

SANFILIPPO JOHN B & SON INC

Form SC 13D/A

January 16, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)
John B. Sanfilippo & Son, Inc.**

**(Name of Issuer)
Common Stock, par value \$.01 per share**

**(Title of Class of Securities)
800422 10 7**

**(CUSIP Number)
Jerry J. Burgdoerfer
Jenner & Block LLP, 330 N. Wabash, Chicago, IL 60611
312-923-2820**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
December 5, 2007**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SIGNATURE

Joint Filing Agreement

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CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

Jasper B. Sanfilippo

Check the Appropriate Box if a Member of a Group*

- (a) ☒ **
2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

SEC Use Only

- 3.

Source of Funds*

- 4.

Not Applicable.

Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

- 5.

☐ o

Citizenship or Place of Organization

- 6.

United States

Sole Voting Power

(Represents (a) 163,045 shares of Class A Stock held by Mr. Sanfilippo as Trustee of certain trusts, the beneficiaries of which are Mr. Sanfilippo's children and (b) 21,000 shares of Common Stock held directly by Mr. Sanfilippo.)

- 7.

NUMBER
OF

184,045

SHARES BENEFICIALLY ^{8.} OWNED BY	Shared Voting Power	(Represents shares of Common Stock held by Mr. Sanfilippo as Co-trustee of the Sanfilippo Family Education Trust.)
	18,832	

EACH REPORTING ^{9.} PERSON	Sole Dispositive Power
	184,045

WITH 10.	Shared Dispositive Power
	18,832

11. Aggregate Amount Beneficially Owned by Each Reporting Person

202,877

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

☐

13. Percent of Class Represented by Amount in Row (11)

2.4% (4.9% of combined voting power)

14. Type of Reporting Person*

IN

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CUSIP No. 800422 10 7

- Names of Reporting Persons.
I.R.S. Identification No. of above persons (entities only).
- 1.

Marian R. Sanfilippo

Check the Appropriate Box if a Member of a Group*

- (a) ☒ **
2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

6. Citizenship or Place of Organization

United States

- | | | | |
|--------|----|-------------------|--|
| | | Sole Voting Power | (Includes 8,152 shares of Common Stock, all of which are held directly by Ms. Sanfilippo.) |
| NUMBER | 7. | | |
| OF | | 8,152 | |

- | | | |
|--------|----|---------------------|
| SHARES | 8. | Shared Voting Power |
|--------|----|---------------------|

BENEFICIALLY OWNED BY	239,052	(Represents (a) 18,832 shares of Common Stock held by Mrs. Sanfilippo as Co-trustee of the Sanfilippo Family Education Trust and (b) 220,220 shares of Class A Stock held by Mrs. Sanfilippo as Co-trustee of five trusts, the beneficiaries of which are Mrs. Sanfilippo's children.)
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EACH REPORTING PERSON	9.	Sole Dispositive Power 8,152
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WITH	10.	Shared Dispositive Power 239,052
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11.	Aggregate Amount Beneficially Owned by Each Reporting Person 247,204
-----	---

12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o
-----	---

13.	Percent of Class Represented by Amount in Row (11) 3% (6.5% of combined voting power)
-----	--

14.	Type of Reporting Person* IN
-----	-------------------------------------

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CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

Jeffrey T. Sanfilippo

Check the Appropriate Box if a Member of a Group*

(a) ☒ **

2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

SEC Use Only

- 3.

Source of Funds*

- 4.

Not Applicable.

Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

- 5.

☐ o

Citizenship or Place of Organization

- 6.

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7.	Sole Voting Power	(Represents 10,000 shares of Common Stock held by Mr. Sanfilippo directly and options to purchase 6,375 shares of Common Stock on or within 60 days of December 5, 2007.)
		16,375	
	8.	Shared Voting Power	(Represents (a) 18,832 shares of Common Stock held by Mr. Sanfilippo as Co-trustee of the Sanfilippo Family Education
		1,448,107	

PERSON
WITH

Trust, (b) 44,044 shares of Class A Stock, \$.01 par value per share, which is convertible into Common Stock, par value \$.01 per share, held by Mr. Sanfilippo as Co-trustee of the Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006 and (c) 1,385,231 shares of Class A Stock, \$.01 par value per share, which is convertible into Common Stock, par value \$.01 per share, held by Mr. Sanfilippo as Co-trustee of (i) the Irrevocable Grantor-Retained Annuity Trust of Marian R. Sanfilippo, dated December 5, 2007 and (ii) the Irrevocable Grantor-Retained Annuity Trust of Jasper B. Sanfilippo, Sr., dated December 5, 2007.)

Sole Dispositive Power

9.

16,375

10. Shared Dispositive Power

1,448,107

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

1,464,482

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

12.

☐

Percent of Class Represented by Amount in Row (11)

13.

15.3% (42% of combined voting power)

Type of Reporting Person*

14.

IN

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CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

Jasper B. Sanfilippo, Jr.

Check the Appropriate Box if a Member of a Group*

(a) ☒ **

2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

SEC Use Only

- 3.

Source of Funds*

- 4.

Not Applicable.

Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

- 5.

☐ o

Citizenship or Place of Organization

- 6.

United States

Sole Voting Power

(Represents options to purchase 6,375 shares of Common Stock on or within 60 days of December 5, 2007.)

- 7.

