B&G Foods, Inc.
Form DEF 14A
April 01, 2011

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As filed with the Securities and Exchange Commission on April 1, 2011.

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

B&G FOODS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Four Gatehall Drive
Parsippany, NJ 07054

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 17, 2011

To the Stockholders of B&G Foods, Inc.:

An annual meeting of stockholders of B&G Foods, Inc. will be held on Tuesday, May 17, 2011, at 10:00 a.m., local time, at the Hanover Marriott, 1401 Route 10 East, Whippany, NJ 07981, for the following purposes (which are more fully described in the accompanying proxy statement):

1. to elect eight directors to serve until the next annual meeting of stockholders or until their respective successors have been elected and qualified;

2. to conduct an advisory vote on executive compensation, commonly referred to as a "say on pay" vote;

3. to conduct an advisory vote on the frequency of future "say on pay" votes;

4. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011 (fiscal 2011); and

5. to transact such other business as may properly come before the annual meeting or any adjournment or postponement of the meeting.

The board of directors has fixed the close of business on March 25, 2011, as the record date for the determination of stockholders entitled to notice of and to vote at the annual meeting and any adjournment or postponement of the meeting.

Once again, we are pleased to take advantage of the Securities and Exchange Commission rule that allows companies to furnish proxy materials to their stockholders on the Internet. As a result, we are mailing to most of our stockholders a notice of Internet availability of proxy materials instead of paper copies of this proxy statement and our 2010 Annual Report. We believe that this process allows us to provide our stockholders with the information they need in a timelier manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. All stockholders who have previously requested paper copies of our proxy materials will continue to receive paper copies by mail.

Your vote is important, and you are cordially invited to attend the annual meeting. Whether or not you expect to attend the annual meeting, we encourage you to vote as soon as possible. You may vote by proxy over the Internet or by telephone, or, if you received paper copies of the proxy materials by mail, you can also vote by mail by following the instructions on the proxy card or voting instruction card. Voting over the Internet, by telephone or by written proxy or voting instruction card will ensure your representation at the annual meeting regardless of whether you attend in person.

By Order of the Board of Directors,

Scott E. Lerner
Secretary

Parsippany, New Jersey
April 1, 2011

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Four Gatehall Drive
Parsippany, NJ 07054

PROXY STATEMENT
FOR AN ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 17, 2011

GENERAL INFORMATION

Why am I receiving these materials?

This proxy statement is provided to the stockholders of B&G Foods, Inc. ("B&G Foods," "we," or "our company") in connection with the solicitation of proxies by our board of directors to be voted at an annual meeting of stockholders to be held at the Hanover Marriott, 1401 Route 10 East, Whippany, NJ 07981, at 10:00 a.m., local time, on Tuesday, May 17, 2011, and at any adjournment or postponement of the meeting. This proxy statement and the related materials are first being distributed or made available to stockholders on or about April 1, 2011. This proxy statement provides information that should be helpful to you in deciding how to vote on the matters to be voted on at the annual meeting.

What items will be voted on at the annual meeting?

At the annual meeting, the stockholders will consider and vote upon

- the election of eight directors to hold office until the next annual meeting of stockholders (Proposal No. 1);
- an advisory proposal on executive compensation, commonly referred to as a "say on pay" proposal (Proposal No. 2);
- an advisory proposal on the frequency of future "say on pay" proposals (Proposal No. 3); and
- the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011 (fiscal 2011) (Proposal No. 4).

What are included in the proxy materials?

The proxy materials include:

- our proxy statement for the annual meeting of stockholders; and
- our 2010 Annual Report.

If you received a paper copy of these materials by mail, the proxy materials also include a proxy card or a voting instruction card for the annual meeting.

What is a proxy statement? What information is contained in this proxy statement?

It is a document that Securities and Exchange Commission (SEC) regulations require us to give you when we ask you to sign a proxy card designating proxies to vote on your behalf. The information in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, B&G Foods' board of directors and board committees, the compensation of our directors and executive officers for fiscal 2010 and other required information.

What is a proxy?

It is your legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. We have designated two of our officers as proxies for the annual meeting. These two officers are Robert C. Cantwell and Scott E. Lerner.

Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?

Once again, we are pleased to be using the SEC rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to most of our stockholders a notice about the Internet availability of the proxy materials instead of a paper copy of the proxy materials. All stockholders receiving the notice will have the ability to access the proxy materials over the Internet and request to receive a paper copy of the proxy materials by mail. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in the notice.

Why didn't I receive a notice in the mail about the Internet availability of the proxy materials?

We are providing stockholders who have previously requested to receive paper copies of the proxy materials, with paper copies instead of a notice about the Internet availability of the proxy materials.

In addition, we are providing notice of the availability of the proxy materials by e-mail to those stockholders who have previously elected delivery of the proxy materials electronically. Those stockholders should have received an e-mail containing a link to the website where those materials are available and a link to the proxy voting website.

How can I access the proxy materials over the Internet?

The notice of annual meeting, proxy statement and annual report are available at http://materials.proxyvote.com/05508R. Instead of receiving future copies of the proxy materials by mail, most beneficial owners can elect to receive an e-mail that will provide electronic links to these documents. Opting to receive your proxy materials online will save us the cost of producing and mailing documents to your home or business, and also will give you an electronic link to the proxy voting site. If you received a notice of the Internet availability of proxy materials that notice will contain additional instructions on how to view our proxy materials on the Internet.

How may I obtain a paper copy of the proxy materials?

Stockholders receiving a notice about the Internet availability of the proxy materials will find instructions about how to obtain a paper copy of the proxy materials on that notice. Stockholders receiving notice of the availability of the proxy materials by e-mail will find instructions about how to obtain a paper copy of the proxy materials as part of that e-mail. All stockholders who do not receive a notice or an e-mail will receive a paper copy of the proxy materials by mail.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with B&G Foods' registrar and transfer agent, BNY Mellon Shareowner Services, you are considered a stockholder of record with respect to those shares.

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If your shares are held in a brokerage account or bank, you are considered the "beneficial owner" of those shares.

Who is entitled to vote at the annual meeting?

Each holder of record of our common stock at the close of business on March 25, 2011 is entitled to vote at the annual meeting. As of that date, a total of 47,900,237 shares of common stock were outstanding and are eligible to vote at the annual meeting. Each share of our common stock is entitled to one vote per share on all matters with respect to which holders are entitled to vote.

How do I vote?

Your shares may only be voted at the annual meeting if you are present in person or are represented by proxy. Whether or not you plan to attend the annual meeting, we encourage you to vote by proxy to assure that your shares will be represented. Voting by proxy will in no way limit your right to vote at the annual meeting if you later decide to attend in person. Beneficial owners, however, may vote in person at the annual meeting only if they have a legal proxy, as described below.

Stockholders of Record. If you are a stockholder of record, you may vote by proxy by completing the enclosed proxy card and mailing it in the postage-paid envelope provided. In the alternative, stockholders of record may vote in person at the annual meeting.

Beneficial Owners. If your shares are held in the name of a broker, bank or other nominee, that institution will instruct you as to how your shares may be voted by proxy, including whether telephone or Internet voting options are available. If your shares are held in the name of a broker, bank or other nominee, and you would like to vote in person at the meeting, you must first obtain a proxy, executed in your favor, from the institution that holds your shares.

What can I do if I change my mind after I vote my shares?

Stockholders of Record. If you are a stockholder of record, you may revoke your proxy at any time before it is exercised by timely submission of a written revocation to our corporate secretary, submission of a properly executed later-dated proxy, or by voting by ballot at the annual meeting. Attendance at the annual meeting will not by itself constitute a revocation of a proxy.

Beneficial Owners. If your shares are held in the name of a broker, bank or other holder of record, that institution will instruct you as to how your vote may be changed.

If I am a stockholder of record, how will my shares be voted if I sign, date and return my proxy card? What if I do not specify a choice for a matter when returning my signed proxy card?

All shares entitled to vote that are represented by properly-completed proxy cards received prior to the annual meeting and not revoked will be voted at the meeting in accordance with your instructions. If you sign and return a proxy card but do not indicate how your shares should be voted, the shares represented by your properly-completed proxy card will be voted:

- FOR each of the director nominees in Proposal No. 1;
- FOR the advisory proposal on executive compensation;
- FOR holding the say on pay vote *every one year* at the annual meeting of stockholders;
- FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2011; and

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in the discretion of the persons named in the proxies as proxy appointees as to any other matter that may properly come before the annual meeting.

What if I am a beneficial owner and do not give voting instructions to my broker?

As a beneficial owner, in order to ensure your shares are voted in the way you would like, you must provide voting instructions to your bank, broker or other nominee by the deadline provided in the materials you receive from your bank, broker or other nominee. If you do not provide voting instructions to your bank, broker or other nominee, whether your shares can be voted by such bank, broker or nominee depends on the type of item being considered for vote.

Non-Discretionary Items. The election of directors, advisory say on pay vote and advisory vote on the frequency of holding the say on pay vote are non-discretionary items and may not be voted on by brokers, banks or other nominees who have not received specific voting instructions from beneficial owners.

Discretionary Items. The ratification of the appointment of KPMG LLP as independent registered public accounting firm is a discretionary item. Generally, brokers, banks and other nominees that do not receive voting instructions from beneficial owners may vote on this proposal in their discretion.

Who may attend the annual meeting?

All stockholders that were our stockholders as of the record date (March 25, 2011), or their authorized representatives, may attend the annual meeting. Admission to the meeting will be on a first-come, first-served basis. If your shares are held in the name of a broker, bank or other nominee and you plan to attend the annual meeting, you should bring proof of ownership, such as a brokerage or bank account statement, to the annual meeting to ensure your admission.

How will votes be counted?

The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of common stock of our company entitled to vote on a particular matter will constitute a quorum for the purpose of considering that matter. Abstentions and broker "non-votes" will be counted as present and entitled to vote for purposes of determining a quorum. A broker "non-vote" occurs when a nominee, such as a bank or broker, holding shares for a beneficial owner, does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

With respect to the nominees for director under Proposal No. 1 Election of Directors, to be elected, each nominee must receive a plurality of all votes cast with respect to such position as director. Consequently, the eight director nominees receiving the most votes of holders of our common stock will be elected directors. Proposal Nos. 2, 3 and 4 each require the affirmative vote of a majority of the votes cast by the holders of the shares of common stock voting in person or by proxy at the annual meeting. Abstentions and broker non-votes will not be included in the vote totals and will not affect the outcome of the vote for Proposal Nos. 1 through 4.

Who will count the votes?

Our transfer agent, BNY Mellon Shareowner Services, will tally the vote, and will serve as inspector of the annual meeting.

How are proxies being solicited and who will pay for the solicitation of proxies?

We will bear the expense of the solicitation of proxies. In addition to the solicitation of proxies by mail, solicitation may be made by our directors, officers and employees by other means, including

telephone, over the Internet or in person. No special compensation will be paid to our directors, officers or employees for the solicitation of proxies. To solicit proxies, we will also request the assistance of brokerage houses, banks and other custodians, nominees or fiduciaries, and, upon request, will reimburse such organizations or individuals for their reasonable expenses in forwarding soliciting materials to beneficial owners and in obtaining authorization for the execution of proxies.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 17, 2011

The Notice of Annual Meeting, Proxy Statement and 2010 Annual Report are available at http://materials.proxyvote.com/05508R.

CORPORATE GOVERNANCE

Code of Business Conduct and Ethics; Corporate Governance Guidelines; Board Committee Charters

B&G Foods is committed to conducting every aspect of our business in an ethical, open and honest manner and in full compliance with the law, both in letter and in spirit. Our code of business conduct and ethics applies to all of our employees, officers and directors, including our chief executive officer and our chief financial officer, and lays out guidelines for our employees, officers and directors to follow as they conduct business on behalf of our company. B&G Foods has also adopted corporate governance guidelines, which, together with our certificate of incorporation, bylaws and board committee charters, form the framework for the corporate governance of B&G Foods.

The full text of the code of business conduct and ethics as well as our corporate governance guidelines, audit committee charter, compensation committee charter and nominating and governance committee charter are available at the investor relations section of our web site, http://ir.bgfoods.com. We intend to disclose any amendment to, or waiver from, a provision of the code of business conduct and ethics that applies to our chief executive officer or chief financial officer in the investor relations section of our web site. Stockholders may request free printed copies of the code of business conduct and ethics, corporate governance guidelines and the board committee charters by writing to: B&G Foods, Inc., Attention: Corporate Secretary, Four Gatehall Drive, Parsippany, NJ 07054 or corporatesecretary@bgfoods.com.

Role of the Board of Directors

In accordance with the General Corporation Law of the State of Delaware and our certificate of incorporation and our bylaws, our business, property and affairs are managed under the direction of the board of directors. Although our directors are not involved in our day-to-day operating details, they are kept informed of our business through written reports and documents provided to them regularly, as well as by operating, financial and other reports presented by our officers at meetings of the board of directors and committees of the board of directors.

