
Long-term debt and capital lease obligations	2,276.4	2,257.9
Other liabilities	1,079.8	1,216.5
Redeemable noncontrolling interests	55.7	53.9
Commitments and contingencies		
Equity:		
Shareholder's equity:		
Common stock, no par value, 1,000 shares authorized; 1,000 issued and outstanding	—	—
Additional paid-in capital	4,187.4	4,185.1
Retained earnings	1,060.5	1,013.1
Accumulated other comprehensive loss	(330.0)	(377.7)
Total shareholder's equity	4,917.9	4,820.5
Noncontrolling interests	0.6	0.5
Total equity	4,918.5	4,821.0
Total liabilities and equity	$9,502.4	$9,894.0

See Notes to Consolidated Condensed Financial Statements

SMITHFIELD FOODS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(in millions and unaudited)

	Three Months Ended	
	April 3, 2016	March 29, 2015
Cash flows from operating activities:		
Net income	$121.0	$ 97.0
Adjustments to reconcile net cash flows from operating activities:		
Depreciation and amortization	58.6	58.0
Income from equity method investments	(5.8)	(4.0)
Changes in operating assets and liabilities and other, net	(493.0)	(155.5)
Net cash flows from operating activities	(319.2)	(4.5)
Cash flows from investing activities:		
Capital expenditures	(76.8)	(67.7)
Net expenditures from breeding stock transactions	(14.9)	(13.2)
Proceeds from the sale of property, plant and equipment	0.3	1.1
Other	(0.2)	—
Net cash flows from investing activities	(91.6)	(79.8)
Cash flows from financing activities:		
Proceeds from the issuance of long-term debt	30.0	—
Principal payments on long-term debt and capital lease obligations	(0.2)	(408.6)
Proceeds from Securitization Facility	—	230.0
Payments on Securitization Facility	—	(85.0)
Net proceeds (payments) on revolving credit facilities	8.4	(14.6)
Payment of dividends	(73.6)	—
Net cash flows from financing activities	(35.4)	(278.2)
Effect of foreign exchange rate changes on cash	1.9	(4.1)
Net change in cash and cash equivalents	(444.3)	(366.6)
Cash and cash equivalents at beginning of period	704.9	433.5
Cash and cash equivalents at end of period	$260.6	$ 66.9

See Notes to Consolidated Condensed Financial Statements

SMITHFIELD FOODS, INC.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
Basis of Presentation
Organization

Smithfield Foods, Inc., together with its subsidiaries ("Smithfield," "the Company," "we," "us" or "our"), is the largest hog producer and pork processor in the world. We produce and market a wide variety of fresh meat and packaged meats products both domestically and internationally. We conduct our operations through five reportable segments: Fresh Pork, Packaged Meats, Hog Production, International and Corporate.

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. You should read these statements and notes in conjunction with the audited consolidated financial statements and the related notes included in our report on Form 10-K for the twelve months ended January 3, 2016. The information reflects all normal recurring adjustments which we believe are necessary to present fairly the financial position and results of operations for all periods included. Certain prior year amounts have been reclassified to conform to current year presentation.
The three months ended April 3, 2016 correspond to the first quarter of 2016 and the three months ended March 29, 2015 correspond to the first quarter of 2015.
Recently Issued Accounting Pronouncements
In May 2014, the Financial Accounting Standards Board (FASB) and International Accounting Standards Board (IASB) issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Topic 606) (ASU 2014-09). The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. The core principle of the revenue model is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU applies to all contracts with customers, except those that are within the scope of other topics in the FASB Accounting Standards Codification. Compared with current U.S. GAAP, the ASU also requires significantly expanded disclosures about revenue recognition. In August 2015, the FASB issued Accounting Standards Update 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date (ASU 2015-14) which defers the effective date by one year to fiscal year and interim periods within those years beginning after December 15, 2017. Early adoption is permitted as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within those annual periods. The guidance is not currently effective for us and has not been applied in this Form 10-Q. We are currently in the process of evaluating the potential impact of future adoption but at this time do not anticipate it will have a material impact on our consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update 2016-02, Leases (Topic 842) (ASU 2016-02). ASU 2016-02 requires that a lessee should recognize a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term on the balance sheet and to disclose qualitative and quantitative information about lease transactions, such as information about variable lease payments and options to renew and terminate leases. The new guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2018 with early adoption permitted. We are currently in the process of evaluating the impact of adoption on our consolidated financial statements.

In March 2016, the FASB issued Accounting Standards update 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (ASU 2016-09). ASU 2016-09 addresses several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. The new guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2016 with early adoption permitted. We are currently in the process of evaluating the impact of adoption on our consolidated financial statements.

