

FLEMING COMPANIES INC /OK/

Form 8-K

December 23, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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 12, 2003

FLEMING COMPANIES, INC.

(Exact Name of Registrant as Specified in Charter)

Oklahoma

1-8140

48-0222760

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

1945 Lakepointe Drive, Lewisville, Texas

75057

(Address of Principal Executive Offices)

(Zip code)

Registrant's telephone number, including area code: (972) 906-8000

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Item 5. Other Events and Regulation FD Disclosure

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-99.1 Monthly Operating Report 9/7/03-10/4/03

EX-99.2 Monthly Operating Report 10/5/03-11/1/03

EX-99.3 Amended Monthly Report 8/10/03-9/6/03

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Item 5. Other Events and Regulation FD Disclosure.

On December 12, 2003, Fleming Companies, Inc. (the Company) filed its unaudited monthly operating report for the period September 7, 2003 through October 4, 2003 with the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court), a copy of which is attached hereto as Exhibit 99.1, in connection with its voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (Case No. 03-10945) (Jointly Administered) (the Chapter 11 Cases).

On December 19, 2003, the Company filed its unaudited monthly operating report for the period October 5, 2003 through November 1, 2003 and an amended unaudited monthly operating report for the period August 10, 2003 through September 6, 2003 with the Bankruptcy Court, copies of which are attached hereto as Exhibit 99.2 and Exhibit 99.3, respectively, in connection with the Chapter 11 Cases.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

- (a) Financial statements of businesses acquired.

Not applicable

- (b) Pro forma financial information.

Not applicable

- (c) Exhibits.

99.1 Monthly Operating Report of Fleming Companies, Inc. for the period September 7, 2003 through October 4, 2003.

99.2 Monthly Operating Report of Fleming Companies, Inc. for the period October 5, 2003 through November 1, 2003.

99.3 Amended Monthly Operating Report of Fleming Companies, Inc. for the period August 10, 2003 through September 6, 2003.

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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.

FLEMING COMPANIES, INC.

Date: December 22, 2003

By: /s/ Rebecca A. Roof

Rebecca A. Roof
Interim Chief Financial Officer

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EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|---|
| 99.1 | Monthly Operating Report of Fleming Companies, Inc. for the period September 7, 2003 through October 4, 2003. |
| 99.2 | Monthly Operating Report of Fleming Companies, Inc. for the period October 5, 2003 through November 1, 2003. |
| 99.3 | Amended Monthly Operating Report of Fleming Companies, Inc. for the period August 10, 2003 through September 6, 2003. |