Board Leadership Structure

Currently, we separate the roles of chairman of the board of directors and chief executive officer. Separating these roles allows our chief executive officer to focus on the day-to-day management of our business and our chairman, an independent director, to lead the board and focus on providing advice and independent oversight of management. Given the time and effort that is required of each of these positions and our preference to have an independent director lead our board, we currently believe it is best to separate these roles. However, neither our bylaws nor our corporate governance guidelines requires that we separate these roles and the board does not have a policy on whether the same person should serve as both the chief executive officer and chairman of the board or, if the roles are separate, whether the chairman should be selected from the non-management directors. Our board believes that it should have the flexibility to make these determinations from time to time in the way that it believes best to provide appropriate leadership for our company under then existing circumstances.

Meetings of the Board of Directors

During the fiscal year ended January 1, 2011 (fiscal 2010), the board of directors held 6 meetings. Each of the directors attended at least 75% of the aggregate of all meetings held by the board of directors and each committee of the board of directors on which he or she served during fiscal 2010, in each case held during the period for which he or she was a director and committee member. Our non-management directors meet regularly (at least quarterly) in executive session of the board without management directors or employees present. The chairman of the board of directors (or, in the chairman's absence or if the chairman is not an independent director, another independent director designated by the non-management directors) presides over executive sessions of the non-management directors.

Communication with the Board of Directors; Director Attendance at Annual Meetings

Stockholders, employees and all other interested parties may communicate with a member or members or committee of the board of directors by addressing their correspondence to the board member or members or committee c/o Corporate Secretary, B&G Foods, Inc., Four Gatehall Drive, Parsippany, NJ 07054 or by e-mail to corporatesecretary@bgfoods.com. Our corporate secretary will review the correspondence and will determine, in his good faith judgment, which stockholder communications will be relayed to the board of directors, any committee or any director. Our corporate secretary has the authority to discard or disregard any inappropriate communications or to take other appropriate actions with respect to any such inappropriate communications. Subject to the foregoing, mail addressed to "board of directors" or "non-management directors" will be forwarded to the chairman of the board.

Recognizing that director attendance at our annual meetings can provide our stockholders with a valuable opportunity to communicate with board members about issues affecting our company, we encourage our directors to attend each annual meeting of stockholders. All directors attended the 2010 annual meeting and we anticipate that all directors will attend the 2011 annual meeting.

Director Independence

In making independence determinations, the board of directors observes all criteria for independence established by the SEC, the New York Stock Exchange and other governing laws and regulations. The board considers all relevant facts and circumstances in making an independence determination. In accordance with our corporate governance guidelines, to be considered independent:

- the director must meet the bright-line independence tests under the listing standards of the New York Stock Exchange; and
- the board must affirmatively determine that the director otherwise has no material relationship with our company either directly or as a partner, shareholder or officer of an organization that has a relationship with our company.

The board of directors, through its nominating and governance committee, annually reviews all relevant business relationships any director may have with our company. As a result of its annual review, the board has determined that each of the following directors meets the independence tests under the listing standards of the New York Stock Exchange, none of the following directors has a

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material relationship with the company and, as a result, such directors are independent: Stephen C. Sherrill, Cynthia T. Jamison, Charles F. Marcy, Dennis M. Mullen, Cheryl M. Palmer and Alfred Poe.

Committees of the Board of Directors

The board of directors has an audit committee, compensation committee and a nominating and governance committee. The following table describes the current members of each committee and the number of meetings held during fiscal 2010:

	Audit	Compensation[1]	Nominating and Governance[1]
Number of Meetings:	**4**	**6**	**3**
Name:			
Cynthia T. Jamison	**Chairman**	þ	
Charles F. Marcy[2]		þ	þ
Dennis M. Mullen.	þ		**Chairman**
Cheryl M. Palmer[3]			þ
Alfred Poe	þ	**Chairman**	

(1) James R. Chambers, who resigned from the board effective June 30, 2010, served as chair of the nominating and governance committee and as a member of the compensation committee during fiscal 2010 until May 18, 2010. Following Mr. Chambers' resignation from the two committees, Mr. Mullen was appointed chairman of the nominating and governance committee, Mr. Poe was appointed to the nominating and governance committee and Mr. Sherrill was appointed to the compensation committee. Mr. Poe and Mr. Sherrill served on those respective committees until Mr. Marcy and Ms. Palmer joined the board of directors. See notes (2) and (3) below.

(2) Mr. Marcy was appointed to the compensation committee and nominating and governance committee effective October 19, 2010.

(3) Ms. Palmer was appointed to the nominating and governance committee effective October 19, 2010.

Audit Committee

The principal duties and responsibilities of our audit committee are as follows:

- to serve as an independent and objective party to monitor our financial reporting process and internal control systems;

- to review and appraise the audit efforts of our independent registered public accounting firm and exercise ultimate authority over the relationship between us and our independent registered public accounting firm; and

- to provide an effective, open avenue of communication among the independent registered public accounting firm, financial and senior management and the board of directors.

The audit committee has the power to investigate any matter brought to its attention within the scope of its duties. It also has the authority to retain counsel and advisors to fulfill its responsibilities and duties. Each director who serves on the audit committee is independent under the listing standards of the New York Stock Exchange and as that term is used in Section 10A(m)(3) of the Securities Act of 1934, as amended. The board of directors has determined that Ms. Jamison qualifies as an audit committee financial expert as that term is defined by applicable SEC regulations, and has designated Ms. Jamison as the audit committee's financial expert.

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The audit committee operates under a written charter adopted by the board of directors. A copy of the charter is available at the investor relations section of our website, http://ir.bgfoods.com. The report of the audit committee begins on page 42 of this proxy statement.

Compensation Committee

The principal duties and responsibilities of the compensation committee are as follows:

- to discharge the board of directors' responsibilities relating to the compensation of our executive officers and directors; and

- to have overall responsibility for evaluating and approving our executive officer and director compensation plans, policies and programs, as well as any equity-based compensation plans and policies.

Each director who serves on the compensation committee is independent under the listing standards of the New York Stock Exchange and the Internal Revenue Code of 1986, as amended, with respect to compensation committees. The compensation committee operates under a written charter adopted by the board of directors, a copy of which is available at the investor relations section of our website, http://ir.bgfoods.com. The report of the compensation committee is set forth on page 28 of this proxy statement.

Nominating and Governance Committee

The principal duties and responsibilities of the nominating and governance committee are as follows:

- to assist the board of directors by identifying individuals qualified to become board members and members of board committees, to recommend to the board of directors nominees for the next annual meeting of stockholders, and to recommend to the board of directors nominees for each committee of the board of directors;

- to lead the board of directors in its annual review of the board's and management's performance;

- to monitor our corporate governance structure; and

- to periodically review and recommend to the board of directors any proposed changes to the corporate governance guidelines applicable to us.

Each director who serves on the nominating and governance committee is independent under the listing standards of the New York Stock Exchange with respect to nominating and governance committees.

The Board's Role in Risk Oversight

Management is responsible for the day-to-day risks our company faces. Our board of directors is responsible to:

- ensure that management has implemented an appropriate system to manage these risks, i.e., to identify, assess, mitigate, monitor, and communicate about these risks; and

- provide effective risk oversight through the board's committee structure and oversight processes.

Beyond these fundamental responsibilities for risk oversight, our board concentrates on the broader implications of our strategic plans and allows the committees to focus on specific areas of risk. Our directors, through their risk oversight role, attempt to satisfy themselves that the risk management

processes designed and implemented by the company's executive officers and other senior managers are consistent with the company's corporate strategy and are functioning as directed.

The board believes that full and open communication between management and the board of directors is essential for effective risk management and oversight. Our executive officers attend our quarterly board meetings. In addition to making quarterly presentations at such meetings regarding our operations, our executive officers are available to discuss any questions or concerns raised by the board relating to risk management and any other matters.

While the board is ultimately responsible for risk oversight at our company, our three board committees assist the board in fulfilling its oversight responsibilities in certain areas of risk.

Audit Committee. In accordance with its charter, the audit committee is required to, among other things, focus on the reasonableness of control processes for identifying and managing key business, financial and regulatory reporting risks. The audit committee is also mandated by its charter to discuss with management our company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including, as required by the NYSE, our risk assessment and risk management policies. The audit committee monitors our company's credit risk, liquidity risk, regulatory risk, operational risk and enterprise risk by regular reviews with management, external auditors and the firm that is responsible for our company's internal audit function.

Compensation Committee. The compensation committee assists the board in fulfilling its oversight responsibilities with respect to the evaluation and management of risks arising from our compensation policies and programs. As a result of its evaluation, the compensation committee has concluded that the risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on our company.

Nominating and Governance Committee. The nominating and governance committee assists the board in fulfilling its oversight responsibilities with respect to the management of risks associated with corporate governance, including board structure, size, membership and succession planning for our directors and executive officers.

Director Nominations

The nominating and governance committee will consider recommendations for directorships submitted by our stockholders. Stockholders who wish the nominating and governance committee to consider their recommendations for nominees for the position of director should submit their recommendations, in accordance with the procedures set forth in our bylaws, in writing to: Corporate Secretary, B&G Foods, Inc., Four Gatehall Drive, Parsippany, NJ 07054. In order to be considered for inclusion in the proxy statement and form of proxy for the annual meeting of stockholders to be held in 2012, the stockholder's notice much be received by our company not less than 120 days nor more than 150 days before the first anniversary of the date of this proxy statement.

For nominations, such stockholder's notice shall set forth: (1) as to each person whom the stockholder proposes to nominate for election as a director, (A) the name, age, business address and residential address of such person, (B) the principal occupation or employment of such person, (C) a statement of the particular experience, qualifications, attributes or skills of the proposed nominee, (D) the class and number of shares of stock of our company that are beneficially owned by such person, (E) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors or is otherwise required by the rules and regulations of the SEC promulgated under the Securities Exchange Act of 1934, as amended and (F) the written consent of the nominee to be named in the proxy statement as a nominee and to serve as a director if elected and (2) as to the stockholder giving the notice, (A) the name, and business address and residential address, as they appear on our stock transfer books, of the nominating stockholder, (B) a

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representation that the nominating stockholder is a stockholder of record and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice, (C) the class and number of shares of stock of our company beneficially owned by the nominating stockholder and (D) a description of all arrangements or understandings between the nominating stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the nominating stockholder.

In its assessment of each potential candidate, the nominating and governance committee will review the nominee's professional ethics, integrity and values, judgment, experience, independence, commitment to representing the long-term interests of the stockholders, understanding of our company's or other related industries and such other factors the nominating and governance committee determines are pertinent in light of the current needs of the board of directors. The nominating and governance committee seeks to identify candidates representing diverse experience at policy-making levels in business, management, marketing, finance, human resources, communications and other areas that are relevant to our activities. The nominating and governance committee will also take into account the ability of a director to devote the time and effort necessary to fulfill his or her responsibilities to our company. After full consideration, the stockholder proponent will be notified of the decision of the nominating and governance committee.

Nominees may also be recommended by directors, members of management, or, in some cases, by a third party firm. In identifying and considering candidates for nomination to the board, the nominating and governance committee considers, in addition to the requirements described above and set out in its charter, quality of experience, our needs and the range of knowledge, experience and diversity represented on the board. Each director candidate will be evaluated by the nominating and governance committee based on the same criteria and in the same manner, regardless of whether the candidate was recommended by a company stockholder or by others.

The nominating and governance committee will conduct the appropriate and necessary inquiries with respect to the backgrounds and qualifications of all director nominees. The nominating and governance committee will also review the independence of each candidate and other qualifications of all director candidates, as well as consider questions of possible conflicts of interest between director nominees and our company. After the nominating and governance committee has completed its review of a nominee's qualifications and conducted the appropriate inquiries, the nominating and governance committee will make a determination whether to recommend the nominee for approval by the board of directors. If the nominating and governance committee decides to recommend the director nominee for nomination by the board of directors and such recommendation is accepted by the board, the form of our proxy solicited will include the name of the director nominee.

Director Compensation

Employee directors do not receive any separate compensation for their board activities. Each of our non-employee directors receives an annual fee payable in cash. In addition, to ensure that our non-employee directors have an ownership interest aligned with our stockholders, each non-employee director also receives an annual grant of shares of our common stock issued under our 2008 Omnibus Incentive Compensation Plan. Members of our board committees receive an additional annual fee for each committee on which they serve. Each non-employee director also receives a cash fee for each board meeting and committee meeting attended in person or by telephone. Our directors are entitled to reimbursement of their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the board of directors or board committees.