NOTE 2: INVENTORIES

Inventories consist of the following:

	April 3, 2016	January 3, 2016
	(in millions)	
Fresh and packaged meats	$1,034.5	$885.2
Livestock	872.9	882.3
Grains	164.4	204.5
Manufacturing supplies	87.0	80.3
Other	45.4	47.4
Total inventories	$2,204.2	$2,099.7

NOTE 3: DERIVATIVE FINANCIAL INSTRUMENTS

Our meat processing and hog production operations use various raw materials, primarily live hogs, corn and soybean meal, which are actively traded on commodity exchanges. We hedge these commodities when we determine conditions are appropriate to mitigate price risk. While this hedging may limit our ability to participate in gains from favorable commodity fluctuations, it also tends to reduce the risk of loss from adverse changes in raw material prices. We attempt to closely match the commodity contract terms with the hedged item. We also periodically enter into interest rate swaps to hedge exposure to changes in interest rates on certain financial instruments and foreign exchange forward contracts to hedge certain exposures to fluctuating foreign currency rates.

We record all derivatives in the balance sheet as either assets or liabilities at fair value. Accounting for changes in the fair value of a derivative depends on whether it qualifies and has been designated as part of a hedging relationship. For derivatives that qualify and have been designated as hedges for accounting purposes, changes in fair value have no net impact on earnings, to the extent the derivative is considered perfectly effective in achieving offsetting changes in fair value or cash flows attributable to the risk being hedged, until the hedged item is recognized in earnings (commonly referred to as the "hedge accounting" method). For derivatives that do not qualify or are not designated as hedging instruments for accounting purposes, changes in fair value are recorded in current period earnings (commonly referred to as the "mark-to-market" method). We may elect either method of accounting for our derivative portfolio, assuming all the necessary requirements are met. We have in the past availed ourselves of either acceptable method and expect to do so in the future. We believe all of our derivative instruments represent economic hedges against changes in prices and rates, regardless of their designation for accounting purposes.

Changes in commodity prices could have a significant impact on cash deposit requirements under our broker and counter-party agreements. Additionally, certain of our derivative contracts contain credit risk-related contingent features, which would require us to post additional cash collateral to cover net losses on open derivative instruments if our credit rating was downgraded. As of April 3, 2016, the net liability position of our open derivative instruments that are subject to credit risk related contingent features was not material.

We are exposed to losses in the event of nonperformance or nonpayment by counter parties under financial instruments. Although our counter parties primarily consist of financial institutions that are investment grade, there is still a possibility that one or more of these companies could default. However, a majority of our financial instruments are exchange traded futures contracts held with brokers and counter parties with whom we maintain margin accounts that are settled on a daily basis, thereby limiting our credit exposure to non-exchange traded derivatives. Determination of the credit quality of our counter parties is based upon a number of factors, including credit ratings and our evaluation of their financial condition. As of April 3, 2016, we had no significant credit exposure on non-exchange traded derivative contracts. No significant concentrations of credit risk existed as of April 3, 2016.

The size and mix of our derivative portfolio varies from time to time based upon our analysis of current and future market conditions. All derivative contracts are recorded in prepaid expenses and other current assets or accrued expenses and other current liabilities within the consolidated condensed balance sheets, as appropriate.

The following table presents the fair values of our open derivative financial instruments on a gross basis.

	Assets		Liabilities	
	April 3, 2016	January 3, 2016	April 3, 2016	January 3, 2016
	(in millions)		(in millions)	
Derivatives using the "hedge accounting" method:				
Grain contracts	$0.9	$ 1.1	$22.8	$ 32.3
Livestock contracts	20.1	11.3	0.7	—
Interest rate swaps	—	—	0.2	0.2
Foreign exchange contracts	1.0	—	0.2	1.2
Total	22.0	12.4	23.9	33.7
Derivatives using the "mark-to-market" method:				
Grain contracts	3.9	4.2	1.4	1.0
Livestock contracts	3.9	8.3	0.5	0.8
Energy contracts	0.4	—	13.3	15.7
Foreign exchange contracts	0.1	0.4	1.5	0.3
Total	8.3	12.9	16.7	17.8
Total fair value of derivative instruments	$30.3	$ 25.3	$40.6	$ 51.5

The majority of our derivatives are exchange traded futures contracts held with brokers, subject to netting arrangements that are enforceable during the ordinary course of business. Additionally, we have a smaller portfolio of over-the-counter derivatives that are held by counterparties under netting arrangements found in typical master netting agreements. These agreements legally allow for net settlement in the event of bankruptcy. We offset the fair values of derivative assets and liabilities, along with the related cash collateral, that are executed with the same counterparty under these arrangements in the consolidated balance sheet. The following tables reconcile the gross amounts of derivative assets and liabilities to the net amounts presented in our consolidated condensed balance sheets and the related effects of cash collateral under netting arrangements that provide a legal right of offset of assets and liabilities.