NUMBER OF

6,375

SHARES

BENEFICIALLY OWNED BY

8. Shared Voting Power

(Represents (a) 44,044 shares of Class A Stock, \$.01 par value per share, which is convertible into Common Stock,

EACH REPORTING PERSON WITH	1,429,275	par value \$.01 per share, held by Mr. Sanfilippo as Co-trustee of the Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006 and (b) 1,385,231 shares of Class A Stock, \$.01 par value per share, which is convertible into Common Stock, par value \$.01 per share, held by Mr. Sanfilippo as Co-trustee of (i) the Irrevocable Grantor-Retained Annuity Trust of Marian R. Sanfilippo, dated December 5, 2007 and (ii) the Irrevocable Grantor-Retained Annuity Trust of Jasper B. Sanfilippo, Sr., dated December 5, 2007.)
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9.	Sole Dispositive Power 6,375
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10.	Shared Dispositive Power 1,429,275
-----	---------------------------------------

11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,435,650
-----	---

12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o
-----	---

13.	Percent of Class Represented by Amount in Row (11) 15% (41.9% of combined voting power)
-----	--

14.	Type of Reporting Person* IN
-----	---------------------------------

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CUSIP No. 800422 10 7

1. Names of Reporting Persons.
I.R.S. Identification No. of above persons (entities only).

John E. Sanfilippo

Check the Appropriate Box if a Member of a Group*

2. (a) ☒ **
(b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

6. Citizenship or Place of Organization

United States

7. Sole Voting Power (Represents 28,152 shares of Common Stock owned directly by Mr. Sanfilippo.)
NUMBER OF 28,152

- SHARES 8. Shared Voting Power

BENEFICIALLY OWNED BY	44,044	(Represents 44,044 shares of Class A Stock, \$.01 par value per share, which is convertible into Common Stock, par value \$.01 per share, held by Mr. Sanfilippo as Co-trustee of the John E. Sanfilippo Irrevocable Trust, dated October 6, 2006.)
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EACH REPORTING PERSON	9.	Sole Dispositive Power
		28,152

WITH	10.	Shared Dispositive Power
		44,044

11.	Aggregate Amount Beneficially Owned by Each Reporting Person
	72,196

12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
	<input type="radio"/>

13.	Percent of Class Represented by Amount in Row (11)
	0.9% (1.4% of combined voting power)

14.	Type of Reporting Person*
	IN

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CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

James J. Sanfilippo

Check the Appropriate Box if a Member of a Group*

- (a) ☐ **
2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

6. Citizenship or Place of Organization

United States

NUMBER OF SHARES	7.	Sole Voting Power
BENEFICIALLY OWNED BY EACH REPORTING PERSON	0	
	8.	Shared Voting Power

WITH (Represents (a) 44,044 shares of Class A Stock, \$.01 par value per share, which is convertible into Common Stock, par value \$.01 per share, held by Mr. Sanfilippo as Co-trustee of the James J. Sanfilippo Irrevocable Trust, dated October 6, 2006 and (b) 1,385,231 shares of Class A Stock, \$.01 par value per share, which is convertible into Common Stock, par value \$.01 per share, held by Mr. Sanfilippo as Co-trustee of (i) the Irrevocable Grantor-Retained Annuity Trust of Marian R. Sanfilippo, dated December 5, 2007 and (ii) the Irrevocable Grantor-Retained Annuity Trust of Jasper B. Sanfilippo, Sr., dated December 5, 2007.)
1,429,275

Sole Dispositive Power

9.

0

10. Shared Dispositive Power

1,429,275

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

1,429,275

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

12.

o

Percent of Class Represented by Amount in Row (11)

13.

15% (41.9% of combined voting power)

Type of Reporting Person*

14.

IN

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CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

Lisa A. Evon

Check the Appropriate Box if a Member of a Group*

(a) ☒ **

2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

SEC Use Only

3.

Source of Funds*

4.

Not Applicable.

Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

5.

☐ o

Citizenship or Place of Organization

6.

United States

NUMBER OF		Sole Voting Power
SHARES	7.	
BENEFICIALLY		0
OWNED BY		
EACH		
REPORTING	8.	Shared Voting Power
PERSON		

WITH (Represents 44,044 shares of Class A Stock, \$.01 par value per share, which is convertible into Common Stock, par value \$.01 per share, held by Ms. Evon as Co-trustee of the Lisa A. Evon Irrevocable Trust, dated October 6, 2006.)
44,044

9. Sole Dispositive Power

0

10. Shared Dispositive Power

44,044

11. Aggregate Amount Beneficially Owned by Each Reporting Person

44,044

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

o

13. Percent of Class Represented by Amount in Row (11)

0.5% (1.3% of combined voting power)

14. Type of Reporting Person*

IN

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CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

Irrevocable Grantor-Retained Annuity Trust of Jasper B. Sanfilippo, Sr., dated December 5, 2007

Check the Appropriate Box if a Member of a Group*

- (a) ☐ **
2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

6. Citizenship or Place of Organization

United States

Sole Voting Power

7.

NUMBER OF 692,616

SHARES Shared Voting Power
BENEFICIALLY 8.

OWNED BY 0

EACH
REPORTING PERSON 9. Sole Dispositive Power
692,616

WITH 10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
692,616

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
o

13. Percent of Class Represented by Amount in Row (11)
7.9% (20.3% of combined voting power)

14. Type of Reporting Person*
OO

Table of Contents

CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

Irrevocable Grantor-Retained Annuity Trust of Marian R. Sanfilippo, dated December 5, 2007

Check the Appropriate Box if a Member of a Group*

2. (a) ☐ **
(b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

NUMBER OF 692,615

8. SHARES Shared Voting Power
BENEFICIALLY

OWNED BY 0

EACH
REPORTING PERSON 9. Sole Dispositive Power
692,615

WITH 10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
692,615

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
o

13. Percent of Class Represented by Amount in Row (11)
7.9% (20.3% of combined voting power)

14. Type of Reporting Person*
OO

Table of Contents

CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

James J. Sanfilippo Trust, dated September 26, 1991

Check the Appropriate Box if a Member of a Group*

- (a) ☐ **
2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

SEC Use Only

- 3.

Source of Funds*

- 4.

Not Applicable.

Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

- 5.

☐ o

Citizenship or Place of Organization

- 6.

United States

Sole Voting Power

- 7.

NUMBER OF 32,609

Shared Voting Power

SHARES
BENEFICIALLY 8.

OWNED BY	0
EACH	Sole Dispositive Power
REPORTING	9.
PERSON	32,609
WITH	Shared Dispositive Power
	10.
	0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

32,609

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

☐

13. Percent of Class Represented by Amount in Row (11)

0.4% (1% of combined voting power)

14. Type of Reporting Person*

OO

Table of Contents

CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

Jasper B. Sanfilippo, Jr. Trust, dated September 23, 1991

Check the Appropriate Box if a Member of a Group*

- (a) ☐ **
2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

SEC Use Only

- 3.

Source of Funds*

- 4.

Not Applicable.

Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

- 5.

☐ o

Citizenship or Place of Organization

- 6.

