

SANDERSON FARMS INC
Form 8-K
June 01, 2012

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): May 29, 2012

SANDERSON FARMS, INC.

(Exact name of registrant as specified in its charter)

Mississippi
(State or other jurisdiction
of incorporation)

1-14977
(Commission
File Number)

64-0615843
(I.R.S. Employer
Identification No.)

127 Flynt Road

39443

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Laurel, Mississippi
(Address of principal executive offices)
(601) 649-4030

(Zip Code)

(Registrant's telephone number, including area code)

Not applicable.

(Former name or former address, if changed since last report)

Check the appropriate box 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))

Section 2 Financial Information

Item 2.02 Results of Operations and Financial Condition.

On May 29, 2012, the Registrant issued a press release announcing its earnings for its fiscal quarter ended April 30, 2012. The press release is furnished herewith as Exhibit 99.1. Also on May 29, 2012, the Registrant held a conference call to discuss its earnings for its fiscal quarter ended April 30, 2012. A transcript of the conference call is furnished herewith as Exhibit 99.2. The information in the press release and transcript is not to be considered filed for purposes of the Securities Exchange Act of 1934 and is not incorporated by reference into the Registrant's filings under the Securities Act of 1933.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are furnished with this Current Report:

Exhibit No.	Description
99.1	Press release of Sanderson Farms, Inc. dated May 29, 2012.
99.2	Transcript of conference call held by Sanderson Farms, Inc. on May 29, 2012.

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.

SANDERSON FARMS, INC.

(Registrant)

Date: May 31, 2012

*By: /s/ D. Michael Cockrell
D. Michael Cockrell*

Treasurer and Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release of Sanderson Farms, Inc. dated May 29, 2012.

99.2 Transcript of conference call held by Sanderson Farms, Inc. on May 29, 2012.

ume of securities offered (if the total dollar value of securities offered would not exceed that which is registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefits plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new

registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defence of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reno, State of Nevada, on the 28th day of June, 2004.

GLAMIS GOLD LTD.

/s/ C. Kevin McArthur

By: C. Kevin McArthur
President, Chief Executive Officer and Director

Each person whose individual signature appears below hereby authorizes C. Kevin McArthur and Cheryl S. Maher, or either of them, as attorneys-in-fact with full power of substitution, to execute in the name and on the behalf of each person, individually and in each capacity stated below, and to file, any and all post-effective amendments to this Registration Statement.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated below on the 28th day of June, 2004.

Signature	Title
<u>/s/ C. Kevin McArthur</u> C. Kevin McArthur	President, Chief Executive Officer, Director and Authorized Representative in the United States (Principal Executive Officer)
<u>/s/ Cheryl S. Maher</u> Cheryl S. Maher	Vice President Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
<u>/s/ A. Dan Rovig</u> A. Dan Rovig	Chairman of the Board and Director
<u>/s/ Ian S. Davidson</u> Ian S. Davidson	Director
<u>/s/ Jean Depatie</u>	Director

Jean Depatie

/s/ Kenneth F. Williamson

Director

Kenneth F. Williamson

/s/ Randy Reifel

Director

Randy Reifel

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INDEX TO EXHIBITS

Exhibit Number	Description
5.1	Opinion of Lang Michener LLP regarding legality of the Common Shares being registered
23.1	Consent of KPMG LLP, Chartered Accountants
23.2	Consent of Lang Michener LLP (included in opinion filed as Exhibit 5.1)
23.3	Consent of Mine Reserves Associates, Inc., Professional Engineers
23.4	Consent of Mine Development Associates, Inc., Professional Engineers
23.5	Consent of James S. Voorhees, Professional Engineer
24.1	Power of Attorney (see signature page)