	April 3, 2016				
	Gross Amount of Derivative Assets/Liabilities	Netting of Derivative Assets/Liabilities	Net Derivative Assets/Liabilities	Cash Collateral	Net Amount Presented in the Condensed Consolidated Balance Sheet
	(in millions)				
Assets:					
Commodities	$29.2	$ (11.2)	$ 18.0	$ 27.7	$ 45.7
Foreign exchange contracts	1.1	(1.1)	—	—	—
Total	$30.3	$ (12.3)	$ 18.0	$ 27.7	$ 45.7
Liabilities:					
Commodities	38.7	(11.2)	27.5	(21.1)	6.4
Interest rate swaps	0.2	—	0.2	—	0.2
Foreign exchange contracts	1.7	(1.1)	0.6	0.1	0.7
Total	$40.6	$ (12.3)	$ 28.3	$ (21.0)	$ 7.3

	January 3, 2016				
	Gross Amount of Derivative Assets/ Liabilities	Netting of Derivative Assets/ Liabilities	Net Derivative Assets/Liabilities	Cash Collateral	Net Amount Presented in the Condensed Consolidated Balance Sheet
	(in millions)				
Assets:					
Commodities	$24.9	$ (14.1)	$ 10.8	$ 16.1	$ 26.9
Foreign exchange contracts	0.4	(0.4)	—	—	—
Total	$25.3	$ (14.5)	$ 10.8	$ 16.1	$ 26.9
Liabilities:					
Commodities	49.8	(14.1)	35.7	(26.9)	8.8
Interest rate swaps	0.2	—	0.2	—	0.2
Foreign exchange contracts	1.5	(0.4)	1.1	—	1.1
Total	$51.5	$ (14.5)	$ 37.0	$ (26.9)	$ 10.1

See Note 9—Fair Value Measurements for additional information about the fair value of our derivatives.

Hedge Accounting Method

Cash Flow Hedges

We enter into derivative instruments, such as futures, swaps and options contracts, to manage our exposure to the variability in expected future cash flows attributable to commodity price risk associated with the forecasted sale of live hogs and fresh pork, and the forecasted purchase of corn, wheat and soybean meal. In addition, we enter into interest rate swaps to manage our exposure to changes in interest rates associated with our variable interest rate debt, and we enter into foreign exchange contracts to manage our exposure to the variability in expected future cash flows attributable to changes in foreign exchange rates associated with the forecasted purchase or sale of assets denominated in foreign currencies. As of April 3, 2016, we had no cash flow hedges for forecasted transactions beyond December 2016.

When cash flow hedge accounting is applied, derivative gains or losses are recognized as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transactions affect earnings. The ineffective portion of derivative gains and losses is recognized as part of current period earnings. Derivative gains and losses, when reclassified into earnings, are recorded in cost of sales for grain contracts, sales for lean hog contracts, interest expense for interest rate contracts, and sales and selling, general and administrative expenses (SG&A) for foreign exchange contracts. Gains and losses on derivatives designed to hedge price risk associated with fresh pork sales are recorded in the Hog Production segment.

During the three months ended April 3, 2016, the range of notional volumes associated with open derivative instruments designated in cash flow hedging relationships was as follows:

	Minimum	Maximum	Metric
Commodities:			
Corn	64,945,000	85,585,000	Bushels
Soybean meal	508,300	715,300	Tons
Lean hogs	150,040,000	831,040,000	Pounds
Interest rate	17,238,832	17,756,583	U.S. Dollars

Foreign currency [1]	30,923,843	41,977,646	U.S. Dollars

[1] Amounts represent the U.S. dollar equivalent of various foreign currency contracts.

The following table presents the effects on our consolidated condensed financial statements of pre-tax gains and losses on derivative instruments designated in cash flow hedging relationships for the periods indicated:

	Gains (Losses) Recognized in Other Comprehensive Income (Loss) on Derivative (Effective Portion)		Gains (Losses) Reclassified from Accumulated Other Comprehensive Loss into Earnings (Effective Portion)		Gains (Losses) Recognized in Earnings on Derivative (Ineffective Portion)	
	Three Months Ended		Three Months Ended		Three Months Ended	
	April 3, 2016	March 29, 2015	April 3, 2016	March 29, 2015	April 3, 2016	March 29, 2015
	(in millions)		(in millions)		(in millions)	
Commodity contracts:						
Grain contracts	$(2.3)	$(31.0)	$(11.7)	$(23.8)	$(0.3)	$(3.4)
Lean hog contracts	13.6	132.3	4.7	83.0	0.6	1.5
Interest rate swaps	—	(0.1)	—	—	—	—
Foreign exchange contracts	1.5	(1.7)	(0.4)	(0.6)	—	—
Total	$12.8	$99.5	$(7.4)	$58.6	$0.3	$(1.9)

For the periods presented, foreign exchange contracts were determined to be highly effective. We have excluded from the assessment of effectiveness differences between spot and forward rates, which we have determined to be immaterial.

As of April 3, 2016, there were deferred net losses of $7.4 million, net of tax of $4.9 million, in accumulated other comprehensive income (loss). We expect to reclassify $10.4 million ($6.4 million net of tax) of deferred net losses on closed commodity contracts into earnings within the next twelve months. We are unable to estimate the amount of unrealized gains or losses to be reclassified into earnings within the next twelve months related to open contracts as their values are subject to change.