During the first quarter of 2011, the compensation committee recommended, and the full board approved, an increase in compensation for our non-employee directors after discussing director

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compensation surveys. A summary of our director compensation program is summarized in the table below:

Compensation Element	2010 Compensation (Fiscal 2010 - May 2011)	2011 Compensation (June 2011 - May 2012)
General Board Service Cash		
Annual Fee Chair	$ 50,000	$ 60,000
Annual Fee Other Members	$ 40,000	$ 45,000
Meeting Fee (in person)	$ 2,000	$ 2,000
Meeting Fee (by telephone)	$ 1,000	$ 1,000
General Board Service Equity		
Grant date fair value of shares of common stock granted annually	$ 45,000	$ 55,000
Number of shares	Determined based on the closing stock price on the last business day of the calendar month of the annual meeting of stockholders. Shares issued on the first business day of the next month.	Determined based on the closing stock price on the last business day of the calendar month of the annual meeting of stockholders. Shares issued on the first business day of the next month.
Vesting schedule	Immediate upon grant	Immediate upon grant

Committee Service Cash

	Audit Committee	Compensation Committee	Nominating & Governance Committee	Audit Committee	Compensation Committee	Nominating & Governance Committee
Annual Fee Chair	$ 17,500	$ 10,000	$ 10,000	$ 17,500	$ 10,000	$ 10,000
Annual Fee Other Members	$ 7,500	$ 7,500	$ 7,500	$ 7,500	$ 7,500	$ 7,500
Meeting Fee (in person)	$ 1,000	$ 1,000	$ 1,000	$ 1,000	$ 1,000	$ 1,000
Meeting Fee (by telephone)	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500

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During fiscal 2010, our non-employee directors received the following compensation:

Name	Fees Earned or Paid in Cash	Stock Awards[1]	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Stephen C. Sherrill	$ 59,000	$ 44,997					$ 103,997
Cynthia T. Jamison	$ 91,500	$ 44,997					$ 136,497
Charles F. Marcy	$ 16,250	$ 26,240					$ 42,490
Dennis M. Mullen.	$ 72,500	$ 44,997					$ 117,497
Cheryl M. Palmer	$ 13,875	$ 26,240					$ 40,115
Alfred Poe	$ 75,500	$ 44,997					$ 120,497
James R. Chambers[2]	$ 59,750						$ 59,750

(1) The "Stock Awards" column shows the aggregate grant date fair value of stock awards computed in accordance with FASB ASC Topic 718. The following table shows, for each grant of common stock to the directors, the number of shares of common stock granted, the grant date and the fair value of the stock award computed in accordance with FASB ASC Topic 718:

Name	Grant Date	Number of Shares of Common Stock	Grant Date Fair Value
Stephen C. Sherrill	6/1/2010	4,245	$ 44,997
Cynthia T. Jamison	6/1/2010	4,245	$ 44,997
Charles F. Marcy	11/1/2010	2,142	$ 26,240
Dennis M. Mullen.	6/1/2010	4,245	$ 44,997
Cheryl M. Palmer	11/1/2010	2,142	$ 26,240
Alfred Poe	6/1/2010	4,245	$ 44,997

(2) Mr. Chambers resigned from the board of directors effective June 30, 2010.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

Introduction

Our company's bylaws provide for the annual election of directors. Our bylaws also provide that the number of directors shall be as determined by the board. During fiscal 2010, the board increased the number of director from seven to eight. Upon the recommendation of our nominating and governance committee, our board of directors has nominated for re-election each of our current directors.

Each of the eight nominees was elected by our stockholders at the 2010 annual meeting, other than Mr. Marcy and Ms. Palmer, who were appointed to the board effective October 19, 2010. Mr. Marcy and Ms. Palmer were each recommended as directors by the nominating and governance committee, who determined that each was qualified under the committee's criteria.

At the annual meeting, the eight nominees for director are to be elected to hold office until the next annual meeting of stockholders and until their successors have been elected and qualified. Each of the nominees has consented to serve as a director if elected. If any of the nominees shall become unable or unwilling to stand for election as a director (an event not now anticipated by the board of directors), proxies will be voted for such substitute as designated by the board of directors. The following sets forth for each of the nominees, his or her age and principal occupation and certain other information.

Director Nominees

The following sets forth certain biographical information about the nominees for election as directors, including a description of their business experience during at least the past five years and the specific experience, qualifications, attributes or skills that qualify them to serve as directors of B&G Foods and/or members of the board committees on which they serve. For further information, about how director nominees are selected, see "Corporate Governance Director Nominations" above.

Stephen C. Sherrill, 57, Chairman of the Board of Directors: Stephen Sherrill has been a director since B&G Foods' formation in 1996 and has been Chairman since 2005. Mr. Sherrill is a founder and has been a Managing Director of Bruckmann, Rosser, Sherrill & Co., Inc. (BRS) since its formation in 1995. BRS was the controlling stockholder of B&G Foods from its formation in 1996 until its initial public offering in 2004. Mr. Sherrill was an officer of Citicorp Venture Capital from 1983 until 1994. Prior to that, he was an associate at the New York law firm of Paul, Weiss, Rifkind, Wharton & Garrison. Mr. Sherrill currently serves as a director of Ruth's Chris Steak House, Inc. and is a member of its compensation committee. Mr. Sherrill has previously served as a director of the Remington Arms Company, Inc. and Lazy Days' R.V. Center, Inc.

Mr. Sherrill has many years of experience as a private equity investor and has served on the boards of directors of many public and private companies. Mr. Sherrill's expertise regarding mergers and acquisitions and debt and equity financing allows him to provide invaluable guidance to our board of directors and executive management regarding these matters. This has been and continues to be very important to B&G Foods because we have implemented, and intend to continue to implement, our growth strategy in part through the acquisition of complementary brands.

David L. Wenner, 61, President, Chief Executive Officer and Director: David Wenner is our President and Chief Executive Officer, positions he has held since 1993, and has been a director since 1997. Mr. Wenner joined our company in 1989 as Assistant to the President and was directly responsible for Distribution and Bloch & Guggenheimer operations. In 1991, he was promoted to Vice President and assumed responsibility for all company manufacturing operations. Prior to joining our company, Mr. Wenner spent 13 years at Johnson & Johnson in supervision and management positions, responsible for manufacturing, maintenance and purchasing. Mr. Wenner is active in industry trade

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groups and has served as President of Pickle Packers International, and serves on the Chairman's Advisory Council of the Grocery Manufacturers Association.

Having served as our President and Chief Executive Officer for 18 years, Mr. Wenner brings to our board an extraordinary understanding of our company's business, history and organization. Mr. Wenner's training as an engineer at the U.S. Naval Academy and prior experience in senior leadership positions overseeing manufacturing, maintenance and purchasing operations at B&G Foods and Johnson & Johnson, together with his day-to-day leadership and intimate knowledge of our business and operations, provide the board with invaluable insight into the operations of our company. Mr. Wenner, having teamed with Mr. Cantwell to successfully acquire and integrate 20 separate brands into our company's operations since 1996, also provides our board strong insight and guidance regarding potential acquisitions and acquisition financing.

Robert C. Cantwell, 54, Executive Vice President of Finance, Chief Financial Officer and Director: Robert Cantwell is our Executive Vice President of Finance and Chief Financial Officer, and has been a director since 2005. Mr. Cantwell joined our company in 1983 as the Assistant Vice President of Finance. In that position, Mr. Cantwell had responsibility for all financial reporting, including budgeting. Mr. Cantwell was promoted to his current position in 1991, assuming full responsibility for all financial matters, as well as management information systems, data processing, administration and corporate human resources. Prior to joining us, Mr. Cantwell spent four years at Deloitte & Touche LLP, where he received accreditation as a Certified Public Accountant.

Like Mr. Wenner, Mr. Cantwell, who has been with B&G Foods for 28 years, brings to our board an extraordinary understanding of our company's business, history and organization. Mr. Cantwell also has extensive experience in accounting, finance, public company reporting, mergers and acquisitions, debt and equity financing, and operating successfully in a highly leveraged environment. Mr. Cantwell also has strong senior management and leadership experience.

Cynthia T. Jamison, 51, Director: Cynthia Jamison has been a director since 2004. Ms. Jamison currently serves as chief financial officer of AquaSpy, Inc. (an Australian environmentally responsible irrigation company), a position she has held since 2009. Ms. Jamison was previously a partner with Tatum, LLC from 1999 to 2010. From 2005 to 2009 she internally managed the CFO Services practice at Tatum and was a member of the Operating Committee of the firm. In her other Tatum roles she has served as the chief financial officer and/or chief operating officer for several publicly- and privately-held companies. Prior to joining Tatum, she served as Chief Financial Officer of Chart House Enterprises, a publicly traded restaurant company and previously held various financial positions at Allied Domecq Retailing USA, Kraft General Foods and Arthur Andersen. Ms. Jamison currently serves on the board of directors at Tractor Supply Company, Inc. (NASDAQ), where she is lead director and sits on the audit committee and the compensation committee and chairs the nominating and governance committee. Ms. Jamison previously served on the board of directors of Cellu Tissue Holdings, Inc. (NYSE), where she chaired the audit committee. She also previously held a board seat at Horizon Organic Holdings, Inc. (NASDAQ), where she sat on the company's audit and compensation committees.

Ms. Jamison has extensive experience in financial and accounting matters, including public company reporting, as well as corporate governance and public company executive compensation experience, having served as chief financial officer or on the board of directors of many public and private companies. Ms. Jamison also brings key senior management, leadership and financial, strategic planning, corporate governance and public company executive compensation experience to our board of directors.

Charles F. Marcy, 60, Director: Charles "Chuck" F. Marcy has been a director since October 2010. Mr. Marcy served as President and Chief Executive Officer and a member of the Board of Directors of

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Healthy Food Holdings (HFH), a holding company for branded "better-for-you" foods from 2005 through April 2010. Under Mr. Marcy's guidance, HFH's portfolio included Breyers Yogurt, YoCrunch Yogurt and Van's International Foods. Previously, Mr. Marcy served as President, Chief Executive Officer and a Director of Horizon Organic Holdings, then a publicly traded company listed on the NASDAQ with a leading market position in the organic food business in the United States and the United Kingdom, from 1999 to 2005. Mr. Marcy also previously served as President and Chief Executive officer of the Sealright Corporation, a manufacturer of dairy packaging and packaging systems, from 1995 to 1998. From 1993 to 1995, Mr. Marcy was President of the Golden Grain Company, a subsidiary of Quaker Oats Company and maker of the Near East brand of all-natural grain-based food products. From 1991 to 1993, Mr. Marcy was President of National Dairy Products Corp., the dairy division of Kraft General Foods. From 1974 to 1991, Mr. Marcy held various senior marketing and strategic planning roles with Sara Lee Corporation and General Foods.

Mr. Marcy has many years of experience as a chief executive officer and senior executive officer in the food industry. Mr. Marcy brings key senior management, leadership, financial and strategic planning, corporate governance and public company executive compensation experience to our board of directors. Mr. Marcy also has a strong background in packaged foods marketing and has significant experience with organic foods.

Dennis M. Mullen, 57, Director: Dennis Mullen has been a director since 2006. From June 2009 through February 2011, Mr. Mullen served as Chairman, President and Chief Executive Officer of Empire State Development Corporation, where he oversaw the statewide operations of New York State's primary economic development agency. During such time he also served as a Commissioner of New York State's Department of Economic Development. From September 2008 to June 2009, Mr. Mullen served as Upstate President of the Empire State Development Corporation, where he oversaw the upstate operations of the agency. From 2005 through August 2008, Mr. Mullen served as President and Chief Executive Officer of Greater Rochester Enterprise, an economic development company. Prior that that, Mr. Mullen was President and Chief Executive Officer of Birds Eye Foods, Inc., a leading manufacturer and marketer of frozen vegetables, and a major processor of other food products, from 1998 to 2005. Mr. Mullen also was a director of Birds Eye Foods from 1996 to 2005, serving as Chairman of the Board from 2002 to 2005. Prior to that, Mr. Mullen held various other leadership positions with Birds Eye Foods and related entities. Prior to employment with Birds Eye Foods, Mr. Mullen was President and Chief Executive Officer of Globe Products Company, Inc. Mr. Mullen currently serves on the board of directors of Foster Farms, a leading poultry producer in the Western United States. He formerly served on the board of directors of the Grocery Manufacturers Association.

Mr. Mullen has many years of experience as a chief executive officer and senior executive officer in the food industry. Mr. Mullen brings key senior management, leadership, financial and strategic planning, corporate governance and public company executive compensation experience to our board of directors.

Cheryl M. Palmer, 53, Director: Cheryl Palmer has been a director since October 2010. Ms. Palmer has served as Corporate Vice President, Revenue & Product Development (Chief Revenue Officer) of Club Quarters, LLC, which operates full service hotels for member organizations in prime, downtown locations, since 2007. Previously Ms. Palmer was Vice President, Northeast Zone, for The Gap, from 2005 to 2006. Prior to that Ms. Palmer served in executive leadership positions at The Great Atlantic & Pacific Tea Company (A&P), including as President of the Food Emporium, a specialty food retail division, from 2000 to 2005, and as Senior Vice President, Strategic Marketing of A&P from 1999 to 2000. Prior to joining A&P, Ms. Palmer served as Group Vice President and General Manager Portfolio Leadership for Allied Domecq Spirits & Wines from 1997 to 1999. From 1985 to 1996, Ms. Palmer held various senior marketing and management positions at the Mott's North America and Schweppes USA divisions of Cadbury Beverages, Inc.