United States

Sole Voting Power

- 7.

NUMBER OF 32,609

Shared Voting Power

SHARES
BENEFICIALLY 8.

OWNED BY	0
EACH	Sole Dispositive Power
REPORTING	9.
PERSON	32,609
WITH	Shared Dispositive Power
	10.
	0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

32,609

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

☐

13. Percent of Class Represented by Amount in Row (11)

0.4% (1% of combined voting power)

14. Type of Reporting Person*

OO

Table of Contents

CUSIP No. 800422 10 7

- 1 Names of Reporting Persons.
I.R.S. Identification No. of above persons (entities only).

Lisa Ann Sanfilippo Trust, dated October 4, 1991

Check the Appropriate Box if a Member of a Group*

- 2 (a) ☒ **
(b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

- 3 SEC Use Only

- 4 Source of Funds*

Not Applicable.

- 5 Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

- 6 Citizenship or Place of Organization

United States

Sole Voting Power

7

NUMBER OF 32,609

SHARES Shared Voting Power
BENEFICIALLY 8

OWNED BY	0
EACH	Sole Dispositive Power
REPORTING	9
PERSON	32,609
WITH	Shared Dispositive Power
	10
	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

32,609

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

☐

13 Percent of Class Represented by Amount in Row (11)

0.4% (1% of combined voting power)

14 Type of Reporting Person*

OO

Table of Contents

CUSIP No. 800422 10 7

- 1 Names of Reporting Persons.
I.R.S. Identification No. of above persons (entities only).

Jeffrey T. Sanfilippo Trust, dated October 4, 1991

Check the Appropriate Box if a Member of a Group*

- 2 (a) p**
(b) o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

- 3 SEC Use Only

- 4 Source of Funds*

Not Applicable.

- 5 Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

o

- 6 Citizenship or Place of Organization

United States

Sole Voting Power

7

NUMBER OF 32,609

SHARES Shared Voting Power
BENEFICIALLY 8

OWNED BY	0
EACH	Sole Dispositive Power
REPORTING	9
PERSON	32,609
WITH	Shared Dispositive Power
	10
	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

32,609

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

☐

13 Percent of Class Represented by Amount in Row (11)

0.4% (1% of combined voting power)

14 Type of Reporting Person*

OO

Table of Contents

CUSIP No. 800422 10 7

- 1 Names of Reporting Persons.
I.R.S. Identification No. of above persons (entities only).

John E. Sanfilippo Trust, dated October 2, 1991

Check the Appropriate Box if a Member of a Group*

- 2 (a) ☐ **
(b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

- 3 SEC Use Only

- 4 Source of Funds*

Not Applicable.

- 5 Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

- 6 Citizenship or Place of Organization

United States

Sole Voting Power

7

NUMBER OF 32,609

SHARES Shared Voting Power
BENEFICIALLY 8

OWNED BY	0
EACH	Sole Dispositive Power
REPORTING	9
PERSON	32,609
WITH	Shared Dispositive Power
	10
	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

32,609

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

☐

13 Percent of Class Represented by Amount in Row (11)

0.4% (1% of combined voting power)

14 Type of Reporting Person*

OO

Table of Contents

CUSIP No. 800422 10 7

1 Names of Reporting Persons.
I.R.S. Identification No. of above persons (entities only).

Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006

Check the Appropriate Box if a Member of a Group*

2 (a) ☒ **
(b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3 SEC Use Only

4 Source of Funds*

Not Applicable.

5 Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

NUMBER OF 44,044

8 SHARES Shared Voting Power
BENEFICIALLY

OWNED BY	0
EACH	Sole Dispositive Power
REPORTING	9
PERSON	44,044
WITH	Shared Dispositive Power
	10
	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

44,044

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

☐

13 Percent of Class Represented by Amount in Row (11)

0.5% (1.3% of combined voting power)

14 Type of Reporting Person*

OO

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CUSIP No. 800422 10 7

1 Names of Reporting Persons.
I.R.S. Identification No. of above persons (entities only).

Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006

Check the Appropriate Box if a Member of a Group*

2 (a) ☒ **
(b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3 SEC Use Only

4 Source of Funds*

Not Applicable.

5 Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

NUMBER OF 44,044

8 SHARES Shared Voting Power
BENEFICIALLY

OWNED BY	0
EACH	Sole Dispositive Power
REPORTING	9
PERSON	44,044
WITH	Shared Dispositive Power
	10
	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

44,044

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

☐

13 Percent of Class Represented by Amount in Row (11)

0.5% (1.3% of combined voting power)

14 Type of Reporting Person*

OO

Table of Contents

CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

John E. Sanfilippo Irrevocable Trust, dated October 6, 2006

Check the Appropriate Box if a Member of a Group*

- (a) ☐ **
- (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

SEC Use Only

- 3.

Source of Funds*

- 4.

Not Applicable.

Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

- 5.

☐ o

Citizenship or Place of Organization

- 6.

United States

Sole Voting Power

- 7.

NUMBER OF 44,044

SHARES Shared Voting Power
BENEFICIALLY 8.

OWNED BY 0

EACH
REPORTING PERSON 9. Sole Dispositive Power
44,044

WITH 10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
44,044

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
o

13. Percent of Class Represented by Amount in Row (11)
0.5% (1.3% of combined voting power)

14. Type of Reporting Person*
OO

Table of Contents

CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

James J. Sanfilippo Irrevocable Trust, dated October 6, 2006

Check the Appropriate Box if a Member of a Group*

2. (a) ☐ **
(b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

NUMBER OF 44,044

8. SHARES Shared Voting Power
BENEFICIALLY

OWNED BY 0

EACH
REPORTING PERSON 9. Sole Dispositive Power
44,044

WITH 10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
44,044

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
o

13. Percent of Class Represented by Amount in Row (11)
0.5% (1.3% of combined voting power)

14. Type of Reporting Person*
OO

Table of Contents

CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

Lisa A. Evon Irrevocable Trust, dated October 6, 2006

Check the Appropriate Box if a Member of a Group*

- (a) ☐ **
2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

☐ o

6. Citizenship or Place of Organization

United States

Sole Voting Power

7.

NUMBER OF 44,044

SHARES Shared Voting Power
BENEFICIALLY 8.