Fair Value Hedges

We enter into derivative instruments (primarily futures contracts) that are designed to hedge changes in the fair value of live hog inventories and firm commitments to buy grains. When fair value hedge accounting is applied, derivative gains and losses are recognized in earnings currently along with the change in fair value of the hedged item attributable to the risk being hedged. The gains or losses on the derivative instruments and the offsetting losses or gains on the related hedged items are recorded in cost of sales for commodity contracts.

During the three months ended April 3, 2016, the range of notional volumes associated with open derivative instruments designated in fair value hedging relationships was as follows:

	Minimum	Maximum	Metric
Commodities:			
Corn	1,025,000	4,950,000	Bushels

The following table presents the effects on our consolidated condensed statements of income of gains and losses on derivative instruments designated in fair value hedging relationships and the related hedged items for the periods indicated:

	Gains Recognized in Earnings on Derivative	Losses Recognized in Earnings on Related Hedged Item

	Three Months Ended		Three Months Ended	
	April 3, 2016	March 29, 2015	April 3, 2016	March 29, 2015
	(in millions)		(in millions)	
Commodity contracts	$ 0.4	$ 2.0	$ (0.4)	$ (1.9)

We recognized gains of $1.5 million and $1.0 million for the three months ended April 3, 2016 and March 29, 2015, respectively, on closed commodity derivative contracts as the underlying cash transactions affected earnings.

Mark-to-Market Method

Derivative instruments that are not designated as a hedge, have been de-designated from a hedging relationship, or do not meet the criteria for hedge accounting are marked-to-market with the unrealized gains and losses together with actual realized gains and losses from closed contracts being recognized in current period earnings. Under the mark-to-market method, gains and losses are recorded in cost of sales for commodity contracts and SG&A for foreign exchange contracts.

During the three months ended April 3, 2016, the range of notional volumes associated with open derivative instruments using the "mark-to-market" method was as follows:

	Minimum	Maximum	Metric
Commodities:			
Lean hogs	200,000	78,360,000	Pounds
Corn	8,980,000	15,555,000	Bushels
Soybean meal	1,400	50,600	Tons
Soybeans	610,000	3,060,000	Bushels
Wheat	3,680,000	5,190,000	Bushels
Natural gas	7,790,000	10,190,000	Million BTU
Heating oil	1,470,000	2,100,000	Gallons
Live cattle	8,600,000	13,440,000	Pounds
Diesel	3,619,000	12,362,000	Gallons
Crude oil	27,000	36,000	Barrels
Foreign currency [1]	20,189,882	42,763,669	U.S. Dollars

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[1] Amounts represent the U.S. dollar equivalent of various foreign currency contracts.

The following table presents the amount of gains (losses) recognized in the consolidated condensed statements of income on derivative instruments using the "mark-to-market" method by type of derivative contract for the periods indicated:

	Three Months Ended	
	April 3, 2016	March 29, 2015
	(in millions)	
Commodity contracts	$3.2	$ (28.3)
Foreign exchange contracts	(1.1)	(1.2)
Total	$2.1	$ (29.5)

The table above reflects gains and losses from both open and closed contracts including, among other things, gains and losses related to contracts designed to hedge price movements that occur entirely within a quarter. The table includes amounts for both realized and unrealized gains and losses. The table is not, therefore, a simple representation of unrealized gains and losses recognized in the income statement during any period presented.

NOTE 4: INVESTMENTS

Investments consist of the following:

Equity Investment	% Owned	April 3, 2016	January 3, 2016
		(in millions)	
Mexican joint ventures	50%	110.8	116.6
Other	Various	26.3	25.9
Total investments		$137.1	$ 142.5

We record our share of earnings and losses from our equity method investments in income from equity method investments. Some of these results are reported on a one-month lag which, in our opinion, does not materially impact our consolidated condensed financial statements.

(Income) loss from equity method investments consists of the following:

Equity Investment	Segment	Three Months Ended April 3, 2016	March 29, 2015
		(in millions)	
Mexican joint ventures	International	$(4.8)	$ (7.2)
Campofrío Food Group (CFG)	International	—	3.1
All other equity method investments	Various	(1.0)	0.1
Income from equity method investments		$(5.8)	$ (4.0)

NOTE 5: DEBT

Working Capital Facilities

As of April 3, 2016, we had aggregate credit facilities totaling $1.5 billion, including an inventory-based revolving credit facility totaling $1.025 billion (the Inventory Revolver), an accounts receivable securitization facility totaling $325.0 million (the Securitization Facility) and international credit facilities totaling $176.1 million. As of April 3, 2016, our unused capacity under these credit facilities was $1.3 billion.

As part of the Securitization Facility agreement, all accounts receivable of our major Fresh Pork and Packaged Meats subsidiaries are sold to a wholly owned "bankruptcy remote" special purpose vehicle (SPV). The SPV pledges the receivables as security for loans and letters of credit. The SPV is included in our consolidated financial statements and therefore, the accounts receivable owned by it are included in our consolidated balance sheet. However, the accounts receivable owned by the SPV are separate and distinct from our other assets and are not available to our other creditors should we become insolvent. As of April 3, 2016, the SPV held $495.1 million of accounts receivable.

