

DARLING INTERNATIONAL INC

Form 8-K/A

December 09, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A  
(Amendment no. 1)

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 3, 2013

DARLING INTERNATIONAL INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-13323 (Commission File Number)	36-2495346 (IRS Employer Identification No.)
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251 O'CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS (Address of Principal Executive Offices)	75038 (Zip Code)
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Registrant's telephone number, including area code: (972) 717-0300

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))

Explanatory Note

This Amendment No. 1 to the Current Report on Form 8-K, as originally filed by Darling International Inc. ("Darling") on December 3, 2013 (the "Form 8-K"), is being filed to amend and restate in its entirety the Pro Forma Financial Information filed as Exhibit 99.3 to the Form 8-K and to amend the consent of BDO Audit & Assurance B.V. filed as Exhibit 23.1 for the purposes of the inclusion of the naming of BDO Audit & Assurance B.V. as experts. The Form 8-K is otherwise unchanged.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

Darling International Inc. unaudited pro forma consolidated financial information, comprised of an unaudited pro forma condensed consolidated balance sheet as of September 28, 2013 and unaudited pro forma condensed consolidated income statement for the nine months ended September 28, 2013 and year ended December 29, 2012, in each case, prepared on the basis as described herein.

(d) Exhibits.

Exhibit Number	Description
23.1	Consent of BDO Audit & Assurance B.V. filed herein.
99.1	Darling International Inc. unaudited pro forma condensed consolidated balance sheet as of September 28, 2013 and unaudited pro forma condensed consolidated income statements for the year ended December 29, 2012 and the nine months ended September 28, 2013 filed herein.

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.

DARLING INTERNATIONAL INC.

Date: December 9, 2013

By: /s/ John F. Sterling  
John F. Sterling  
Executive Vice President and  
General Counsel

EXHIBIT LIST

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99.1	Darling International Inc. unaudited pro forma condensed consolidated balance sheet as of September 28, 2013 and unaudited pro forma condensed consolidated income statements for the year ended December 29, 2012 and the nine months ended September 28, 2013 filed herein.