OWNED BY 0

EACH
REPORTING PERSON 9. Sole Dispositive Power
44,044

WITH 10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
44,044

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
o

13. Percent of Class Represented by Amount in Row (11)
0.5% (1.3% of combined voting power)

14. Type of Reporting Person*
OO

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CUSIP No. 800422 10 7

Names of Reporting Persons.

1. I.R.S. Identification No. of above persons (entities only).

Sanfilippo Family Education Trust

Check the Appropriate Box if a Member of a Group*

- (a) ☐ **
2. (b) ☐ o

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common Stock, which in the aggregate represents 52.2% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

SEC Use Only

- 3.

Source of Funds*

- 4.

Not Applicable.

Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

- 5.

☐ o

Citizenship or Place of Organization

- 6.

United States

Sole Voting Power

- 7.

NUMBER OF 18,832

Shared Voting Power

SHARES
BENEFICIALLY 8.

OWNED BY 0

EACH
REPORTING PERSON 9. Sole Dispositive Power
18,832

WITH 10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
18,832

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
o

13. Percent of Class Represented by Amount in Row (11)
0.2% (0.1% of combined voting power)

14. Type of Reporting Person*
OO

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Introductory Statement

This Schedule 13D (Schedule 13D) is being filed jointly by the persons listed in Item 2 below, which persons are sometimes individually referred to as a Reporting Person and collectively as the Reporting Persons. The Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act), with respect to the actions described in Item 4 of this Schedule 13D and the Schedule 13D filed with the Commission on behalf of the Reporting Persons named herein on June 21, 2004, as amended by Amendment No. 1 (the Previous 13D), and are thus eligible to make a joint filing under Rule 13d-1(k) promulgated under the Exchange Act. Except as expressly set forth in this Schedule 13D, each Reporting Person disclaims beneficial ownership of the Common Stock, par value \$.01 per share (Common Stock), and Class A Common Stock, par value \$.01 per share (Class A Stock), of the Company beneficially owned by any other Reporting Person.

This joint filing shall serve as an amendment to the Previous 13D. This Amendment No. 2 to the Previous Schedule 13D is intended to update and supplement the information contained therein.

Item 1. Security and Issuer.

This Schedule 13D relates to the Common Stock of John B. Sanfilippo & Son, Inc., a Delaware corporation (JBSS or the Company), with its principal executive offices at 1703 North Randall Road Elgin, Illinois 60123-7820. Each Reporting Person is the beneficial owner of shares of Class A Stock, which is convertible into shares of Common Stock, and Jasper B. Sanfilippo, Marian R. Sanfilippo, Jeffrey T. Sanfilippo, Jasper B. Sanfilippo Jr. and John E. Sanfilippo beneficially own shares of Common Stock.

Item 2. Identity and Background

This Schedule 13D is being filed jointly by the individual shareholders set forth below:

Shareholder / Address

Jasper B. Sanfilippo
Individually, as Co-trustee of the Sanfilippo Family Education Trust, and as Trustee of certain trusts, the beneficiaries of which are Mr. Sanfilippo's children.
1703 North Randall Road
Elgin, Illinois 60123-7820

Occupation / Employment / Business Address

Chairman of the Board of Directors of the Company
1703 North Randall Road
Elgin, Illinois 60123-7820

Marian R. Sanfilippo
Individually, as Co-trustee of the Sanfilippo Family Education Trust, and as Co-trustee of five trusts, the beneficiaries of which are Mr. Sanfilippo's children.
1703 North Randall Road
Elgin, Illinois 60123-7820

None

Jeffrey T. Sanfilippo
Individually, as Co-trustee of the Sanfilippo Family Education Trust, Co-trustee of the Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006, Co-trustee of the Irrevocable Grantor-Retained Annuity Trust of

Director and Chief Executive Officer of the Company
1703 North Randall Road
Elgin, Illinois 60123-7820

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Shareholder / Address

Marian R. Sanfilippo, dated December 5, 2007 and
Co-trustee of the Irrevocable Grantor-Retained
Annuity Trust of Jasper B. Sanfilippo, Sr., dated
December 5, 2007
1703 North Randall Road
Elgin, Illinois 60123-7820

Jasper B. Sanfilippo, Jr.
Individually, as Co-trustee of the Jasper B.
Sanfilippo, Jr. Irrevocable Trust, dated October 6,
2006, Co-trustee of the Irrevocable Grantor-Retained
Annuity Trust of Marian R. Sanfilippo, dated
December 5, 2007 and Co-trustee of the Irrevocable
Grantor-Retained Annuity Trust of Jasper B.
Sanfilippo, Sr., dated December 5, 2007
1703 North Randall Road
Elgin, Illinois 60123-7820

John E. Sanfilippo
Individually and as Co-trustee of the John E.
Sanfilippo Irrevocable Trust, dated October 6, 2006
1703 North Randall Road
Elgin, Illinois 60123-7820

James J. Sanfilippo
Co-trustee of the James J. Sanfilippo Irrevocable
Trust, dated October 6, 2006, Co-trustee of the
Irrevocable Grantor-Retained Annuity Trust of
Marian R. Sanfilippo, dated December 5, 2007 and
Co-trustee of the Irrevocable Grantor-Retained
Annuity Trust of Jasper B. Sanfilippo, Sr., dated
December 5, 2007
1703 North Randall Road
Elgin, Illinois 60123-7820

Lisa A. Evon
Co-trustee of the Lisa A. Evon Irrevocable Trust,
dated October 6, 2006
1703 North Randall Road
Elgin, Illinois 60123-7820

Irrevocable Grantor-Retained Annuity Trust of
Jasper B. Sanfilippo, Sr., dated December 5, 2007
1703 North Randall Road
Elgin, Illinois 60123-7820

Occupation / Employment / Business Address

Director and Chief Operating Officer and President
of the Company
1703 North Randall Road
Elgin, Illinois 60123-7820

Group President of Corporate Engineering MAP
Equipment Systems, a division of Clear Lam
Packaging
1950 Pratt Boulevard
Elk Grove Village, 60007

President, Clear Lam Packaging
1950 Pratt Boulevard
Elk Grove Village, 60007

Business Manager of the Company
1703 North Randall Road
Elgin, Illinois 60123-7820

