

WINN DIXIE STORES INC  
Form 8-K  
December 19, 2011

**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 19, 2011

**WINN-DIXIE STORES, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)
<b>5050 Edgewood Court, Jacksonville, Florida</b> (Address of principal executive offices)	<b>(904) 783-5000</b>	<b>32254-3699</b> (Zip Code)

(Registrant's telephone number, including area code)

**Unchanged**

(Former name, former address and former fiscal year, if changed since last report)

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.):

- 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))

**Item 8.01 Other Events**

On December 19, 2011, Winn-Dixie Stores, Inc. (the Company) and Bi-Lo LLC (Bi-Lo) issued a press release announcing the execution of a definitive merger agreement pursuant to which the Company will be acquired by Bi-Lo LLC. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Additional Information and Where to Find it**

In connection with the proposed merger and required shareholder approval, the Company will file a proxy statement with the U.S. Securities and Exchange Commission (the SEC). INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE MERGER. Investors and security holders may obtain free copies of these documents (when they are available) and other documents filed with the SEC at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, the documents filed by the Company with the SEC may be obtained free of charge by contacting the Company at Winn-Dixie Stores, Inc., Attn: Investor Relations, 5050 Edgewood Court, Jacksonville, Florida, 32254-3699. Our filings with the SEC are also available on our website at [www.winndixie.com](http://www.winndixie.com).

**Participants in the Solicitation**

The Company and its officers and directors may be deemed to be participants in the solicitation of proxies from the Company's shareholders with respect to the merger. Information about Winn-Dixie's officers and directors and their ownership of the Company's common shares is set forth in the proxy statement for the Company's 2011 Annual Meeting of Shareholders, which was filed with the SEC on September 27, 2011. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of the Company and its officers and directors in the merger by reading the preliminary and definitive proxy statements regarding the merger, which will be filed with the SEC.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Joint Press Release issued by Winn-Dixie Stores, Inc. and Bi-Lo LLC dated December 19, 2011.

**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.

Date: December 19, 2011

**Winn-Dixie Stores, Inc.**

By: /s/ PETER L. LYNCH  
Peter L. Lynch  
President and Chief Executive Officer

**EXHIBIT INDEX**

Exhibit Number	Description
99.1	Joint Press Release issued by Winn-Dixie Stores, Inc. and Bi-Lo LLC dated December 19, 2011