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Ms. Palmer has many years of experience as a senior executive officer in the food industry. Ms. Palmer brings key senior management, leadership, financial and strategic planning, corporate governance and executive compensation experience to our board of directors. Ms. Palmer also has a strong background in brand marketing. Ms. Palmer's retail food industry experience brings a fresh perspective to the board.

Alfred Poe, 62, Director: Alfred Poe has been a director since 1997. He is currently the Chief Executive Officer of AJA Restaurant Corp., serving as such since 1999. He was the Chief Executive Officer of Superior Nutrition Corporation, a provider of nutrition products, from 1997 to 2002. He was Chairman of the Board and Chief Executive Officer of MenuDirect Corporation, a provider of specialty meals for people on restricted diets, from 1997 to 1999. Mr. Poe was a Corporate Vice President of Campbell's Soup Company from 1991 through 1996. From 1993 through 1996, he was the President of Campbell's Meal Enhancement Group. From 1982 to 1991, Mr. Poe held various positions, including Vice President, Brands Director and Commercial Director with Mars, Inc. Mr. Poe previously served on the board of directors of Centerplate, Inc. (AMEX) and State Street Bank (NYSE).

Mr. Poe has many years of experience as a chief executive officer and senior executive officer in the packaged foods and food service industries. He has also served on the board of directors of other public companies. In addition to bringing industry experience, Mr. Poe brings key senior management, leadership, financial and strategic planning, corporate governance and public company executive compensation experience to our board of directors.

Required Vote

To be elected, each nominee for director must receive a plurality of all votes cast with respect to such position as director. Shares not voted in the election of directors (including shares covered by a proxy as to which authority is withheld to vote for all nominees) and shares not voted for any particular nominee (including shares covered by a proxy as to which authority is withheld to vote for only one or less than all of the identified nominees) will not prevent the election of any of the nominees for director.

Recommendation of the Board of Directors

The board of directors recommends that the stockholders vote "FOR" each of the board of directors' nominees set forth in Proposal No. 1.

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OUR MANAGEMENT

Executive Officers and Directors

Our executive officers and directors, their positions and their ages as of March 31, 2011, are as set forth in the table below. Each of our directors holds office until the next annual meeting of our stockholders or until his successor has been elected and qualified. Our executive officers serve at the discretion of the board of directors.

Name	Age	Position
Stephen C. Sherrill	57	Chairman of the Board of Directors
David L. Wenner	61	President, Chief Executive Officer and Director
Robert C. Cantwell	54	Executive Vice President of Finance, Chief Financial Officer and Director
William F. Herbes	56	Executive Vice President of Operations
Vanessa E. Maskal	54	Executive Vice President of Sales and Marketing
William H. Wright	66	Executive Vice President of Quality Assurance and Research & Development
Scott E. Lerner	38	Executive Vice President, General Counsel, Secretary and Chief Compliance Officer
Cynthia T. Jamison	51	Director
Charles F. Marcy	60	Director
Dennis M. Mullen	57	Director
Cheryl M. Palmer	53	Director
Alfred Poe	62	Director

For a description of the business experience of Messrs. Sherrill, Wenner, Cantwell, Marcy, Mullen and Poe and Mss. Jamison and Palmer, see "Proposal No. 1 Election of Directors."

William F. Herbes, Executive Vice President of Operations. Bill Herbes is Executive Vice President of Operations of B&G Foods, a position he has held since 2009. Mr. Herbes is responsible for our operations department, including all manufacturing, supply chain, purchasing and planning functions. Prior to joining B&G Foods, Mr. Herbes gained twenty-four years experience in operations and supply chain management at Warner Lambert and its successor companies, Pfizer and Cadbury Schweppes. Most recently, Mr. Herbes served as Senior Vice President, Global Supply Chain at Cadbury Schweppes and also worked with leading consumer packaged goods companies as an independent consultant.

Vanessa E. Maskal, Executive Vice President of Sales and Marketing. Vanessa Maskal is our Executive Vice President of Sales and Marketing. Ms. Maskal first joined B&G Foods in 1999 as Senior Brand Manager and after a brief hiatus returned to the company in 2003 as Director of Direct Store Delivery Sales. Ms. Maskal was promoted to Executive Vice President of Sales in November 2006. Ms. Maskal assumed responsibility for marketing in October 2008. Prior to joining B&G Foods, Ms. Maskal held senior positions at IBC Inc., Drake Bakeries and Whatman Inc.

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William H. Wright, Executive Vice President of Quality Assurance and Research & Development. William Wright was promoted to Executive Vice President of Quality Assurance and Research & Development in February 2010. Mr. Wright joined B&G Foods in 1998 as Vice President of Quality Assurance and Research & Development and also assumed responsibility for Consumer Affairs. Prior to joining B&G Foods, Mr. Wright accumulated thirty years of supervision and management experience in maintenance, manufacturing and operations at Johnson & Johnson and as a plant manager at First Quality Products.

Scott E. Lerner, Executive Vice President, General Counsel, Secretary and Chief Compliance Officer. Scott Lerner is our Executive Vice President, General Counsel, Secretary and Chief Compliance Officer. Mr. Lerner joined our company in 2005 as Vice President, General Counsel and Secretary. In 2006, Mr. Lerner was promoted to Executive Vice President and in 2009 he was given the added responsibility of being our Chief Compliance Officer, a then newly created position. From 1997 to 2005, Mr. Lerner was an associate in the corporate and securities and mergers and acquisitions practice groups at the international law firm Dechert LLP.

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COMPENSATION DISCUSSION AND ANALYSIS

The following Compensation Discussion and Analysis contains statements regarding historical and future company performance targets or goals. We have disclosed these targets or goals in the limited context of B&G Foods' compensation programs and they should not be understood to be statements of management's expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

Introduction

In the paragraphs that follow, we will give an overview and analysis of our compensation program and policies, the material compensation decisions we have made under those programs and policies, and the material factors that we considered in making those decisions. Following this section you will find a series of tables containing specific information about the compensation earned or paid in fiscal 2010 to our chief executive officer, chief financial officer, and our next three most highly compensated executive officers. Throughout this proxy statement we refer to these individuals as our "named executive officers." The discussion below is intended to help you understand the detailed information provided in those tables and put that information into context within our overall compensation program.

Executive Summary

The primary objective of our executive compensation program is to provide compensation designed to:

- attract, motivate and retain executive officers of outstanding ability and potential;
- reinforce the execution of our business strategy and the achievement of our business objectives; and
- align the interests of our executive officers with the interests of our stockholders, with the ultimate objective of improving stockholder value.

The compensation committee aims to provide incentives for superior performance in a given year and over a sustained period by paying fair, reasonable and competitive compensation, and by basing a significant portion of our target compensation package upon achieving that performance (i.e., "*pay for performance*").

We also aim for simplicity in our compensation program so that it is easy for our employees and our stockholders to understand the various components of our compensation program and the incentives designed to drive company performance. The three primary components of our executive compensation program are base salary, annual cash bonus and equity-based performance share long-term incentive awards.

We believe that the compensation program has been instrumental in helping the company achieve strong financial performance and shareholder value in 2010 as evidenced by the following:

- Net sales increased to $513.3 million, an increase of 2.5% over prior year;
- Net income increased to $32.4 million, an increase of 85.6% over prior year;
- Diluted earnings per share increased to $0.67, an increase of 52.3% over prior year;
- EBITDA increased to $119.7 million, an increase of 16.2% over prior year;

Cash and cash equivalents at year end increased to $98.7 million, an increase of 147.3% over prior year;

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Our market capitalization increased to $654.1 million at year end, an increase of 49.1% over prior year and has subsequently increased to $865.1 million as of March 15, 2011, an increase of 82.8% since March 15, 2010;

Total shareholder return (assuming reinvestment of dividends) over the prior 1-, 2- and 3-year periods was 58.8%, 190.8% and 75.4% respectively, and subsequently from January 1, 2011 to March 15, 2011 our stock price has increased from $13.73 per share to $18.06 per share, a 31.5% increase; and

We were able to announce a quarterly dividend increase during the first quarter of 2011 to $0.21 per share, a 23.5% increase.

Role of the Compensation Committee

The compensation committee of our board of directors is responsible for setting and administering the policies that govern salary, annual bonus, long-term incentive programs and other compensation and benefits for our executive officers. The compensation committee oversees various executive and employee compensation plans and programs, and it has responsibility for continually monitoring these plans and programs to ensure that they adhere to our company's compensation philosophy and objectives. Our compensation committee determines the appropriate compensation levels of executives, evaluates officer and director compensation plans, policies and programs, and reviews benefit plans for officers and employees. Our compensation committee ensures that the total compensation paid to our named executive officers is fair, reasonable and competitive, and that a significant portion of the total compensation is tied to our company's annual and long-term performance.

The compensation committee's charter reflects the above-mentioned responsibilities, and the compensation committee and the board of directors periodically review and revise the charter. The compensation committee currently consists of three directors, each of whom was determined by our company's board of directors to be "independent" as defined by the listing standards of the New York Stock Exchange. No member of the compensation committee is a current or former officer or employee of our company. Mr. Poe, the chairman of our compensation committee, reports on compensation committee actions and recommendations at each board meeting.

The compensation committee has the authority to engage the services of outside advisers, experts and others to assist the compensation committee. During fiscal 2007 and early fiscal 2008, the compensation committee engaged Hewitt Associates, an outside global human resources consulting firm, to review our company's executive compensation and incentive programs. The compensation committee conducted numerous teleconferences with the consultant during the course of reviewing our company's then existing executive compensation scheme and structuring our long-term incentive compensation program. During the latter part of fiscal 2008, the compensation committee again engaged Hewitt Associates to prepare a peer group compensation survey prior to setting fiscal 2009 compensation for our executive officers. Hewitt did not perform any non-executive compensation consulting services for our company during the last fiscal year or during any other year. The compensation committee believes that it is important to retain outsider advisers, experts and others from time to time.

Role of our Chief Executive Officer in Compensation Decisions

Regarding most compensation matters, including executive compensation and our annual and long-term incentive plans, our chief executive officer provides recommendations to the compensation committee; however, the compensation committee does not delegate any of its functions to others in setting compensation for our named executive officers and directors.

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The compensation committee makes all compensation decisions for the named executive officers. The compensation committee annually evaluates the performance of, and determines the compensation of, our chief executive officer based upon a combination of the achievement of corporate goals and individual performance. The compensation committee bases its evaluation in large part upon the annual evaluation of our chief executive officer performed by our nominating and governance committee, which is the committee that has primary responsibility for evaluating the performance of our chief executive officer. As part of its performance review process, the nominating and governance committee solicits the input of the full board of directors. Our chief executive officer annually reviews the performance of the other executive officers. The conclusions reached by our chief executive officer and recommendations based on these reviews, including with respect to salary adjustments and incentive plan award amounts for the other executive officers, are presented to the compensation committee. The compensation committee then exercises its discretion in modifying any recommended adjustments or awards. The chief executive officer does not participate in the decision making regarding his own compensation and is not present when his compensation is discussed. Our compensation committee reports the compensation decisions it has made with respect to our chief executive officer and each of the other named executive officers to the board of directors.

Peer Group Surveys

Our compensation committee does not use surveys of compensation paid to similar executives in order to determine annual and long-term compensation for our named executive officers. However, in light of the compensation objectives described above, the compensation committee does from time to time review peer group surveys as an independent measure to ensure that the compensation being set is fair, reasonable and competitive. Prior to setting fiscal 2009 executive compensation, the compensation committee engaged Hewitt Associates to prepare a peer group survey based upon publicly available information. The peer group included the companies listed below. The compensation committee did not review a peer group survey prior to setting fiscal 2010 compensation.

Del Monte Foods Co.	Lance, Inc.
Diamond Foods, Inc.	McCormick & Co., Inc.
Farmer Brothers Co.	Ralcorp Holdings, Inc.
Flowers Foods, Inc.	John B. Sanfilippo & Son, Inc.
Green Mountain Coffee Roasters, Inc.	J.M. Smucker, Co.
Hain Celestial Group, Inc.	Tasty Baking, Co.
J&J Snack Foods Corp.	Treehouse Foods, Inc.
Lancaster Colony Corp.	

Components of Executive Compensation

Consistent with its *pay for performance* philosophy, the compensation committee believes that it is important to place a greater percentage of executives' and senior managers' compensation at risk than that of non-executives and non-senior managers by tying executives' and senior managers' compensation directly to the performance of B&G Foods. Accordingly, as set forth in the charts below a significant portion of executive compensation consists of annual bonuses and long-term incentives linked to the performance of the company.

