

SANFILIPPO JOHN B & SON INC

Form 8-K

December 21, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**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 16, 2004

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

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**0-19681**  
(Commission File Number)

**36-2419677**  
(I.R.S. Employer Identification  
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.**

The disclosure set forth below under Item 2.03, Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant, is hereby incorporated by reference into this Item 1.01.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On December 16, 2004, John B. Sanfilippo & Son, Inc. (the Company ) entered into a Note Purchase Agreement (the Agreement ) with The Prudential Insurance Company of America, Pruco Life Insurance Company, American Skandia Life Assurance Corporation, Prudential Retirement Ceded Business Trust, ING Life Insurance and Annuity Company, Farmers New World Life Insurance Company, Physicians Mutual Insurance Company, Great-West Life & Annuity Insurance Company, The Great-West Life Assurance Company, United of Omaha Life Insurance Company and Jefferson Pilot Financial Insurance Company (collectively the Purchasers ) whereby the Purchasers purchased \$65 million of the Company s senior unsecured notes (the Notes ). The Notes have a maturity of 10 years, bear interest at a fixed interest rate of 4.67% per annum and are required to be repaid in equal semi-annual payments on each June 1 and December 1 commencing on June 1, 2006. A copy of the Agreement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The proceeds from this financing will be used for the Company s consolidation of its Chicago area facilities into a single facility in Elgin, Illinois and for other working capital and general corporate purposes. The anticipated closing date on the Elgin site acquisition is March 2005.

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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 21, 2004

By: /s/ Michael J. Valentine

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Michael J. Valentine  
Executive Vice President Finance,  
Chief Financial Officer and Secretary

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**EXHIBIT INDEX**

<b><u>Exhibits</u></b>	<b><u>Description</u></b>
99.1	Note Purchase Agreement by and among the Company and the Purchasers dated December 16, 2004