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FLEMING COMPANIES INC /OK/  
Form 8-K  
April 24, 2002

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): April 23, 2002

FLEMING COMPANIES, INC.

-----  
(Exact Name of Registrant as Specified in Charter)

Oklahoma

1-8140

48-0222760

-----  
(State or Other Jurisdiction of  
Incorporation)

-----  
(Commission File Number)

-----  
(I.R.S. Employer  
Identification N

1945 Lakepointe Drive, Lewisville, Texas 75057

-----  
(Address of Principal Executive Offices) (Zip Code)

(972) 906-8000

-----  
(Registrant's telephone number, including area code)

N/A

-----  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

(a) On April 23, 2002, Fleming Companies, Inc. ("Fleming") entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among Fleming, Platform Corporation, a wholly owned subsidiary of Fleming ("Buyer Sub"), Core-Mark International, Inc. (the "Company") and the stockholders of the Company, pursuant to which Buyer Sub will merge with and into the Company. The Merger Agreement is attached hereto as Exhibit 2.1 and is incorporated into this item of this report as if fully set forth herein.

(b) Exhibits.

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Number

- 2.1 Agreement and Plan of Merger, dated as of April 23, 2002, by and among Fleming Companies, Inc., an Oklahoma corporation, Platform Corporation, a Delaware corporation, Core-Mark International, Inc., a Delaware corporation, and the Indemnifying Stockholders (as defined therein).

ITEM 9. REGULATION FD DISCLOSURE.

(a) On April 24, 2002, Fleming issued a press release relating to the execution of the Merger Agreement. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated into this item of this report as if fully set forth herein.

(b) Exhibits.

Number

- 99.1 Press Release dated April 24, 2002 announcing the signing of the Merger Agreement.

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.

FLEMING COMPANIES, INC.

By: /s/ CARLOS M. HERNANDEZ

-----  
Carlos M. Hernandez  
Senior Vice President, General Counsel and  
Secretary

Date: April 24, 2002

EXHIBIT INDEX

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EXHIBIT NUMBER -----	DESCRIPTION -----
2.1	Agreement and Plan of Merger, dated as of April 23, 2002, by and among Fleming Companies, Inc., an Oklahoma corporation, Platform Corporation, a Delaware corporation, Core-Mark International, Inc., a Delaware corporation, and the Indemnifying Stockholders (as defined therein).
99.1	Press Release dated April 24, 2002 announcing the signing of the Merger Agreement.