Base Salaries

We have entered into employment agreements with all of our named executive officers. The current base salaries for our named executive officers are set forth below in the footnotes to the summary compensation table. For each of these executive officers, including our chief executive officer, the executive officer's base salary is subject to annual increase at the discretion of the compensation committee. Adjustments to base salary are based upon the executive officer's past performance, expected future contributions, and scope and nature of responsibilities, including changes in responsibilities. As discussed above, the compensation committee also from time to time reviews peer group surveys as an independent measure to ensure that any adjustments are fair, reasonable and competitive.

Performance-Based Awards

In order to align the interests of our stockholders with our compensation plans, we tie significant portions of our named executive officers' compensation to our annual and long-term financial and operating performance. Our performance-based awards are comprised of an annual incentive cash award and, beginning in 2008, long-term incentive equity awards. The compensation committee's philosophy is that if our performance exceeds our internal targets and budgets, named executive officers can expect the level of their compensation to reflect that achievement. On the other hand, if our financial performance falls below these expectations, our approach is that named executive officers can expect their compensation to be adversely affected.

Our incentive award programs each use one of the two performance measures listed below:

Adjusted EBITDA. Historically, the compensation committee has chosen adjusted EBITDA (which we define as net income before net interest expense, income taxes, depreciation and amortization and loss on extinguishment of debt, as adjusted for certain other items) as the target performance objective for the payment of awards under our annual bonus plan.
The compensation committee has selected adjusted EBITDA as the relevant company goal because the compensation committee believes that adjusted EBITDA growth most closely reflects operating performance and is consistent with the overall goals and long-term strategic direction that the board of directors has set for our company. Further, adjusted EBITDA growth is closely related to or reflective of our company's financial and operational improvements, ability to generate cash flow from operations, growth and return to stockholders. We believe that adjusted EBITDA is helpful in assessing the overall performance of our business, and is helpful in highlighting trends in our overall business because the items excluded in calculating adjusted EBITDA have little or no bearing on our day-to-day operating performance. Adjusted EBITDA is an important non-GAAP valuation tool that potential investors use to measure our profitability against other companies in our industry.

Excess Cash. Our compensation committee has chosen "excess cash" as the measure for determining performance share long-term incentive awards under the 2008 Omnibus Incentive Compensation Plan (which we refer to in this proxy statement as the 2008 Omnibus Plan). Excess cash is calculated as adjusted EBITDA before taking into account accruals for any long-term equity incentive awards and other stock-based compensation, minus the sum of cash interest payments, cash income tax payments, capital expenditures, dividends paid and, beginning with the 2011 to 2013 performance share long-term incentive awards, payments for tax withholding on behalf of employees for net share withholding. Excess cash as we define it for purposes of our incentive awards differs from the definition of the term in our financing agreements because, as used for purposes of our incentive awards, excess cash is reduced by the amount of dividends we pay but excludes the impact of certain debt repayments. We believe that excess cash is an important measure in analyzing our liquidity, including our ability to continue returning an above-average dividend to our stockholders, and our ability to execute on strategic opportunities and deliver stockholder value. Further, the compensation committee believes that excess cash performance targets encourage management to actively pursue acquisitions that are meaningfully accretive to our cash flows.

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Beginning with the 2010 to 2012 performance share long-term incentive awards, the compensation committee re-defined "dividends paid" to effectively eliminate any positive or negative effect of any increases or decreases in the dividend rate from dividend rate in effect at the time the excess cash performance goal is set. The compensation committee believes that the achievement of the excess cash performance goals should not be made harder for management to achieve in the event the board of directors decides to increase the current dividend rate and likewise should not be made easier for management to achieve in the event the board of directors decides to reduce the current dividend rate.

Adjusted EBITDA and excess cash targets for a given year are determined by the compensation committee based upon recommendations from and discussions with management, a review of current economic conditions and recent acquisition activity. Factors used by the compensation committee in setting adjusted EBITDA and excess cash targets include, among others, the following:

- reasonable growth expectations taking into account a variety of circumstances faced by our company;
- market conditions, including the related impact on cost and our ability to offset any cost increases with pricing increases or other cost savings measures; and
- prior fiscal year adjusted EBITDA and excess cash.

Neither adjusted EBITDA nor excess cash is a term defined under U.S. generally accepted accounting principles (GAAP).

After the compensation committee reviews the final full year financial results of our company, the compensation committee approves performance based awards for completed performance periods. Performance based awards are generally paid in cash or stock, as applicable, in late February or early March.

Annual Bonus Plan

The compensation committee believes that a portion of an executive officer's compensation should be tied to the achievement of the company's performance goals in the form of an annual non-equity incentive cash bonus, in order to reward performance and overall company success. B&G Foods' annual bonus plan provides for annual cash incentive awards to be made to our executive officers and senior managers upon our company's attainment of pre-set adjusted EBITDA objectives. However, no annual bonuses are paid unless excess cash for the fiscal year is positive. Adjusted EBITDA targets under the annual bonus plan may be reset periodically within a fiscal year by the compensation committee to take into account acquisitions and other unplanned events. Executives generally must be employed on the last day of a plan year to receive an annual bonus award, however, the compensation committee, at its discretion, may prorate awards in the event of certain circumstances such as the executive's promotion or demotion, death or retirement.

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The amount of the annual award to each executive is based upon a percentage of the executive's or senior manager's annualized base salary, with such percentage varying depending upon the level of adjusted EBITDA as compared to threshold, target and maximum adjusted EBITDA performance objectives as follows:

	Annual Bonus Award as a Percentage of Base Salary		
Name	**Threshold (No Bonus)**	**Target (Half Bonus)**	**Maximum (Full Bonus)**
David L. Wenner	0%	50%	100%
Robert C. Cantwell	0%	35%	70%
Vanessa E. Maskal	0%	35%	70%
Scott E. Lerner	0%	35%	70%
William F. Herbes	0%	35%	70%

The fiscal 2010 adjusted EBITDA threshold, target and maximum performance objectives were, $101.2 million, $103.0 million and $106.7 million. For sake of comparison, our fiscal 2009 adjusted EBTIDA was $103.0 million. Our company's fiscal 2010 adjusted EBITDA of $119.7 million was substantially above the maximum adjusted EBITDA objective of $106.7 million. Therefore, as reflected in the non-equity incentive plan compensation column in the summary compensation table below, the named executive officers received full bonus awards under the annual bonus plan for fiscal 2010.

Long-Term Incentive Compensation

Our long-term incentive compensation program is designed to promote a balanced focus on driving performance, retaining talent and aligning the interests of our executives with those of our other stockholders. The 2008 Omnibus Plan authorizes the grant of performance share awards, restricted stock, options, stock appreciation rights, deferred stock, stock units and cash-based awards to employees, non-employee directors and consultants. Subject to adjustment as provided in the plan, the total number of shares of common stock available for awards under the plan is 4,500,000. As of the date of this proxy statement, 575,080 shares of common stock have been issued under the plan and 3,924,920 shares remain available for issuance.

Performance Share Awards. Beginning in 2008, our compensation committee has made annual grants of performance share long-term incentive awards (LTIAs) to our named executive officers and certain other members of senior management. The LTIAs entitle the participants to earn shares of common stock upon the attainment of certain performance goals over the applicable performance period. In general the LTIAs have three-year cumulative performance periods. However, in order to phase in the program, the 2008 LTIAs had a one year performance period and the 2008 to 2009 LTIAs had a two-year cumulative performance period.

The awards are settled in shares of common stock based upon our performance over the applicable performance period. The performance metric for the LTIAs is "excess cash" (as defined above). The LTIAs, each have a threshold, target and maximum payout. If our performance meets or exceeds the performance threshold, then a varying amount of shares from the threshold amount (50% of the target number of shares) up to the maximum amount (300% of the target number of shares) may be earned. No shares are earned if the performance threshold is not met.

The compensation committee believes that the performance share LTIAs align the interests of our named executive officers with the interests of our stockholders because the number of shares earned is tied to the achievement of the company's long-term financial goals. In addition, the potential value of those shares if and when issued at the end of the performance period will depend on the price of our common stock at the end of the performance period.

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The number of shares that may be earned by each executive officer and senior manager is based upon a percentage of his or her base salary. For each of our named executive officers, the grant date fair market value of the number of shares that may be earned upon satisfaction of the threshold, target and maximum performance objectives are equal to the following percentages of annualized base salary:

Name	Performance Share LTIAs as a Percentage of Base Salary Based upon Grant Date Fair Market Value Threshold	Target	Maximum
David L. Wenner	50%	100%	300%
Robert C. Cantwell	37.5%	75%	225%
Vanessa E. Maskal	25%	50%	150%
Scott E. Lerner	25%	50%	150%
William F. Herbes	25%	50%	150%

Because the number of shares that may be earned by each participant from threshold to maximum is determined at the beginning of the performance period based upon the price of our common stock at the date of grant of the performance share LTIA, the value of the award at the end of the performance period will depend not only upon the level at which the performance goals have been achieved but will also depend on the price of our common stock at the end of the performance period when the shares of common stock are actually issued to the participants.

For example, for any given three-year LTIA performance period, it is intended that our chief executive officer will receive an award at the end of the applicable three-year performance period with a value equal to 100% of his base salary at of the beginning of the performance period *if* we meet our target excess cash objective for the three-year performance period. However, if over the three-year performance period we meet the performance objective at the target level but our stock price decreases by 50% over that three-year period, the value of the award decreases by 50% as compared to the grant date value. Likewise, if over that three-year performance period we meet the performance objective at the target level but our stock price increases by 50% over that three-year period, the value of the award increases by 50% as compared to the grant date value.

Performance Objectives for the Performance Period Ending in Fiscal 2010. Fiscal 2010 was the third and final year of the 2008 to 2010 LTIA performance period. As reflected in the table below actual cumulative excess cash (as defined above) for fiscal 2008 to 2010 exceeded the maximum performance objective. As a result, shares of common stock were earned at the maximum level and were issued to all eligible plan participants, including the named executive officers, in February 2011. A summary of the shares of common stock awarded to the named executive officers, the value realized on vesting of those awards, the number of shares withheld to cover withholding taxes and the net number of shares received can be found in the "Option Exercises and Stock Vested for Fiscal 2010" table on page 33.

	Performance Period	Excess Cash Objective Threshold	Target	Maximum	Actual Excess Cash
2008 to 2010 LTIAs	Fiscal 2008 to 2010	$ 7,548,000	$ 15,096,000	$ 45,288,000	$ 60,330,758

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Performance Objectives for Performance Periods Ending after Fiscal 2010. The compensation committee established the following objectives for LTIAs covering performance periods ending after fiscal 2010:

		Cumulative Excess Cash Objective		
	Performance Period	**Threshold**	**Target**	**Maximum**
2009 to 2011 LTIAs	Fiscal 2009 to 2011	$ 14,483,000	$ 28,966,000	$ 43,449,000
2010 to 2012 LTIAs	Fiscal 2010 to 2012	$ 51,710,500	$ 58,443,000	$ 80,943,000
2011 to 2013 LTIAs	Fiscal 2011 to 2013	$ 67,901,400	$ 75,446,000	$ 100,000,000

Shares of common stock in respect of the 2009 to 2011 LTIAs, 2010 to 2012 LTIAs and 2011 to 2013 LTIAs will be issued in March 2012, March 2013 and March 2014, respectively, in each case subject to the performance goals for the applicable performance period being certified by our compensation committee as having been achieved.

In general participants must remain an employee of B&G Foods until the end of the applicable performance period in order to be entitled to any payment pursuant to LTIAs, except that in the case of separation from service due to termination without cause, retirement at age 62 or older, or death or disability, then after the performance period, the participant (or in the event of death, his or her estate) will be entitled to a pro rata portion of the number of performance shares, if any, the participant would have received had the participant remained employed until the end of the performance period. The pro rata portion will be based on the number of full months in the performance period during which the participant was employed as compared to the total number of months in the performance period. Also, in the case of a change of control (as defined in the 2008 Omnibus Plan) during a performance period, LTIAs will terminate. However, upon the change in control, participants will be entitled to receive a pro rata portion of the shares of common stock with respect to the target number of performance shares covered by the LTIAs without regard to the extent to which the performance conditions have been satisfied. The pro rata portion will be based upon the number of full months in the applicable performance period preceding the change in control as compared to the number of months in the performance period.

Other Compensation and Benefits

Benefits offered to executive officers serve a different purpose than do the other elements of total compensation. In general, they are designed to provide a safety net of protection against the financial catastrophes that can result from illness, disability or death, and to provide a reasonable level of retirement income based on years of service with our company. Benefits offered to executive officers are the same as those offered to the general employee population, except for the automobile allowance provided to the executive officers.

Executive officers are entitled to participate in the company's defined benefit pension plan. In addition, under the company's 401(k) plan, B&G Foods makes a 50% matching contribution with respect to each participant's elective contributions, up to six percent of such participant's compensation (provided that for fiscal 2010, matching contributions were based only on the first $245,000 of such participant's compensation). Matching contributions become fully vested after five years of employment with the company.