NOTE 6: GUARANTEES

As part of our business, we are a party to various financial guarantees and other commitments as described below. These arrangements involve elements of performance and credit risk that are not included in the consolidated condensed balance sheets. We could become liable in connection with these obligations depending on the performance of the guaranteed party or the occurrence of future events that we are unable to predict. If we consider it probable that we will become responsible for an obligation, we will record the liability on our consolidated balance sheet.

As of April 3, 2016, we continued to guarantee $6.4 million of leases that were transferred to JBS S.A. in connection with the sale of Smithfield Beef, Inc which closed in October 2008. This guaranty may remain in place until the leases expire through February 2022.

NOTE 7: PENSION PLANS

The components of net periodic pension cost consist of:

	Three Months Ended April 3, 2016	March 29, 2015
	(in millions)	
Service cost	$12.8	$ 15.1
Interest cost	20.4	19.0
Expected return on plan assets	(24.7)	(22.1)
Net amortization	2.3	1.2
Net periodic pension cost	$10.8	$ 13.2

In January 2016, we made a $125.0 million voluntary contribution to fund our qualified pension plans.

NOTE 8: EQUITY

Other Comprehensive Income (Loss)

The following tables present changes in the accumulated balances for each component of other comprehensive income (loss) and the related effects on net income of amounts reclassified out of other comprehensive income (loss).

	Three Months Ended					
	April 3, 2016			March 29, 2015		
	Before Tax	Tax	After Tax	Before Tax	Tax	After Tax
	(in millions)					
Foreign currency translation:						
Translation adjustment arising during the period	$33.7	$(0.2)	$33.5	$(95.0)	$10.7	$(84.3)
Pension accounting:						
Amortization of actuarial losses and prior service credits reclassified to cost of sales	1.2	(0.6)	0.6	1.0	(0.4)	0.6
Amortization of actuarial losses and prior service credits reclassified to SG&A	1.1	(0.5)	0.6	0.2	(0.1)	0.1
Hedge accounting:						
Gains arising during the period	12.8	(4.6)	8.2	99.5	(39.1)	60.4
Gains reclassified to sales	(4.3)	1.8	(2.5)	(82.4)	32.1	(50.3)
Losses reclassified to cost of sales	11.7	(4.4)	7.3	23.8	(9.4)	14.4
Total other comprehensive income (loss)	$56.2	$(8.5)	$47.7	$(52.9)	$(6.2)	$(59.1)

Dividend

We paid a $73.6 million dividend during the current quarter to our parent company, recorded as a reduction to retained earnings.

NOTE 9: FAIR VALUE MEASUREMENTS

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. We are required to consider and reflect the assumptions of market participants in fair value calculations. These factors include nonperformance risk (the risk that an obligation will not be fulfilled) and credit risk, both of the reporting entity (for liabilities) and of the counterparty (for assets).

We use, as appropriate, a market approach (generally, data from market transactions), an income approach (generally, present value techniques), and/or a cost approach (generally, replacement cost) to measure the fair value of an asset or liability. These valuation approaches incorporate inputs, such as observable, independent market data, that we believe are predicated on the assumptions market participants would use to price an asset or liability. These inputs may incorporate, as applicable, certain risks such as nonperformance risk, which includes credit risk.

The FASB has established a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The fair value hierarchy gives the highest priority to quoted market prices (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of inputs used to measure fair value are as follows:

Level 1—quoted prices in active markets for identical assets or liabilities accessible by the reporting entity.

Level 2—observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3—unobservable for an asset or liability. Unobservable inputs should only be used to the extent observable inputs are not available.

We have classified assets and liabilities measured at fair value based on the lowest level of input that is significant to the fair value measurement. For the periods presented, we had no transfers of assets or liabilities between levels within the fair value hierarchy. The timing of any such transfers would be determined at the end of each reporting period.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables set forth, by level within the fair value hierarchy, our financial assets and liabilities, including assets held in a rabbi trust used to fund our non-qualified defined benefit plan, that were measured at fair value on a recurring basis as of April 3, 2016 and January 3, 2016:

	April 3, 2016				January 3, 2016			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(in millions)				(in millions)			
Assets								
Derivatives:								
Commodity contracts	$16.6	$ 1.4	$ —	$18.0	$10.8	$ —	$ —	$10.8
Insurance contracts	—	68.9	—	68.9	—	70.0	—	70.0
Total	$16.6	$ 70.3	$ —	$86.9	$10.8	$ 70.0	$ —	$80.8
Liabilities								
Derivatives:								
Commodity contracts	17.0	10.5	—	27.5	18.6	17.1	—	35.7
Interest rate swaps	—	0.2	—	0.2	—	0.2	—	0.2
Foreign exchange contracts	—	0.6	—	0.6	—	1.1	—	1.1
Total	$17.0	$ 11.3	$ —	$28.3	$18.6	$ 18.4	$ —	$37.0

The following are descriptions of the valuation methodologies and key inputs used to measure financial assets and liabilities recorded at fair value on a recurring basis:

Derivatives—Derivatives classified within Level 1 are valued using quoted market prices. In some cases where quoted market prices are not available, we value the derivatives using market based pricing models that utilize the net present value of estimated future cash flows to calculate fair value, in which case the measurements are classified within Level 2. These valuation models make use of market-based observable inputs, including exchange traded prices and rates, yield curves, credit curves, and measures of volatility.

