

RALCORP HOLDINGS INC /MO  
Form SC TO-C  
September 19, 2011

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

SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of  
the Securities Exchange Act of 1934

RALCORP HOLDINGS, INC.  
(Name of Subject Company)

CONAGRA FOODS, INC.  
(Names of Filing Persons – Offeror)

Common Stock, \$.01 par value  
(Title of Class of Securities)

751028101  
(Cusip Number of Class of Securities)

Colleen Batcheler  
Executive Vice President, General Counsel and Corporate Secretary  
ConAgra Foods, Inc.  
One ConAgra Drive  
Omaha, NE 68102  
Telephone: (402) 240-4000  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

Copies to:  
George R. Bason, Jr.  
Arthur F. Golden  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement

relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results

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ConAgra Foods Withdraws Its \$94 Per Share All-Cash Proposal to Acquire Ralcorp Holdings

OMAHA, Neb., September 19, 2011 (BUSINESS WIRE) – ConAgra Foods today announced the withdrawal of its \$94 per share, all-cash proposal to acquire Ralcorp Holdings, Inc. (NYSE: RAH). This follows Ralcorp’s failure to enter into a constructive dialogue with ConAgra Foods regarding its all-cash proposal for Ralcorp by the designated deadline of 5:00 pm Eastern time on September 19, 2011.