Not applicable

Not applicable

Irrevocable Grantor-Retained Annuity Trust of
Marian R. Sanfilippo, dated December 5, 2007
1703 North Randall Road
Elgin, Illinois 60123-7820

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Shareholder / Address	Occupation / Employment / Business Address
James J. Sanfilippo Trust, dated September 26, 1991 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
Jasper B. Sanfilippo, Jr. Trust, dated September 23, 1991 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
Lisa Ann Sanfilippo Trust, dated October 4, 1991 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
Jeffrey T. Sanfilippo Trust, dated October 4, 1991 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
John E. Sanfilippo Trust, dated October 2, 1991 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
John E. Sanfilippo Irrevocable Trust, dated October 6, 2006 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
James J. Sanfilippo Irrevocable Trust, dated October 6, 2006 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
Lisa A. Evon Irrevocable Trust, dated October 6, 2006 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable
Sanfilippo Family Education Trust 1703 North Randall Road Elgin, Illinois 60123-7820	Not applicable

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Each Reporting Person above that is a natural person is a citizen of the United States. Each Reporting Person above that is a trust is organized under the laws of the United States. During the last five years, no Reporting Person has: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The transactions reported on this Schedule 13D involve the transfer of Company securities by the Reporting Persons identified in Item 4 below. Consequently, Item 3 is not applicable.

Item 4. Purpose of Transaction.

The Reporting Persons are filing this Amendment No. 2 to the Previous 13D for the following purposes:

On December 5, 2007, Jasper B. Sanfilippo and Marian Sanfilippo transferred 1,360,731 and 24,500 shares of Class A Stock, respectively, to two trusts, as follows: (i) 692,615 shares of Class A Stock were transferred to the Irrevocable Grantor-Retained Annuity Trust of Marian R. Sanfilippo, dated December 5, 2007 (the Marian R. Sanfilippo GRAT) and (ii) 692,616 shares of Class A Stock were transferred to the Irrevocable Grantor-Retained Annuity Trust of Jasper B. Sanfilippo, Sr., dated December 5, 2007 (the Jasper B. Sanfilippo GRAT and together with the Marian R. Sanfilippo GRAT, the GRATs). The Trustees each of the Marian R. Sanfilippo GRAT and Jasper B. Sanfilippo GRAT are Jeffrey T. Sanfilippo, Jasper B. Sanfilippo, Jr. and James J. Sanfilippo. As such, each of Jeffrey T. Sanfilippo, Jasper B. Sanfilippo and James J. Sanfilippo are deemed to beneficially own the shares of Class A Stock held in the GRATs. In addition, the GRATs are now deemed to be part of the group described in Introductory Statement above.

Item 5. Interest in Securities of the Issuer.

(a)-(b) The Reporting Persons, as members of a group, are deemed to beneficially own an aggregate of 1,768,496 shares of Class A Stock and 98,886 shares of Common stock. This represents 68.1% of the total outstanding shares of Class A Stock and 18.9% of the total outstanding shares of Common Stock, assuming the conversion of all such shares of Class A Stock into an equal number of shares of Common Stock.

The holders of Common Stock are entitled to elect one-fourth of the members of the Company's Board of Directors, rounded up to the nearest whole number. The holders of Class A Stock are entitled to elect the remaining directors. With respect to all matters other than the election of directors or any matters for which class voting is required by law, the holders of Common Stock and the holders of Class A Stock vote together as a single class, with the holders of Common Stock entitled to one vote per share of Common Stock and the holders of Class A Stock entitled to ten votes per share of Class A Stock.

Based on the relative voting rights of the Class A Stock and Common Stock, the Reporting Persons have or share 52.2% of the total outstanding voting power of the common equity of the Company. The stock ownership of each Reporting Person is as follows:

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Reporting Person	Sole Voting and Dispositive Power of Class A Stock	Shared Voting and Dispositive Power of Class A Stock	Total Percent of Class A Stock	Sole Voting and Dispositive Power of Common Stock	Shared voting and Dispositive Power of Common Stock	Total Percent of Common Stock⁽⁵⁾	Voting Power of Common Equity⁽⁶⁾
Jasper B. Sanfilippo ⁽¹⁾⁽²⁾	163,045		6.3%	21,000	18,832	2.4%	4.9%
Marian R. Sanfilippo ⁽²⁾⁽³⁾		220,220	8.5%	8,152	18,832	3%	6.5%
Jeffrey T. Sanfilippo ⁽²⁾⁽³⁾⁽⁴⁾		1,429,275	55%	16,375	18,832	15.3%	42%
Jasper B. Sanfilippo, Jr. ⁽³⁾⁽⁴⁾		1,429,275	55%	6,375		15%	41.9%
John E. Sanfilippo ⁽³⁾		44,044	1.7%	28,152		0.9%	1.4%
James J. Sanfilippo ⁽³⁾⁽⁴⁾		1,429,275	55%			15%	41.9%
Lisa A. Evon ⁽³⁾		44,044	1.7%			0.5%	1.3%
Irrevocable Grantor-Retained Annuity Trust of Marian R. Sanfilippo, dated December 5, 2007 ⁽⁴⁾	692,615		26.7%			7.9%	20.3%
Irrevocable Grantor-Retained Annuity Trust of Jasper B. Sanfilippo, Sr., dated December 5, 2007 ⁽⁴⁾	692,616		26.7%			7.9%	20.3%
James J. Sanfilippo Trust, dated September 26, 1991 ⁽¹⁾	32,609		1.3%			0.4%	1%
Jasper B. Sanfilippo, Jr. Trust, dated	32,609		1.3%			0.4%	1%