Insurance contracts—Insurance contracts are valued at their cash surrender value using the daily asset unit value (AUV) which is based on the quoted market price of the underlying securities and classified within Level 2.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis after initial recognition; that is, the assets and liabilities are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances, for example, when there is evidence of impairment. During the three months ended April 3, 2016, we had no significant assets or liabilities that were measured and recorded at fair value on a nonrecurring basis.

Other Financial Instruments

We determine the fair value of public debt using Level 2 inputs based on quoted market prices. The carrying amount of all other debt approximates fair value as those instruments are based on variable interest rates. The following table presents the fair value and carrying value of long-term debt, including the current portion of long-term debt as of April 3, 2016 and January 3, 2016.

	April 3, 2016		January 3, 2016	
	Fair Value	Carrying Value	Fair Value	Carrying Value
	(in millions)			
Long-term debt, including current portion	$2,390.2	$2,301.3	$2,336.8	$2,263.7

The carrying amounts of cash and cash equivalents, accounts receivable, notes payable and accounts payable approximate their fair values because of the relatively short-term maturity of these instruments.

NOTE 10: CONTINGENCIES

Like other participants in our industry, we are subject to various laws and regulations administered by federal, state and other government entities, including the United States Environmental Protection Agency (EPA) and corresponding state agencies, as well as the United States Department of Agriculture, the Grain Inspection, Packers and Stockyard Administration, the United States Food and Drug Administration, the United States Occupational Safety and Health Administration, the Commodities and Futures Trading Commission and similar agencies in foreign countries.

We from time to time receive notices and inquiries from regulatory authorities and others asserting that we are not in compliance with such laws and regulations. In some instances, litigation ensues. In addition, individuals may initiate litigation against us.

North Carolina Nuisance Litigation

As previously disclosed in our Report on Form 10-K for the twelve months ended January 3, 2016, in July, August and September 2013, 25 complaints were filed in the Superior Court of Wake County, North Carolina by 479 individual plaintiffs against Smithfield and our wholly owned subsidiary, Murphy-Brown alleging causes of action for nuisance and related claims. All 25 complaints were dismissed without prejudice in September and October 2014.

In August, September and October 2014, 25 complaints were filed in the Eastern District of North Carolina by 515 individual plaintiffs against our wholly owned subsidiary, Murphy-Brown, alleging causes of action for nuisance and related claims. The complaints stemmed from the nuisance cases previously filed in the Superior Court of Wake County. On February 23, 2015, all 25 complaints were amended, one complaint was severed into two separate actions, and several additional plaintiffs were joined, bringing the total number of plaintiffs to 541. On June 29, 2015, the Court granted Murphy-Brown's motion to strike certain allegations in the complaints, and plaintiffs subsequently amended all 26 complaints pursuant to the Court's order. Ten plaintiffs dismissed their claims without prejudice. Murphy-Brown filed its answers and affirmative defenses to all 26 complaints on August 31, 2015, and the parties are engaging in discovery. During discovery, several additional plaintiffs dismissed their claims. The 26 currently pending complaints include claims on behalf of 516 plaintiffs and relate to approximately 14 company-owned and 75 contract farms. All 26 complaints include causes of action for temporary nuisance and negligence and seek recovery of an unspecified amount of compensatory, special and punitive damages. The Company believes that the claims are unfounded and intends to defend the suits vigorously.

Our policy for establishing accruals and disclosures for contingent liabilities is contained in Note 1—Summary of Significant Accounting Policies in our report on Form 10-K for the twelve months ended January 3, 2016. We established a reserve for our estimated expenses to defend against these and similar potential claims in 2013. Consequently, future expenses associated with these claims will not affect our profits or losses unless our reserve proves to be insufficient or excessive. However, legal expenses incurred in our and our subsidiaries' defense of these claims and any payments made to plaintiffs through unfavorable verdicts or otherwise will negatively impact our cash flows and our liquidity position. Given that these matters are in the very preliminary stages and given the inherent

uncertainty of the outcome for these and similar potential claims, we cannot estimate the reasonably possible loss or range of loss for these loss contingencies outside the expenses we will incur to defend against these claims. We will continue to review whether an additional accrual is necessary and whether we have the ability to estimate the reasonably possible loss or range of loss for these matters.

NOTE 11: REPORTABLE SEGMENTS

Our operating segments are determined on the basis of how we internally report and evaluate financial information used to make operating decisions and assess performance. For external reporting purposes, we aggregate operating segments which have similar economic characteristics, products, production processes, types or classes of customers and distribution methods into reportable segments based on a combination of factors, including products produced and geographic areas of operations. Our reportable segments are Fresh Pork, Packaged Meats, Hog Production, International and Corporate.