Executive Severance and Change in Control Severance Benefits

For a discussion of executive severance and change in control severance benefits, our rationale for offering those benefits and the triggers for payments, see "Management Employment Agreements Severance Benefits" below.

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Chief Executive Officer Compensation

The compensation committee remains responsible for reviewing and approving the corporate goals and objectives relevant to our chief executive officer's compensation and evaluating our chief executive officer's performance in light of those goals and objectives. Mr. Wenner has served as our President and Chief Executive Officer since March 1993. Mr. Wenner's compensation during fiscal 2010 was based upon his employment agreement and the other factors set forth above under "Components of Executive Compensation."

Accounting and Tax Considerations

Financial reporting and income tax consequences to our company of individual compensation elements are important considerations for our compensation committee when it is analyzing the overall level of compensation and the mix of compensation. Overall, the compensation committee seeks to balance its objective of ensuring a fair, reasonable and competitive compensation package for our named executive officers with the need to insure the deductibility of compensation while ensuring an appropriate and transparent impact on reported earnings and other closely followed financial measures.

Section 162(m) of the Internal Revenue Code of 1986, as amended limits the deduction that may be claimed by a public company for compensation paid to certain executive officers to $1 million except to the extent that any excess compensation is "performance-based compensation," as defined by the Code. To the extent that it is practicable and consistent with our company's executive compensation philosophy, the compensation committee intends to design our executive compensation policy to maximize the deductibility of such compensation under Section 162(m). However, if compliance with Section 162(m) conflicts with the compensation philosophy, is determined not to be in the best interest of our stockholders or the amount of the loss of deductibility is deemed to be not material, the compensation committee will abide by its compensation philosophy even if it results in a loss of deductibility. Through fiscal 2010, Section 162(m) has not affected our tax deductions, and the compensation committee believes that, at the present time, it is unlikely that compensation paid to any of our executive officers in a taxable year that is subject to the deduction limit will exceed $1 million by a material amount.

Executive Compensation Clawback Policy

B&G Foods does not currently have an executive compensation clawback policy. However, the compensation committee plans to adopt a clawback policy after the SEC issues final rules implementing the clawback provisions set forth in the Dodd-Frank Wall Street Reform and Consumer Protection Act. The SEC has stated that it expects to issue preliminary rules in the August to December 2011 time period with final SEC rules to be adopted thereafter.

Stock Ownership Guidelines

Although, our company does not currently have stock ownership guidelines for our executive officers, we encourage all of our executive officers to hold a significant amount of company stock and promote this goal through our long-term incentive awards. At this time, given the significant amount of company stock held by our executive officers and the nature of our long-term incentive awards, which increase or decrease in value during each performance period as our stock price increases or decreases, we believe that the interests of our executives are properly aligned with those of our other stockholders. If over time this situation changes, our board of directors will reevaluate the need for stock ownership guidelines. The table below illustrates the significant stock ownership of our named executive officers.

Name	Ratio of Stock Ownership to Base Salary[1]
David L. Wenner	13.2
Robert C. Cantwell	8.8
Vanessa E. Maskal	3.2
Scott E. Lerner	2.2
William F. Herbes[2]	0.6

(1) As of March 15, 2011.

(2) Mr. Herbes has been with B&G Foods less than two years.

Anti-Hedging Policy

To prevent speculation or hedging, our insider trading policy prohibits our named executive officers (and our directors and all other employees) from engaging in short sales of our company's stock. Company policy also prohibits our directors, executive officers and certain other employees from purchasing or selling any financial instrument that is designed to hedge or offset any decrease in the market value of our company's stock, including prepaid variable forward contracts, equity swaps, collars and other derivative securities that are directly linked to our company's stock. All other employees are discouraged from entering into hedging transactions related to company stock. In addition, our insider trading policy prohibits all directors, executive officers and all other employees from purchasing company securities on margin, holding company securities in a margin account or pledging company securities.

Compensation Committee Interlocks and Insider Participation

No member of the compensation committee is now, or was during fiscal 2010 or at any time prior thereto, an officer or employee of our company or any of our subsidiaries. In addition, no member of the compensation committee had any relationship with the company that would require disclosure under the applicable rules of the SEC pertaining to the disclosure of transactions with related persons. None of the executive officers of our company currently serves or has served in the past on the board of directors or compensation committee of another company at any time during which an executive officer of such other company served on our board of directors or compensation committee.

REPORT OF THE COMPENSATION COMMITTEE

The compensation committee of the board of directors of B&G Foods has reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on this review and discussion, the committee recommended to our board of directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by referenced into the company's Annual Report on Form 10-K for fiscal 2010. This report is provided by the following independent directors, who comprise the committee.

Compensation Committee
Alfred Poe, *Chairperson*
Cynthia T. Jamison
Charles F. Marcy

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EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain information with respect to annual and long-term compensation for services in all capacities for fiscal 2010, 2009 and 2008 paid to our named executive officers.

Name and Principal Position	Year	Salary(1)	Stock Awards(2)(3)	Non-Equity Incentive Plan Compensation(4)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings(5)	All Other Compensation(6)	Total
David L. Wenner	2010	$ 489,670	$ 1,182,625	$ 493,000	$ 102,704	$ 17,350	$ 2,285,349
President and Chief Executive	2009	473,000	239,042	473,000	68,953	17,350	1,271,345
Officer	2008	471,255	674,086		96,088	17,285	1,258,714
Robert C. Cantwell	2010	$ 352,000	$ 207,160	$ 246,400	$ 87,023	$ 17,350	$ 909,933
Executive Vice President of	2009	339,750	128,112	236,600	47,804	17,350	769,616
Finance and Chief Financial Officer	2008	337,601	361,111		73,039	17,285	789,036
Vanessa E. Maskal	2010	$ 267,000	$ 104,757	$ 186,900	$ 52,966	$ 17,350	$ 628,973
Executive Vice President of Sales	2009	257,019	64,435	178,500	24,668	17,350	541,972
and Marketing	2008	249,332	$ 177,774		33,756	17,285	478,147
Scott E. Lerner	2010	$ 275,000	$ 107,892	$ 192,500	$ 14,902	$ 16,695	$ 606,989
Executive Vice President,	2009	265,000	66,962	185,500	7,697	17,350	542,509
General Counsel, Secretary and Chief Compliance Officer	2008	264,332	188,884		8,724	17,285	479,225
William F. Herbes	2010	$ 262,500	$ 627,993	$ 183,750	$ 30,830	$ 12,201	$ 1,117,274
Executive Vice President of Operations							

(1) The current base salary as of the date of this proxy statement for each named executive officer who currently serves as an executive officer is as follows: Mr. Wenner, $513,000; Mr. Cantwell, $366,000; Ms. Maskal, $278,000; Mr. Lerner, $286,000; and Mr. Herbes, $273,000.

(2) None of the named executive officers received any shares of common stock in fiscal 2008 or fiscal 2009. Except as noted below in footnote (3), the "stock awards" column sets forth, for a given year, the aggregate grant date fair value of performance share LTIAs granted in that year reduced by the present value of expected dividends using the risk-free interest-rate (as the award holders are not entitled to dividends or dividend equivalents during the vesting period) computed in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) Topic 718 based upon the probable outcome (as of the grant date) of the applicable performance conditions. The amounts reported in the "stock awards" column are generally consistent with the estimate of aggregate compensation expense expected to be recognized by B&G Foods for the named executive officers over the performance period determined as of the grant date under FASB Topic 718, excluding the effect of forfeitures. For a discussion of the assumptions used in calculating the grant date fair value and estimate of aggregate compensation expense is set forth in Note 13 of the notes to our consolidated financial statements in our 2010 Annual Report.

Assuming that maximum performance goals were met, the value of the awards at date of grant, or in certain cases, deemed dated of grant (calculated in accordance with FASB ASC Topic 718 as set forth above), would have been as follows: 2008 Mr. Wenner, $3,149,055; Mr. Cantwell, $1,686,994; Ms. Maskal $865,125; and Mr. Lerner, $986,243; 2009 Mr. Wenner, $564,000; Mr. Cantwell, $384,338 ; Ms. Maskal $193,305; and Mr. Lerner, $200,886; 2010 Mr. Wenner, $1,956,342; Mr. Cantwell, $621,480; Ms. Maskal $314,272; Mr. Lerner, $323,676 and Mr. Herbes, $833,979. For 2008, includes 2008 LTIAs, 2008 to 2009 LTIAs and 2008 to 2010 LTIAs as the long-term incentive award program was being phased in. For 2009, includes the 2009 to 2011 LTIAs. For 2010, includes the 2010 to 2012 LTIAs. For Mr. Wenner, 2010 also includes a portion of his 2009 to 2011 LTIAs. For Mr. Herbes, 2010 also includes 2009 to 2010 and 2009 to 2011 discretionary bonus awards. See footnote (3) below.

The amounts listed in the "stock awards" column and in this footnote do not reflect the value of common stock actually received by the named executive officers, whether the named executive officer will actually realize a financial benefit from the awards, or the potential value to the named executive officer of the awards that may be earned. Whether, and to what extent, the named executive officers ultimately realize value will depend on many factors, including the actual performance of the company, the price of our common stock when and if shares are actually issued and the named executive officers' continued employment. For more details on performance share LTIA and discretionary bonus grants in 2010, see the Grants of Plan-Based Awards in Fiscal 2010 table below. Additional information regarding performance share LTIAs and discretionary

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bonuses granted in 2009 and 2010 that are still outstanding can be found in the table Outstanding Equity Awards at 2010 Fiscal Year End table below.

(3) In addition to 2010 to 2012 LTIAs, the "stock awards" column for 2010 for Mr. Herbes also includes discretionary bonus awards granted to him during 2010 for the 2009 to 2010 and 2009 to 2011 performance periods. The discretionary awards were denominated in dollars but payable in shares of common stock or cash at the discretion of the compensation committee. The award for 2009 to 2010 was in fact paid to Mr. Herbes in shares of common stock in February 2011 by dividing the dollar value of the award by the closing price of the common stock on the trading day before the release date. Because Mr. Herbes did not join B&G Foods until mid-year 2009, he was not eligible for 2008 to 2010 or 2009 to 2011 LTIAs. The 2008 to 2010 and 2009 to 2011 discretionary bonus awards granted to Mr. Herbes were intended to reward Mr. Herbes' for his strong contributions to B&G Foods since his arrival, including to our company's expected achievement of the maximum excess cash objectives set forth in the 2008 to 2010 and 2009 to 2011 LTIAs. Although SEC rules require the entire expected compensation expense relating to the 2008 to 2010 and 2009 to 2011 discretionary bonus awards and the 2010 to 2012 LTIAs be included in Mr. Herbes' stock awards total for 2010, the awards, to the extent earned, will be paid in 2011, 2012 and 2013.

(4) The amounts shown in this column represent payments made under annual bonus plans. Bonuses listed in this column as being earned in 2009 were actually paid in March 2010 and bonuses listed in this column as being earned in 2010 were actually paid in March 2011.

(5) Represents the aggregate change in pension value of the named executive officer's accumulated benefit under our defined benefit pension plan. See the pension benefits table on page 37 for additional information, including the present value assumptions used in this calculation. We do not have any non-qualified deferred compensation plans.

(6) The amounts shown in this column include employer costs relating to personal use of a company automobile or automobile allowances paid and our company's matching contributions to our 401(k) plan. In accordance with SEC rules, the compensation in the table omits information regarding group life, health, hospitalization and medical reimbursement plans that do not discriminate in scope, terms or operation, in favor of executive officers or directors of B&G Foods and that are available generally to all salaried employees.

The following table describes each component of the "all other compensation" column.

Name	Year	Matching Contributions to 401(k) Plan	Automobile Allowance[(A)]	Total
David L. Wenner	2010	$ 7,350	$ 10,000	$ 17,350
	2009	$ 7,350	$ 10,000	$ 17,350
	2008	6,900	10,385	17,285
Robert C. Cantwell	2010	$ 7,350	$ 10,000	$ 17,350
	2009	$ 7,350	$ 10,000	$ 17,350
	2008	6,900	10,385	17,285
Vanessa E. Maskal	2010	$ 7,350	$ 10,000	$ 17,350
	2009	$ 7,350	$ 10,000	$ 17,350
	2008	6,900	10,385	17,285
Scott E. Lerner	2010	$ 6,695	$ 10,000	$ 16,695
	2009	$ 7,350	$ 10,000	$ 17,350
	2008	6,900	10,385	17,285
William F. Herbes	2010	$ 2,201	$ 10,000	$ 12,201

(A) The amount shown reflects an unrestricted automobile allowance that is fully taxable to the officer.

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Grants of Plan Based Awards in Fiscal 2010

The following table sets forth information about non-equity and equity awards granted to the named executive officers in fiscal 2010.