September 23, 1991⁽¹⁾

Lisa Ann Sanfilippo
Trust, dated
October 4, 1991⁽¹⁾

32,609

1.3%

0.4%

1%

Jeffrey T. Sanfilippo
Trust, dated
October 4, 1991⁽¹⁾

32,609

1.3%

0.4%

1%

John E. Sanfilippo
Trust, dated
October 2, 1991⁽¹⁾

32,609

1.3%

0.4%

1%

Jeffrey T. Sanfilippo
Irrevocable Trust,
dated October 6,
2006⁽³⁾

44,044

1.7%

0.5%

1.3%

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Reporting Person	Sole Voting and Dispositive Power of Class A Stock	Shared Voting and Dispositive Power of Class A Stock	Total Percent of Class A Stock	Sole Voting and Dispositive Power of Common Stock	Shared voting and Dispositive Power of Common Stock	Total Percent of Common Stock⁽⁵⁾	Voting Power of Common Equity⁽⁶⁾
Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006 ⁽³⁾	44,044		1.7%			0.5%	1.3%
John E. Sanfilippo Irrevocable Trust, dated October 6, 2006 ⁽³⁾	44,044		1.7%			0.5%	1.3%
James J. Sanfilippo Irrevocable Trust, dated October 6, 2006 ⁽³⁾	44,044		1.7%			0.5%	1.3%
Lisa A. Evon Irrevocable Trust, dated October 6, 2006 ⁽³⁾	44,044		1.7%			0.5%	1.3%
Sanfilippo Family Education Trust ⁽²⁾				18,832		0.2%	0.1%
Total Group of Reporting Persons (1)(2)(3)(4)	1,768,496	1,768,496	68.1%	98,886	18,832	18.9%	52.2%

(1) Jasper B. Sanfilippo is the sole Trustee of the (a) James J. Sanfilippo Trust, dated September 26, 1991, (b) Jasper B. Sanfilippo, Jr. Trust, dated September 23,

1991, (c) Lisa Ann Sanfilippo Trust, dated October 4, 1991, (d) Jeffrey T. Sanfilippo Trust, dated October 4, 1991 and (e) John E. Sanfilippo Trust, dated October 2, 1991. In his capacity as Trustee, Jasper B. Sanfilippo has the sole voting and dispositive power over the 32,609 shares of Class A Stock held in each aforementioned trust.

- (2) Jasper B. Sanfilippo, Marian R. Sanfilippo and Jeffrey T. Sanfilippo are the Co-trustees of the Sanfilippo Family Education Trust. In their capacity as Co-trustees, Jasper B. Sanfilippo, Marian R. Sanfilippo and Jeffrey T. Sanfilippo share voting and dispositive power over the 18,832 shares of Common Stock held in the

Sanfilippo
Family
Education Trust.

- (3) As Co-trustees of certain trusts, Marian R. Sanfilippo and each of her children share the voting and dispositive power over shares of Class A Stock held in the trusts, as follows: (a) Marian R. Sanfilippo and Jeffrey T. Sanfilippo share voting and dispositive power over 44,044 shares of Class A Stock as Co-trustees of the Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006, (b) Marian R. Sanfilippo and Jasper B. Sanfilippo, Jr. share voting and dispositive power over 44,044 shares of Class A Stock as Co-trustees of the Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006, (c) Marian R.

Sanfilippo and
John E.
Sanfilippo share
voting and
dispositive
power over
44,044 shares of
Class A Stock

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as Co-Trustees
of the John E.
Sanfilippo
Irrevocable
Trust, dated
October 6,
2006,
(d) Marian R.
Sanfilippo and
James J.
Sanfilippo share
voting and
dispositive
power over
44,044 shares of
Class A Stock
as Co-Trustees
of the James J.
Sanfilippo
Irrevocable
Trust, dated
October 6, 2006
and (e) Marian
R. Sanfilippo
and Lisa A.
Evon share
voting and
dispositive
power over
44,044 shares of
Class A Stock
as Co-trustees
of the Lisa A.
Evon
Irrevocable
Trust, dated
October 6,
2006.

- (4) Jeffrey T.
Sanfilippo,
Jasper B.
Sanfilippo, Jr.
and James J.
Sanfilippo are
the Co-trustees
of the
(a) Marian
Sanfilippo

GRAT and
(b) Jasper B.
Sanfilippo
GRAT. In their
capacity as
Co-trustees of
the GRATs,
Jeffrey T.
Sanfilippo,
Jasper B.
Sanfilippo, Jr.
and James J.
Sanfilippo share
voting and
dispositive
power over the
1,385,231
shares of
Class A Stock
held in the
GRATs.

- (5) The percentage
of Common
Stock
beneficially
owned by each
Reporting
Person assumes
the conversion
of all shares of
Class A Stock
held by such
Reporting
Person into an
equal number of
shares of
Common Stock.
- (6) The percentage
of voting power
of the common
equity
beneficially
owned by each
Reporting
Person assumes
no conversion
of Class A
Stock into
Common Stock

and is calculated
based on voting
power of ten
votes per share
of Class A
Stock.

(c) The Reporting Persons identified in Item 2 above have effected the following transactions in the Common Stock of the Company since the Previous 13D was filed:

On September 22, 2006, the Company granted each of Jeffrey T Sanfilippo and Jasper B. Sanfilippo, Jr. 3,500 options to purchase shares of Common Stock with a weighted average exercise price of \$10.99 per share, of which 875 options vested on or within 60 days of December 5, 2007. The aforementioned grants were part of Jeffrey T. Sanfilippo's and Jasper B. Sanfilippo, Jr.'s compensation, which was reviewed and approved by the company's Compensation, Nominating and Governance Committee.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect To Securities of the Issuer.

(a) Pursuant to the Restated Certificate, among other things:

- (i) So long as there is Class A Stock outstanding, holders of Common Stock and Class A Stock will vote together as one class with respect to all matters to be voted on by JBSS's stockholders, except (a) as required by law;
- (b) in connection with the election of any directors or class of directors elected by any series or class of preferred stock; or (c) the holders of Common Stock and any class or series of preferred stock granted the right to so vote, voting together as a separate class and excluding the holders of Class A Stock, are entitled to elect a number of directors equal to one-fourth (1/4) of the total number of directors constituting the entire Board of Directors while the holders of Class A Stock are entitled to elect the rest of the directors;

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- (ii) Each record holder of Class A Stock is entitled at any time to convert any or all of the shares of such Class A Stock into an equal number of shares of Common Stock;
- (iii) Upon the sale, assignment, pledge or other transfer of any shares or any interest in shares of Class A Stock, other than a Permitted Transfer as described in Part 4(b) of Subdivision II of the Restated Certificate, all such transferred shares of Class A Stock will be automatically converted into an equal number of shares of Common Stock;
- (iv) All outstanding shares of Class A Stock will be automatically converted into an equal number of shares of Common Stock upon the date on which the number of outstanding shares of Class A Stock constitutes less than 12.5% of the total number of outstanding shares of Common Equity.