The Fresh Pork segment consists of our U.S. fresh pork operations. The Packaged Meats segment consists of our U.S. packaged meats operations. The Hog Production segment consists of our U.S. hog production operations. The International segment is comprised mainly of our meat processing and distribution operations in Poland, Romania and the United Kingdom, our interests in meat processing operations in Mexico, our hog production operations located in Poland and Romania, our interests in hog production operations in Mexico, and our former investment in CFG. The Corporate segment provides management and administrative services to support our other segments.

The following table presents sales and operating profit (loss) by segment for the periods indicated:

	Three Months Ended	
	April 3, 2016	March 29, 2015
	(in millions)	
Sales:		
Segment sales—		
Fresh Pork	$1,118.2	$1,334.1
Packaged Meats	1,745.3	1,709.6
Hog Production	620.3	806.4
International	316.8	330.2
Total segment sales	3,800.6	4,180.3
Intersegment sales—		
Fresh Pork	(15.2)	(14.7)
Hog Production	(468.1)	(538.8)
International	(11.0)	(10.3)
Total intersegment sales	(494.3)	(563.8)
Consolidated sales	$3,306.3	$3,616.5
Operating profit (loss):		
Fresh Pork	99.9	33.2
Packaged Meats	207.1	172.5
Hog Production	(83.5)	(6.4)
International	14.2	15.9
Corporate	(27.6)	(27.0)
Consolidated operating profit	$210.1	$188.2

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following information in conjunction with the unaudited consolidated condensed financial statements and the related notes in this Quarterly Report and the audited financial statements and the related notes as well as Management’s Discussion and Analysis of Financial Condition and Results of Operations contained in our report on Form 10-K for the twelve months ended January 3, 2016.

EXECUTIVE OVERVIEW

We are the largest hog producer and pork processor in the world. In the United States, we are also the leader in numerous packaged meats categories with popular brands including Smithfield®, Eckrich®, Farmland®, Armour® and John Morrell®. We are committed to providing good food in a responsible way and maintaining robust animal care, community involvement, employee safety, environmental, and food safety and quality programs.

We produce and market a wide variety of fresh meat and packaged meats products both domestically and internationally. We operate in a cyclical industry and our results are significantly affected by fluctuations in commodity prices for livestock (primarily hogs) and grains. Some of the factors that we believe are critical to the success of our business are our ability to:

- maintain and expand market share, particularly in packaged meats,
- develop and maintain strong customer relationships,
- continually innovate and differentiate our products,
- manage risk in volatile commodities markets, and
- maintain our position as a low cost producer of live hogs, fresh pork and packaged meats.

We conduct our operations through five reportable segments: Fresh Pork, Packaged Meats, Hog Production, International and Corporate. The Fresh Pork segment consists of our U.S. fresh pork operations. The Packaged Meats segment consists of our U.S. packaged meats operations. The Hog Production segment consists of our U.S. hog production operations. The International segment is comprised mainly of our meat processing and distribution operations in Poland, Romania and the United Kingdom, our interests in meat processing operations in Mexico, our hog production operations located in Poland and Romania, our interests in hog production operations in Mexico, and our former investment in CFG. The Corporate segment provides management and administrative services to support our other segments.

In February 2015, we announced an organizational realignment and key senior management appointments that unify all of our independent operating companies, brands, marketing and employees under one corporate umbrella. We believe moving to a more centralized structure allows for a more efficient and effective approach to customers, best utilizes management talent, maximizes the manufacturing platform and plant efficiency and optimizes marketing, innovation and brand management.

First Quarter Summary of Results

Net income for the first quarter of 2016 was $121.0 million compared to net income of $97.0 million for the first quarter of 2015. The following summarizes the operating results of each of our reportable segments and other significant changes impacting net income:

- Fresh Pork operating profit increased by $66.7 million primarily as a result of lower raw material costs.
- Packaged Meats operating profit increased by $34.6 million as a result of higher sales volume and lower raw material costs.
- Hog Production operating results decreased by $77.1 million primarily as a result of favorable hedging results in the prior year and lower live hog market prices in the current year.
- International operating profit decreased by $1.7 million primarily due to unfavorable foreign currency translation.

The following table provides a reconciliation of net income to EBITDA and adjusted EBITDA for all periods presented. EBITDA and adjusted EBITDA are non-GAAP measures. We believe EBITDA is a useful measure to our investors because it excludes the effects of financing and investing activities by eliminating interest and depreciation costs. We also believe adjusted EBITDA is a useful measure as it excludes the effect of non-operating activities. EBITDA and adjusted EBITDA are not intended to be substitutes for our comparable GAAP measures and should not be used by investors or other users of our financial statements as the sole basis for formulating decisions as they exclude a number of important cash and non-cash charges.

