

FLOWERS FOODS INC
Form 8-K
November 10, 2005

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): November 10, 2005

FLOWERS FOODS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Georgia | 1-16247 | 58-2582379 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1919 Flowers Circle, Thomasville, GA

31757

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (229) 226-9110

Check the appropriate box below 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))
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Item 8.01. Other Events.

Set forth below is a reconciliation of net income to EBITDA (earnings before interest, taxes, depreciation and amortization) for the company's third quarter ended October 8, 2005.

Flowers Foods

Reconciliation of Net Income to EBITDA from Continuing Operations

(000's omitted)

| | For the 12 - Week Period Ended October 8, 2005 |
|---|---|
| Net Income | \$ 11,845 |
| Add loss from discontinued operations, net of tax | 1,627 |
| Add minority interest in variable interest entity | 1,125 |
| Add income tax expense | 8,257 |
| Subtract interest income, net | (1,483) |
| Add depreciation and amortization | 13,530 |
| EBITDA from Continuing Operations | \$ 34,901 |

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.

FLOWERS FOODS, INC.

By: /s/ Jimmy M. Woodward

Name: Jimmy M. Woodward
Title: Sr. Vice-President, Chief
Financial Officer and
Chief Accounting Officer

Date: November 10, 2005