(b) Jasper B. Sanfilippo, the Chairman of the Board of the Company, is the trustee of five trusts. As the trustee under these trusts, Mr. Sanfilippo has the authority to vote, or to direct the vote, and to dispose, or to direct the disposition of the 163,045 shares of Class A Stock held in the aggregate by the trusts. The following table more specifically describes each trust by identifying the name of the trust, the grantor and the beneficiary of the trust (which, with respect to a particular trust, are the same person), and the number of shares of Class A Stock held by each trust. Mr. Sanfilippo is the father of the beneficiary under each trust.

Trust	Grantor and Beneficiary	Number of Shares
James J. Sanfilippo Trust, dated September 26, 1991	James J. Sanfilippo	32,609
Jasper B. Sanfilippo, Jr. Trust, dated September 23, 1991	Jasper B. Sanfilippo, Jr.	32,609
Lisa Ann Sanfilippo Trust, dated October 4, 1991	Lisa A. Evon (formerly Lisa Ann Sanfilippo)	32,609
Jeffrey T. Sanfilippo Trust, dated October 4, 1991	Jeffrey T. Sanfilippo	32,609
John E. Sanfilippo Trust, dated October 2, 1991	John E. Sanfilippo	32,609

The beneficiary under each trust is paid the income of the trust, including that derived from shares of Class A Stock, and so much of the principal of the trust, including shares of Class A Stock, as Mr. Sanfilippo, as trustee, determines to be required or advisable based on certain criteria. The beneficiary under each trust has the right to receive the shares of JBSS held in trust under certain circumstances as provided in the respective trust agreements. Currently, the percentage of the shares of JBSS held in trust for the respective beneficiaries does not exceed five percent of the total number of outstanding shares of Common Stock.

(c) The following table more specifically describes the trusts for which Mrs. Sanfilippo is Co-trustee with her children, by identifying the name of the trust, the Trustees of the trust, the grantor of the trust, the beneficiary of the trust and the number of shares of Class A Stock held by each trust. The

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Trustees of each trust have the authority to vote, or to direct the vote, and to dispose, or to direct the disposition of the shares of Class A Stock held by each trust. Mrs. Sanfilippo is the mother of the beneficiary under each trust.

Trust	Trustees	Grantor	Beneficiary	Number of Shares
Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006	Jeffrey T. Sanfilippo and Marian R. Sanfilippo	Jasper B. Sanfilippo	Jeffrey T. Sanfilippo	44,044
Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006	Jasper B. Sanfilippo, Jr. and Marian R. Sanfilippo	Jasper B. Sanfilippo	Jasper B. Sanfilippo, Jr.	44,044
John E. Sanfilippo Irrevocable Trust, dated October 6, 2006	John E. Sanfilippo and Marian R. Sanfilippo	Jasper B. Sanfilippo	John E. Sanfilippo	44,044
James J. Sanfilippo Irrevocable Trust, dated October 6, 2006	James J. Sanfilippo and Marian R. Sanfilippo	Jasper B. Sanfilippo	James J. Sanfilippo	44,044
Lisa A. Evon Irrevocable Trust, dated October 6, 2006	Lisa A. Evon and Marian R. Sanfilippo	Jasper B. Sanfilippo	Lisa A. Evon	44,044

The beneficiary under each trust is paid the income of the trust, including that derived from shares of Class A Stock, and so much of the principal of the trust, including shares of Class A Stock, as the Trustees determine to be required or advisable based on certain criteria. The beneficiary under each trust has the right to receive the shares of JBSS held in trust under certain circumstances as provided in the respective trust agreements. Currently, the percentage of the shares of JBSS held in trust for the respective beneficiaries does not exceed five percent of the total number of outstanding shares of Common Stock.

(c) The following table more specifically describes the GRATs, by identifying the name of the trust, the Trustees of the trust, the grantor of the trust, the beneficiary of the trust and the number of shares of Class A Stock held by each trust. The Trustees of each trust, who are also the members of the stock advisors committee of each GRAT, have the authority to vote, or to direct the vote, and to dispose, or to direct the disposition of the shares of Class A Stock held by each trust.

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Trust	Trustees	Grantor	Beneficiary	Number of Shares
Irrevocable Grantor-Retained Annuity Trust of Marian R. Sanfilippo, dated December 5, 2007	Jeffrey T. Sanfilippo, Jasper B. Sanfilippo, Jr. and James J. Sanfilippo	Marian R. Sanfilippo	Marian R. Sanfilippo	692,615
Irrevocable Grantor-Retained Annuity Trust of Jasper B. Sanfilippo, Sr., dated December 5, 2007	Jeffrey T. Sanfilippo, Jasper B. Sanfilippo, Jr. and James J. Sanfilippo	Jasper B. Sanfilippo	Jasper B. Sanfilippo	692,616

Jasper B. Sanfilippo and Marian Sanfilippo, as grantors of the Jasper B. Sanfilippo GRAT and Marian R. Sanfilippo GRAT, respectively, have each retained the right to receive at the end of each year of the trust's two-year existence an annuity payment equal to 56.49395% of the aggregate value of the shares of Class A Stock at the inception of the trust. Each annuity payment is to be made from income and, to the extent that income is insufficient, from principal, and may be paid in cash, in kind at then-current values or partly in cash. Currently, the percentage of the shares of JBSS held in trust for the respective beneficiaries in each GRAT exceeds five percent of the total voting power of the common equity (assuming no conversion of Class A Stock into Common Stock).

(d) Previously, Jasper B. Sanfilippo and Marian R. Sanfilippo pledged certain shares of the Class A Stock that they owned to Old Second Bank in order to secure a mortgage, commercial loan and a line of credit. Old Second Bank subsequently released its security interest in the Class A Stock pledged by Jasper B. Sanfilippo and Marian R. Sanfilippo. Accordingly, at this time, there are no outstanding pledges of the Company's securities by the Reporting Persons.

