

Edgar Filing: FLEMING COMPANIES INC /OK/ - Form NT 11-K

FLEMING COMPANIES INC /OK/  
Form NT 11-K  
June 23, 2004

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

SEC File Number  
001-08140

FORM 12b-25

CUSIP Number  
339130

NOTIFICATION OF LATE FILING

(Check One):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form N-SAR  Form N-CSR

For Period Ended: December 26, 2003

Transition Report on Form 10-K  Transition Report on Form 10-Q  
 Transition Report on Form 20-F  Transition Report on Form N-SAR  
 Transition Report on Form 11-K

For the Transition Period Ended: \_\_\_\_\_

NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION  
HAS VERIFIED ANY INFORMATION CONTAINED HEREIN.

If the notification relates to a portion of the filing checked above,  
identify the item(s) to which the notification relates: \_\_\_\_\_

PART I

REGISTRANT INFORMATION

Full name of registrant: Fleming Companies, Inc.  
Former name if applicable: Not Applicable  
Address of principal executive office (street and number): 1945 Lakepointe Drive  
City, state and zip code: Lewisville, Texas 75057

PART II

RULE 12B-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or  
expense and the registrant seeks relief pursuant to Rule 12b-25(b), the  
following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part III of this  
form could not be eliminated without unreasonable effort or

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expense;

- [X] (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- [ ] (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III  
NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Fleming Companies, Inc. 401(k) Plan (the "Plan") will file its Annual Report on Form 11-K for the fiscal year ended December 26, 2003 (the "2003 Form 11-K") on a delayed basis in order to complete the audit of the Plan. The audit has been delayed due to auditing issues related to the transfer of Fleming Companies, Inc.'s (the "Company") payroll information from a larger, more expensive internal system to a smaller, third party-provider. This transfer was made in order to lower systems costs; however, it has resulted in the unavailability of certain weekly payroll information that was not transferred to the new system provider.

PART IV  
OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Rebecca A. Roof	(972)	906-8000
(Name)	(Area Code)	(Telephone Number)

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(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

[ ] Yes [X] No

All Plan periodic reports have been filed during the preceding 12 months. However, the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2002, the Company's Quarterly Report on Form 10-Q for its first quarter ended April 19, 2003, the Company's Quarterly Report on Form 10-Q for its second quarter ended July 12, 2003, the Company's Quarterly Report on Form 10-Q for its third quarter ended October 4, 2003, the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 and the Company's Quarterly Report on Form 10-Q for its first quarter ended March 31,

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2004 have not yet been filed.

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

[ ] Yes [X] No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Fleming Companies, Inc.

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(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 23, 2004

By: /s/ Rebecca A. Roof

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Rebecca A. Roof  
Interim Chief Financial Officer