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards				
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (# of shares)	Target (# of shares)	Maximum (# of shares)	All Other Stock Awards: Number of Shares of Stock or Units (# of shares)	Grant Date Fair Value of Stock and Option Awards[3] ($)
David L. Wenner									
2010 Annual Bonus Plan[1]	N/A		$ 246,500	$ 493,000					
2010 - 2012 LTIAs	3/2/2010				26,533	53,067	159,201		$ 386,858
2009 - 2011 LTIAs[2]	5/18/2010						81,450		$ 795,767
Robert C. Cantwell									
2010 Annual Bonus Plan[1]	N/A		$ 123,200	$ 246,400					
2010 - 2012 LTIAs	3/2/2010				14,208	28,417	85,251		$ 207,160
Vanessa E. Maskal									
2010 Annual Bonus Plan[1]	N/A		$ 93,450	$ 186,900					
2010 - 2012 LTIAs	3/2/2010				7,185	14,370	43,110		$ 104,757
Scott E. Lerner									
2010 Annual Bonus Plan[1]	N/A		$ 96,250	$ 192,500					
2010 - 2012 LTIAs	3/2/2010				7,400	14,800	44,400		$ 107,892
William F. Herbes									
2010 Annual Bonus Plan[1]	N/A		$ 91,875	$ 183,750					
2010 - 2012 LTIAs	3/2/2010				7,064	14,128	42,384		$ 102,993
Discretionary Bonus Award for 2009 to 2010[4]	12/2/2010					$ 196,875			$ 196,875
Discretionary Bonus Award for 2009 to 2011[4]	12/2/2010					$ 328,125			$ 328,125

(1) Shows the potential value of the payout for the named executive officer under our annual bonus plan for fiscal 2010 if the threshold, target or maximum adjusted EBITDA objective is satisfied. The potential payouts are performance-driven and therefore completely at risk. As reflected in the footnote to the non-equity incentive plan compensation column in the summary compensation table, awards were earned under the 2010 annual bonus plan at the maximum level and were paid to the named executive officers in March 2011.

(2) In February 2009, the compensation committee awarded Mr. Wenner 2009 to 2011 performance share LTIAs providing him with the possibility of earning shares of common stock ranging from 63,575 at threshold to 127,150 at target to 381,450 at maximum if certain threshold, target and maximum performance goals are attained. For a discussion of the performance measures relating to these awards, see the "Performance-Based Awards" section of the Compensation Discussion and Analysis above. Prior to May 18, 2010, the 2008 Omnibus Plan limited the number of shares of common stock that may be issued to any one participant in respect of performance-based awards in any fiscal year to 300,000. For accounting purposes, the 81,450 performance shares included in this table were not deemed to be granted until May 18, 2010 when our stockholders approved amendments to our 2008 Omnibus Plan that, among other things, increased the annual per participant limit from 300,000 shares to 400,000 shares.

(3) The values included in this column reflect the grant date fair value of the performance share LTIAs reduced by the present value of expected dividends using the risk-free interest-rate (as the award holders are not entitled to dividends or dividend equivalents during the vesting period) computed in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) Topic 718 based upon the probable outcome (as of the grant date) of the applicable performance conditions. The amounts reported in this column are generally consistent with the estimate of aggregate compensation expense expected to be recognized by B&G Foods for the named executive officers over the performance period determined as of the grant date under FASB Topic 718, excluding the effect of forfeitures. For a discussion of the assumptions used in calculating the grant date fair value and estimate of aggregate compensation expense is set forth in Note 13 of the notes to our consolidated financial statements in our 2010 Annual Report.

The amounts listed in this column do not reflect whether the named executive officer will actually realize a financial benefit from the awards, or the potential value to the named executive officer of the awards that may be earned. Whether, and to what extent, the named executive officers ultimately realize value will depend on many factors, including the actual performance of the company, the price of our common stock when and if shares are actually issued and the named executive officers' continued employment.

(4) Award is denominated in dollars but payable in shares of common stock or cash at the discretion of the compensation committee. The award for 2009 to 2010 was paid to Mr. Herbes in shares of common stock in February 2011 based upon the closing price of the common stock on the trading day before the release date.

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Outstanding Equity Awards at 2010 Fiscal Year-End

The following table provides information on the outstanding equity awards held by the named executive officers as of January 1, 2011. None of the named executive officers held any option awards at January 1, 2011.

	Stock Awards(1)				
Name	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Performance Period	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested(2) (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested(2) ($)
David L. Wenner			2009 to 2011	381,450	$ 5,237,309
			2010 to 2012	159,201	$ 2,185,830
Robert C. Cantwell			2009 to 2011	204,435	$ 2,806,893
			2010 to 2012	85,251	$ 1,170,496
Vanessa E. Maskal			2009 to 2011	102,822	$ 1,411,746
			2010 to 2012	43,110	$ 591,900
Scott E. Lerner			2009 to 2011	106,854	$ 1,467,105
			2010 to 2012	44,400	$ 609,612
William F. Herbes(3)			2009 to 2011		$ 328,125
			2010 to 2012	42,384	$ 581,932

(1) Does not include shares of common stock for 2008 to 2010 performance share LTIAs, which had vested at the end of fiscal 2010 subject to confirmation by the compensation committee that the performance goal had been satisfied. Following such confirmation, shares of common stock for the 2008 to 2010 performance share LTIAs were paid in February 2011, and are reflected below in the "Option Exercises and Stock Vested in Fiscal 2010" table.

(2) Except as noted in footnote (3) below, these columns show the number of shares of common stock each named executive officer would receive under each grant of performance shares LTIAs, assuming that the financial targets associated with each award are achieved at the maximum level (i.e., 300% of target), and the dollar value of those shares based on the closing market price of the company's common stock of $13.73 per share on December 31, 2010 (the last business day of fiscal 2010). The awards vest at the end of the applicable performance period, subject to confirmation by the compensation committee that the applicable performance goals have been satisfied.

As noted in the Compensation Discussion and Analysis section of this proxy statement, the number of shares that may be earned by each named executive officer from threshold to maximum is determined at the beginning of the performance period based upon the price of our common stock at the date of grant of the performance share LTIA. Therefore, the value of the award at the end of the performance period will depend not only upon the level at which the performance goals have been achieved but will also depend on the price of our common stock at the end of the performance period when the shares of common stock are actually issued to the participants. As a result, a substantial portion of the value of the potential awards as of the end of fiscal 2010 set forth in the last column of this table is attributable to the 269.1% increase in our stock price from the date of grant of the 2009 to 2011 LTIAs through the end of fiscal 2010, and the 47.8% increase in our stock price from the date of grant of the 2010 to 2012 LTIAs through the end of fiscal 2010.

(3)

Mr. Herbes' award for the 2009 to 2011 performance period is a discretionary bonus award denominated in dollars but payable in shares of common stock or cash at the discretion of the compensation committee. If paid in shares of common stock, the award for 2009 to 2011, the gross number of shares awarded (i.e., before taking into account shares withheld for taxes) will be determined by dividing $328,125 by the closing price of the common stock on the trading day before the release date.

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Option Exercises and Stock Vested in Fiscal 2010

The following table provides information on the value of stock awards that vested during fiscal 2010 for each of our named executive officers. None of our named executive officers held any stock options during fiscal 2010. Therefore, no stock options were exercised by our named executive officers during fiscal 2010.

Name	Number of Shares Acquired on Vesting (#)	Shares Withheld to Cover Tax Withholding (#)	Net Number of Shares Received (#)	Value Realized on Vesting[2] ($)
David L. Wenner[1]	136,500	56,310	80,190	$ 1,945,125
Robert C. Cantwell[1]	73,125	26,715	46,410	$ 1,042,031
Vanessa E. Maskal[1]	36,000	12,751	23,249	$ 513,000
Scott E. Lerner[1]	38,250	14,035	24,215	$ 545,063
William F. Herbes[1]	13,815	4,807	9,008	$ 196,864

(1) For Mr. Wenner, Mr. Cantwell, Ms. Maskal and Mr. Lerner represents shares earned at the maximum level pursuant to 2008 to 2010 performance share LTIAs because actual excess cash for the performance period exceeded the maximum performance objective. For Mr. Herbes represents shares earned pursuant to a discretionary bonus award payable in shares of common stock or cash at the discretion of the compensation committee. The gross number of shares set forth in the second column had vested at the end of fiscal 2010 subject to confirmation by the compensation committee that the performance goals had been satisfied. Following such confirmation, the net number of shares set forth in the third column were issued in February 2011.

(2) Calculated based upon the gross number of shares acquired upon vesting (without taking into account shares withheld to cover taxes) and the closing price of our common stock on February 18, 2011, which was $14.25 per share.

As noted in the Compensation Discussion and Analysis section of this proxy statement, the number of shares that may be earned by each named executive officer from threshold to maximum is determined at the beginning of the performance period based upon the price of our common stock at the date of grant of the performance share LTIA. Therefore, the value of the award at the end of the performance period depends not only upon the level at which the performance goals have been achieved but also depends on the price of our common stock at the end of the performance period when the shares of common stock are actually issued to the participants. As a result, a substantial portion of the value of the awards set forth in the last column of this table is attributable to the 37.3% increase in our stock price from the date of grant of the 2008 to 2010 LTIAs through February 18, 2011.

Management Employment Agreements

We have entered into employment agreements with each of our named executive officers. Each executive's base salary as set forth above in the summary compensation table is subject to annual increases at the discretion of the compensation committee. Each executive is eligible to earn additional incentive compensation under our annual bonus plan and any other incentive compensation programs we provide. Each executive is also entitled to (1) receive individual disability and life insurance coverage, (2) receive other executive benefits, including an automobile allowance and cell phone allowance, (3) participate in all employee benefits plans maintained by us for our employees and (4) receive other customary employee benefits.

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Each agreement is subject to automatic one-year extensions, unless earlier terminated. Each agreement may be terminated by the executive at any time for any reason, provided that he gives us 60 days advance written notice of his resignation, subject to special notice rules in certain instances, including a change in control or in the event that we substantially alter his or her duties so that he or she can no longer perform his or her duties in accordance with his or her agreement with us. Each agreement may also be terminated by us for any reason, including for "cause" (as defined in the employment agreements). We must give 60 days advance written notice if the termination is without cause. During the executive's employment and for one year after his or her voluntary resignation or termination for cause, each executive has agreed that he or she will not be employed or otherwise engaged by any food manufacturer operating in the United States that directly competes with our business.

Severance Benefits

Executive Severance Benefits. To ensure that we are offering a competitive executive compensation program, we believe it is important to provide reasonable severance benefits to our executive officers. In the case of termination by us without cause, termination by us due to the executive's disability, or a resignation by the executive described above that is considered to be a termination by us without cause, each executive officer's employment agreement provides that he or she will receive the following severance benefits, in addition to accrued and unpaid compensation and benefits, for a severance period of two years in the case of Mr. Wenner and for a severance period of one year in the case of each of the other named executive officers: (1) salary continuation payments for each year of the applicable severance period in an amount per year equal to 150% of his then current annual salary in the case of Mr. Wenner, and 135% of his or her then current annual base salary in the case of each of the other named executive officers, (2) continuation during the applicable severance period of medical, dental, life insurance and disability insurance for the named executive, his or her spouse and his or her dependents, or if the continuation of all or any of the such benefits is not available because of his or her status as a terminated employee, a payment equal to the market value of such excluded benefits, (3) if legally allowed, two additional years of service credit under our qualified defined benefit pension plan in the case of Mr. Wenner, and one additional year of service credit in the case of each of the other named executive officers and (4) outplacement services.

If a named executive officer's employment with B&G Foods ends during a performance share LTIA performance period due to termination by B&G Foods without cause, there is no accelerated vesting of the LTIAs and therefore the compensation a named executive officer received in respect of such LTIAs is not included in the table below. Instead, after the performance period is completed, the named executive officer will be entitled to a pro rata portion of the number of performance shares, if any, he or she would have received in accordance had the named executive officer remained employed until the end of the performance period. The pro rata portion will be based on the number of full months in the performance period during which the named executive officer was employed as compared to the total number of months in the performance period.

The estimated severance and other benefits for each named executive officer in the event a termination by us without cause are set forth below. The amounts assume that the termination without cause was effective as of January 1, 2011 and thus are based upon amounts earned through such date

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and are only estimates of the amounts that would actually be paid to such named executive officers upon their termination.

Name	Continuation of Salary	Continuation of Health Care and Other Insurance Benefits	Estimated Present Value of Additional Pension Credits	Total
David L. Wenner	$ 1,539,000	$ 59,906	$ 55,731	$ 1,654,637
Robert C. Cantwell	$ 494,100	$ 29,953	$ 18,272	$ 542,325
Vanessa E. Maskal	$ 375,300	$ 29,752	$ 18,653	$ 423,705
Scott E. Lerner	$ 386,100	$ 29,785	$ 7,639	$ 423,524
William F. Herbes	$ 368,550	$ 19,860	$ 21,761	$ 410,171

Change in Control Severance Benefits. From time to time, we may explore potential transactions that could result in a change in control of our company. We believe that when a transaction is perceived as imminent, or is taking place, we should be able to receive and rely on the disinterested service of our executive officers, without them being distracted or concerned by the personal uncertainties and risks associated with such a situation. We further believe that our stockholders are best served if their interests are aligned with the interests of our executives, and providing change in control benefits should eliminate, or at least reduce, the reluctance of senior management to pursue potential transactions that may enhance the value of our stockholders' investments.

