

SANFILIPPO JOHN B & SON INC

Form 8-K

December 06, 2004

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**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): December 1, 2004

**JOHN B. SANFILIPPO & SON, INC.**

(Exact Name of Registrant as Specified in Charter)

|  |  |   |
|--|--|---|
| <b>Delaware</b><br>(State or Other Jurisdiction of<br>Incorporation) | <b>0-19681</b><br>(Commission File Number) | <b>36-2419677</b><br>(I.R.S. Employer Identification<br>Number) |
|--|--|---|

**2299 Busse Road, Elk Grove Village, Illinois 60007**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(847) 593-2300**

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 1.01 Entry into a Material Definitive Agreement.**

On December 1, 2004, John B. Sanfilippo & Son, Inc. (the Company ), U.S. Bank National Association, Sun Trust Bank, N.A. and LaSalle Bank National Association (collectively, the Lenders ) entered into the Consent, Waiver and Fifth Amendment to Credit Agreement (the Agreement ). The Agreement, among other things, allows the Company to proceed with its facility consolidation project in Elgin, Illinois, notwithstanding certain covenants in its existing Credit Agreement with the Lenders. The Agreement also allows the Company to secure up to \$65 million in unsecured financing. A copy of the Agreement is attached as an exhibit to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits**

The exhibits filed herewith are listed in the Exhibit Index which follows the signature page of this Current Report on Form 8-K.

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**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.

**JOHN B. SANFILIPPO & SON, INC.**

December 6, 2004

By: /s/ Michael J. Valentine  
Michael J. Valentine  
Executive Vice President Finance,  
Chief Financial Officer and Secretary

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**EXHIBIT INDEX**

| Exhibits | Description  |
|----------|--|
| 99.1     | Waiver and Fifth Amendment to Agreement by and among the Company and the Lenders |