Item 7. Material to be Filed as Exhibits

Exhibit 1 Joint Filing Agreement by and among the Reporting Persons

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 16, 2008

JASPER B. SANFILIPPO

By: /s/ JASPER B. SANFILIPPO

Jasper B. Sanfilippo, both Individually,
as Trustee of the Sanfilippo Family
Education Trust and as Trustee of the
James J. Sanfilippo Trust, dated
September 26, 1991, the Jasper B.
Sanfilippo, Jr. Trust, dated September
23, 1991, the Lisa Ann Sanfilippo Trust,
dated October 4, 1991, the Jeffrey T.
Sanfilippo Trust, dated October 7, 1991
and the John E. Sanfilippo Trust, dated
October 2, 1991

MARIAN R. SANFILIPPO

By: /s/ MARIAN R. SANFILIPPO

Marian R. Sanfilippo, both Individually,
as Trustee of the Sanfilippo Family
Education Trust and as Co-trustee of the
Jeffrey T. Sanfilippo Irrevocable Trust,
dated October 6, 2006, the Jasper B.
Sanfilippo, Jr. Irrevocable Trust, dated
October 6, 2006, the John E. Sanfilippo
Irrevocable Trust, dated October 6, 2006,
the James J. Sanfilippo Irrevocable
Trust, dated October 6, 2006, and the
Lisa A. Evon Irrevocable Trust, dated
October 6, 2006

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JEFFREY T. SANFILIPPO

By: /s/ JEFFREY T. SANFILIPPO
Jeffrey T. Sanfilippo, both Individually and as
Trustee of the Sanfilippo Family Education
Trust, Co-trustee of the Jeffrey T. Sanfilippo
Irrevocable Trust, dated October 6, 2006,
Co-trustee of the Irrevocable Grantor-Retained
Annuity Trust of Marian R. Sanfilippo, dated
December 5, 2007 and Co-trustee of the
Irrevocable Grantor-Retained Annuity Trust of
Jasper B. Sanfilippo, Sr., dated
December 5, 2007

JOHN E. SANFILIPPO

By: /s/ JOHN E. SANFILIPPO
John E. Sanfilippo, both Individually and as
Co-trustee of the John E. Sanfilippo Irrevocable
Trust, dated October 6, 2006

JASPER B. SANFILIPPO, JR.

By: /s/ JASPER B. SANFILIPPO, JR.
Jasper B. Sanfilippo, Jr. both Individually, as
Co-trustee of the Jasper B. Sanfilippo, Jr.
Irrevocable Trust, dated October 6, 2006,
Co-trustee of the Irrevocable Grantor-Retained
Annuity Trust of Marian R. Sanfilippo, dated
December 5, 2007 and Co-trustee of the
Irrevocable Grantor-Retained Annuity Trust of
Jasper B. Sanfilippo, Sr., dated December 5,
2007

JAMES J. SANFILIPPO

By: /s/ JAMES J. SANFILIPPO
James J. Sanfilippo, as Co-trustee of the James J.
Sanfilippo Irrevocable Trust, dated October 6,
2006, Co-trustee of the Irrevocable
Grantor-Retained Annuity Trust of Marian R.
Sanfilippo, dated December 5, 2007 and
Co-trustee of the Irrevocable Grantor-Retained
Annuity Trust of Jasper B. Sanfilippo, Sr., dated
December 5, 2007

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LISA A. EVON

By: /s/ LISA A. EVON
Lisa A. Evon, as Co-trustee of the Lisa A. Evon
Irrevocable Trust, dated October 6, 2006

IRREVOCABLE GRANTOR-RETAINED ANNUITY
TRUST OF MARIAN R. SANFILIPPO, DATED
DECEMBER 5, 2007

By: /s/ JASPER B. SANFILIPPO, JR.
Jasper B. Sanfilippo, Jr., Trustee

IRREVOCABLE GRANTOR-RETAINED ANNUITY
TRUST OF JASPER B. SANFILIPPO, SR., DATED
DECEMBER 5, 2007

By: /s/ JASPER B. SANFILIPPO, JR.
Jasper B. Sanfilippo, Jr., Trustee

JAMES J. SANFILIPPO TRUST, DATED SEPTEMBER 26,
1991

By: /s/ JASPER B. SANFILIPPO
Jasper B. Sanfilippo, Trustee

JASPER B. SANFILIPPO, JR. TRUST, DATED
SEPTEMBER 23, 1991

By: /s/ JASPER B. SANFILIPPO
Jasper B. Sanfilippo, Trustee

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LISA ANN SANFILIPPO TRUST, DATED
OCTOBER 4, 1991

By: /s/ JASPER B. SANFILIPPO
Jasper B. Sanfilippo, Trustee

JEFFREY T. SANFILIPPO TRUST, DATED
OCTOBER 4, 1991

By: /s/ JASPER B. SANFILIPPO
Jasper B. Sanfilippo, Trustee

JOHN E. SANFILIPPO TRUST, DATED
OCTOBER 2, 1991

By: /s/ JASPER B. SANFILIPPO
Jasper B. Sanfilippo, Trustee

JEFFREY T. SANFILIPPO IRREVOCABLE
TRUST, DATED OCTOBER 6, 2006

By: /s/ MARIAN R. SANFILIPPO
Marian R. Sanfilippo, Trustee

JASPER B. SANFILIPPO, JR.
IRREVOCABLE TRUST, DATED
OCTOBER 6, 2006

By: /s/ MARIAN R. SANFILIPPO
Marian R. Sanfilippo, Trustee

JOHN E. SANFILIPPO IRREVOCABLE
TRUST,
DATED OCTOBER 6, 2006

By: /s/ MARIAN R. SANFILIPPO
Marian R. Sanfilippo, Trustee

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JAMES J. SANFILIPPO IRREVOCABLE
TRUST,
DATED OCTOBER 6, 2006

By: /s/ MARIAN R. SANFILIPPO
Marian R. Sanfilippo, Trustee

LISA A. EVON IRREVOCABLE TRUST,
DATED OCTOBER 6, 2006

By: /s/ MARIAN R. SANFILIPPO
Marian R. Sanfilippo, Trustee

SANFILIPPO FAMILY EDUCATION
TRUST

By: /s/ JEFFREY T. SANFILIPPO
Jeffrey T. Sanfilippo, Trustee