

MONSANTO CO /NEW/
Form 8-K
October 06, 2004

Table of Contents

As Filed with the Securities and Exchange Commission on October 6, 2004

**UNITED STATES
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): **October 6, 2004**

MONSANTO COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware (State of Incorporation)	001-16167 (Commission File Number)	43-1878297 (IRS Employer Identification No.)
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**800 North Lindbergh Boulevard
St. Louis, Missouri 63167**
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(314) 694-1000**

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 13a-4(c) under the Exchange Act (17 CFR 240.13a-4(c))
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TABLE OF CONTENTS

ITEM 2.02. Results of Operations and Financial Condition.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

SIGNATURE

EXHIBIT INDEX

Press Release

4th Quarter & Fiscal Yr 2004 Supplement Data-Unaudited

Table of Contents

ITEM 2.02. Results of Operations and Financial Condition.

On October 6, 2004, Monsanto Company issued a press release announcing its fourth quarter and fiscal year 2004 financial and operating results for the period ended August 31, 2004. This press release, as well as the fourth quarter and fiscal year 2004 unaudited supplemental data, are furnished as Exhibits 99.1 and 99.2 hereto, respectively, and incorporated herein by reference.

The press release furnished herewith uses the non-GAAP financial measures of free cash flow and EPS excluding the effect of certain items. We define free cash flow as the total of cash flows from operating activities and cash flows from investing activities. We believe that free cash flow is useful to investors and management as an indication of the ability of our business to generate cash. This cash can be used to meet business needs and obligations, reinvested into the company for future growth, or returned to our shareowners through dividend payments or share repurchases. Free cash flow is also used by management as one of the performance measures in determining incentive compensation.

Our non-GAAP EPS financial measure may exclude the impact of restructuring charges, charges associated with the settlement of litigation, gains and losses on the sale of assets, and certain other items. The specific items that are excluded from, and result in, our non-GAAP EPS financial measure are clearly identified as such in the press release. We believe that our non-GAAP EPS financial measure presented with these adjustments best reflect our ongoing performance and business operations during the periods presented and are more useful to investors for comparative purposes. In addition, management uses the non-GAAP EPS financial measure as a guide in its budgeting and long-range planning processes, and as a guide in determining incentive compensation.

The presentation of free cash flow and EPS excluding the effect of certain items is intended to supplement investors' understanding of our operating performance. These non-GAAP financial measures may not be comparable to similar measures used by other companies. Furthermore, these non-GAAP financial measures are not intended to replace net income (loss), cash flows, financial position, or comprehensive income (loss), as determined in accordance with accounting principles generally accepted in the United States.

We are furnishing the information contained in this report, including the Exhibits, pursuant to Item 2.02 Results of Operations and Financial Condition of Form 8-K promulgated by the Securities and Exchange Commission (SEC). This information shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (Exchange Act) or otherwise subject to the liabilities of that section, unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Exchange Act. By filing this report on Form 8-K and furnishing this information, we make no admission as to the materiality of any information in this report, including the Exhibits.

Table of Contents

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

The following exhibits are filed herewith:

Exhibit 99.1	Press Release, dated Oct. 6, 2004, issued by Monsanto Company
Exhibit 99.2	Fourth Quarter and Fiscal Year 2004 Supplemental Data Unaudited

SIGNATURE

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

Dated: October 6, 2004

MONSANTO COMPANY

By: /s/ Nancy E. Hamilton
Name: Nancy E. Hamilton
Title: Assistant Secretary

Table of Contents

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