

B&G Foods, Inc.
Form 8-A12B
May 16, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities

Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

B&G Foods, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

13-3918742

(IRS Employer Identification No.)

Four Gatehall Drive, Suite 110, Parsippany, New Jersey

(Address of principal executive offices)

07054

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Class A Common Stock, par value \$0.01 per share

Name of each exchange on which
each class is to be registered
New York Stock Exchange

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-139206**

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

For a description of the Class A Common Stock, reference is made to the information set forth under the heading "Description of Capital Stock" contained in the Registration Statement on Form S-3 of B&G Foods, Inc. (Registration No. 333-139206) initially filed with the Securities and Exchange Commission on December 8, 2006, as subsequently amended by any amendments to such registration statement and by any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, in connection with such Registration Statement, which information is incorporated herein by reference.

Item 2. Exhibits

Not applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

B&G FOODS, INC.

By: /s/ Scott E. Lerner
Scott E. Lerner
Executive Vice President,
General Counsel and Secretary

Date: May 16, 2007