	Three Months Ended	
	April 3, 2016	March 29, 2015
	(in millions)	
Net income	$121.0	$ 97.0
Interest expense	32.0	34.7
Income tax expense	57.1	43.7
Depreciation and amortization	58.6	58.0
EBITDA	$268.7	$ 233.4
Non-operating loss	—	12.8
Adjusted EBITDA	$268.7	$ 246.2

Tender Offer

In January 2015, we commenced a cash tender offer for our 7.75% senior unsecured notes due July 2017, 5.25% senior unsecured notes due August 2018, 5.875% senior unsecured notes due August 2021 and 6.625% senior unsecured notes due August 2022, subject to a maximum aggregate purchase price up to $275 million (2015 Tender Offer). The 2015 Tender Offer expired in February 2015. As a result of the 2015 Tender Offer, we paid $275.0 million to repurchase $258.1 million of principal and recognized losses on debt extinguishment of $12.8 million, including the write-off of related unamortized premiums and debt issuance costs.

Renewable Fuel Standard

The federal Renewable Fuel Standard (RFS) program requires that bio-fuels be blended into transportation fuels at ever-increasing volumes up to 36 billion gallons in 2030. In October 2010, the Environmental Protection Agency (EPA) granted a “partial waiver” to a statutory bar under the Clean Air Act prohibiting fuel manufacturers from introducing fuel additives that are not “substantially similar” to those already approved and in use for vehicles of model year (MY) 1975 or later. Prior to the EPA's decision, the ethanol content of gasoline in the United States was limited to 10 percent (E10), which created a barrier, commonly referred to as the “blendwall,” to the expansion of blended bio-fuels as prescribed by the RFS. The EPA's decision allows fuel manufacturers to increase the ethanol content of gasoline to 15 percent (E15) for use in MY 2007 and newer light-duty motor vehicles, including passenger cars, light-duty trucks and medium-duty passenger vehicles. In January 2011, the EPA granted another partial waiver authorizing E15 use in MY 2001-2006 light-duty motor vehicles. Judicial challenges to these rulemakings by a coalition of industry groups were dismissed.

In 2013, the EPA issued a proposed rule that would have reduced the volume of renewable fuels mandated by statute and reflected the EPA’s estimate of what would actually be produced in 2014. In April 2015, the EPA entered into a proposed consent decree which would have them propose the 2015 RFS by June 1, 2015 and to finalize the 2014 and 2015 RFS targets by November 30, 2015. On May 29, 2015, the EPA proposed to establish the annual percentage standards for cellulosic biofuel, biomass-based diesel, advanced biofuel and total renewable fuels that apply to all gasoline and diesel produced or imported in years 2014, 2015 and 2016 as well as the volume of biomass-based diesel for 2017. The proposed volumes are below statutory levels, but above historical output of renewable fuels. On

November 30, 2015, the EPA finalized RFS standards for 2014, 2015 and 2016 at higher levels than the proposed volumes, but below statutory targets. The 2016 standard is set at 18.11 billion gallons of renewable fuels, or 10.10% of the motor fuel pool.

Representative Bob Goodlatte (R-VA) has re-introduced legislation in the 114th Congress that would eliminate the conventional (corn starch) ethanol mandate, cap the blendwall at E10, and require the EPA to set cellulosic standards at production levels. Additionally, Sens. Dianne Feinstein (D-CA) and Pat Toomey (R-PA) have introduced similar legislation which would eliminate the conventional ethanol mandate. Although the long-term impact of the RFS is currently unknown, studies have shown that expanded corn-based ethanol production has driven up the price of livestock feed and led to commodity-price volatility. We cannot presently assess the full economic impact of the RFS program on the meat processing industry or on our operations.

Country of Origin Labeling

Following a World Trade Organization (WTO) panel ruling on a complaint by Canada and Mexico that existing U.S. country- of-origin labeling (COOL) requirements violated the United States' WTO obligations, the USDA published a new rule effective May 23, 2013, Mandatory Country of Origin Labeling of Beef, Pork, Lamb, Chicken, Goat Meat, Wild and Farm-Raised Fish and Shellfish, Perishable Agricultural Commodities, Peanuts, Pecans, Ginseng, and Macadamia Nuts. 78 Fed. Reg. 31367 (May 24, 2013) (the 2013 Rule). The 2013 Rule requires, in part, that labels on covered meat products must list separately, in sequence, the specific country where the animal was "born," the country where it was "raised," and the country where it was "slaughtered." The rule also prohibits combining or commingling of meats with different "Born, Raised, and Slaughtered" combinations in the same package at retail.

On March 28, 2014 and on July 29, 2014, the U.S. Court of Appeals for the District of Columbia Circuit rejected a judicial challenge to these rulemakings by a coalition of industry groups. As of February 9, 2015, industry opponents dropped their lawsuit against the USDA. The Canadian and Mexican governments challenged the 2013 Rule before the Dispute Settlement Body (DSB) of the WTO. On October 20, 2014, the DSB issued panel reports finding in favor of Canada and Mexico and against the United States' 2013 Rule. An appeal of the DSB's ruling brought by the U.S. was rejected. Canada and Mexico are seeking a combined $3.2 billion in retaliatory tariffs against a range of U.S. agricultural and manufactured product exports, including frozen and chilled pork products. In December 2015, a WTO Arbitration Panel report set retaliatory tariffs against the United St