In accordance with the respective employment agreements of Mr. Cantwell, Ms. Maskal, Mr. Lerner and Mr. Herbes, the severance period set forth above will be increased to two years after his or her termination of employment if his or her termination is following a change in control. In addition, if the executive terminates his or her employment following a change in control and becomes subject to the excise tax imposed under Section 4999 of the Internal Revenue Code of 1986, his or her payments will be increased so that he or she will be in the same after-tax economic position that he would be in if the excise tax did not apply.

The estimated severance and other benefits for each named executive officer in the event a change in control and termination of employment, and the potential tax obligations of the company for these benefits are set forth below. The amounts assume that the change of control and termination was effective as of January 1, 2011 and thus are based upon amounts earned through such date and are

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only estimates of the amounts that would actually be paid to such named executive officers upon their termination and the potential tax obligations of the company.

Name	Continuation of Salary	Continuation of Health Care and Other Insurance Benefits	Estimated Present Value of Additional Pension Credits	Accelerated Vesting of LTIAs[(1)]	Gross Up for Excise Taxes[(2)]	Total
David L. Wenner	$ 1,539,000	$ 59,906	$ 55,731	$ 1,406,716	$ 1,271,306	$ 4,332,659
Robert C. Cantwell	$ 988,200	$ 59,906	$ 36,543	$ 753,809	$ 746,863	$ 2,585,321
Vanessa E. Maskal	$ 750,600	$ 59,504	$ 37,305	$ 379,488	$ 509,087	$ 1,735,984
Scott E. Lerner	$ 772,200	$ 59,570	$ 15,278	$ 393,758	$ 488,568	$ 1,729,374
William F. Herbes	$ 737,100	$ 39,720	$ 43,523	$ 64,659	$ 329,114	$ 1,214,116

(1) Based upon the closing price of $13.73 per share of our company's common stock on December 31, 2010, the last business day of fiscal 2010.

(2) The calculation of the estimated gross-up payment assumes a 42% combined individual federal and state tax rate and a 20% excise tax.

Release. The obligation of B&G Foods to provide the salary continuation and other severance benefits described above is contingent upon and subject to the execution and delivery by the executive officer of a general release. The general release is required to provide that for and in consideration of the salary continuation and other severance benefits, the executive officer release any and all claims and rights ensuing from his employment with and termination from our company, which he or she may have against the company or any of our subsidiaries or other affiliates, and their respective directors, officers, employees and agents, arising from or related to his employment or termination.

401(k) Plan

We maintain a tax-qualified defined contribution plan with a cash or deferred arrangement intended to qualify under Section 401(k) of the Internal Revenue Code of 1986. Our employees become eligible to participate in the plan upon completing one year of employment of at least 1,000 hours with us. Each participant in the plan may elect to defer, in the form of contributions to the plan, up to 75% of compensation that would otherwise be paid to the participant in the applicable year, which percentage may be increased or decreased by the administrative committee of the plan, but is otherwise not to exceed the statutorily prescribed annual limit ($16,500 in 2010 if the participant is under age 50, and $22,000 in 2010 if age is 50 or over). We make a 50% matching contribution with respect to each participant's elective contributions up to six percent of such participant's compensation (provided that for fiscal 2010, matching contributions were based only on the first $245,000 of such participant's compensation). Matching contributions become fully vested after five years of employment with the company.

Pension Plan

We maintain a pension plan for certain eligible employees meeting minimum eligibility requirements in which each of our named executive officers participates. The pension plan is designed and administered to qualify under Section 401(a) of the Internal Revenue Code of 1986, as amended. The pension plan provides unreduced retirement benefits at age 62 based on the average of the five highest consecutive years of earnings in the last ten years. Benefits under the plan are calculated generally under a formula of 0.75% of final average earnings, plus an additional 0.4% of final average

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earnings in excess of a 35-year average Social Security taxable wage base, in each case, multiplied by service limited to 35 years. The compensation covered by the pension plan is W-2 earnings and any amounts contributed to any tax qualified profit sharing plan or cafeteria plan. As required by Section 401(a)(17) of the Internal Revenue Code of 1986, for 2010, benefits under the pension plan were based only on the first $245,000 of an employee's annual earnings. In certain cases, additional years of credited service may be granted as described above under "Management Employment Agreements Severance Benefits." In most cases, employees are not entitled to a lump sum payment of the pension benefits. Upon retirement, the total amount of accumulated benefits is calculated as a monthly installment and is paid out over the remaining life of the employee (or if elected, over the lives of the employee and his or her beneficiary at a reduced monthly benefit).

Pension Benefits Table

Name	Number of Years of Credited Service	Present Value of Accumulated Benefit[1]	Payments During Last Fiscal Year
David L. Wenner	21	$ 592,141	
Robert C. Cantwell	27	$ 444,357	
Vanessa E. Maskal	9	$ 167,874	
Scott E. Lerner	5	$ 41,378	
William F. Herbes	1	$ 30,380	

(1) The present value of the accumulated benefit for each named executive officer reflects pension benefits payable at the earliest age the named executive officer may retire without significant benefit reductions, or current age, if later. The same assumptions used in Note 11 to B&G Foods' audited financial statements in the 2010 Annual Report are used in calculating the present value of accumulated pension benefits, including a discount rate of 5.50%. The present value of the accumulated benefit is also based upon post-retirement mortality rates in accordance with the PPA 2010 Generational Mortality Table and the single life annuity payment form.

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PROPOSAL NO. 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION

Introduction

The recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables our stockholders to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules.

As described in detail under the heading "Compensation Discussion and Analysis," our executive compensation programs, which are based upon the guiding principal of "*pay for performance*," are designed to attract, motivate, and retain our named executive officers, reinforce the execution of our business strategy and the achievement of our business objectives; and align the interests of our executive officers with the interests of our stockholders, with the ultimate objective of improving stockholder value. Under these programs, our named executive officers are rewarded for the achievement of annual and long-term goals and the realization of increased stockholder value. Please read the "Compensation Discussion and Analysis" beginning on page 19 for additional details about our executive compensation programs, including information about the fiscal 2010 compensation of our named executive officers.

We believe that our compensation program has been instrumental in helping the company achieve strong financial performance and stockholder value. Therefore, we are asking our stockholders to indicate their support for our named executive officer compensation as described in this proxy statement. This proposal, commonly known as a "*say on pay*" proposal, gives our stockholders the opportunity to express their views on our named executive officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement.

The say on pay vote is advisory, and therefore not binding on our company, the compensation committee or our board of directors. However, our board of directors and our compensation committee value the opinions of our stockholders and will consider the outcome of the vote and the concerns of our stockholders when making future decisions on the compensation of our named executive officers and our company's compensation principles, policies and procedures.

Required Vote

Approval of this proposal requires the affirmative vote of a majority of the votes cast by the holders of the shares of common stock voting in person or by proxy at the annual meeting.

Recommendation of the Board of Directors

The board of directors recommends that the stockholders vote "FOR" the proposal to approve, in an advisory manner, the compensation of our named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC.

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PROPOSAL NO. 3 ADVISORY VOTE ON THE FREQUENCY OF ADVISORY "SAY ON PAY" VOTES

Introduction

The Dodd-Frank Act also enables our stockholders to indicate how frequently we should seek an advisory vote on the compensation of our named executive officers, as disclosed pursuant to the SEC's compensation disclosure rules, such as Proposal No. 2 included on page 38 of this proxy statement. By voting on this Proposal No. 3, stockholders may indicate whether they prefer an advisory vote on named executive officer compensation to be held every one year, every two years or every three years.

After careful consideration of this proposal, our board of directors has determined that an advisory vote on executive compensation that occurs every year is the most appropriate alternative for B&G Foods, and therefore our board of directors recommends that you vote in favor of holding the advisory vote on executive compensation on an annual basis.

In formulating its recommendation, our board of directors considered that an annual advisory vote on executive compensation will allow our stockholders to provide us with their direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year. Additionally, an annual advisory vote on executive compensation is consistent with our policy of seeking input from, and engaging in discussions with, our stockholders on corporate governance matters and our executive compensation philosophy, policies and practices. We understand that our stockholders may have different views as to what is the best approach for B&G Foods, and we look forward to hearing from our stockholders on this proposal.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, three years or abstain from voting.

Required Vote

Approval of this proposal requires the affirmative vote of a majority of the votes cast by the holders of the shares of common stock voting in person or by proxy at the annual meeting. However, because this vote is advisory and not binding on the board of directors or B&G Foods in any way, our board may decide that it is in the best interests of our stockholders and B&G Foods to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders.

Recommendation of the Board of Directors

The board of directors recommends that the stockholders vote, in an advisory manner, for the option of every "ONE YEAR" for the frequency with which stockholders are provided an advisory vote on executive compensation.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of March 15, 2011 with respect to the beneficial ownership of our common stock, and shows the number of and percentage owned by:

- each person or entity our company believes to be the beneficial owner of more than five percent of our common stock based solely on management's review of SEC filings;
- each executive officer named in the summary compensation table;
- each director; and
- all of our directors and executive officers as a group.

Unless otherwise specified, all shares are directly held.

Beneficial ownership of shares is determined under the rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power. Except as indicated by footnote, and subject to applicable community property laws, each person identified in the table possesses sole voting and investment power with respect to all shares of stock held by such person. As of March 15, 2011, 47,900,237 shares of common stock were outstanding.

	Common Stock	
Name of Beneficial Owner	**Shares**	**Percentage**
Prudential Financial, Inc.(1)	3,321,643	6.9%
Jennison Associates LLC(2)	3,292,143	6.9%
BlackRock, Inc.(3)	2,576,447	5.4%
The Vanguard Group, Inc(4)	2,402,976	5.0%
David L. Wenner(5)	375,726	*
Robert C. Cantwell(6)	177,591	*
Vanessa E. Maskal	48,557	*
Scott E. Lerner	35,261	*
William F. Herbes	9,008	*
Cynthia T. Jamison	12,672	*
Charles F. Marcy	4,642	*
Dennis M. Mullen	12,672	*
Cheryl M. Palmer	2,142	*
Alfred Poe	12,672	*
Stephen C. Sherrill(7)	147,672	*
All current directors and executive officers as a group (12 persons)	857,788	1.8%

* Less than 1%

(1) As reported in the Schedule 13G filed by Prudential Financial, Inc., a New Jersey corporation, with the SEC on February 8, 2011. The address for Prudential is 751 Broad Street, Newark, NJ 07102. Prudential, in its capacity as a parent holding company, may be deemed to beneficially own 3,321,643 shares that are beneficially owned by its subsidiaries. Prudential has the sole power to vote or to direct the vote of 356,797 shares, the shared power to vote or to direct the vote of 2,679,355 shares, the sole power to dispose or direct the disposition of 356,797 shares, and the shared power to dispose or to direct the disposition of 2,964,846 shares. Because Prudential indirectly owns 100% of the equity interests of Jennison Associates LLC, Prudential may be deemed to have the power to exercise or direct the exercise of the voting and dispositive power that Jennison may be deemed to have with respect to the shares owned by the portfolio managed by Jennison. Jennison does not file jointly with Prudential; therefore, the shares reported on Jennison's Schedule 13G may be included in the shares reported on Prudential's Schedule 13G. See footnote (2) below.

(2) As reported in the Schedule 13G filed by Jennison Associates LLC, a Delaware limited liability company, with the SEC on February 10, 2011. The address for Jennison is 466 Lexington Avenue, New York, NY 10017. Jennison, in its capacity as an investment advisor, may be deemed to beneficially own 3,292,143 shares that are held of record by clients of Jennison. Jennison has the sole power to vote or direct the vote of all such shares, and the shared power to dispose or direct the disposition of all such shares. Jennison furnishes investment advice to several investment companies, insurance separate accounts, and institutional clients. As a result of its role as investment adviser, Jennison may be deemed to be the beneficial owner of the shares of the B&G Foods' common stock held by the portfolios it manages. Because Prudential Financial, Inc. indirectly owns 100% of the equity interests of

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Jennison, Prudential Financial may be deemed to have the power to exercise or direct the exercise of the voting and/or dispositive power that Jennison may be deemed to have with respect to the shares owned by the portfolios managed by Jennison. Jennison does not file jointly with Prudential Financial; therefore, the shares reported on Jennison's Schedule 13G may be included in the shares reported on Prudential Financial's Schedule 13G. See footnote (1) above.

(3) As reported in the Schedule 13G filed by BlackRock, Inc., a Delaware corporation, with the SEC on February 2, 2011. The address for BlackRock is 40 East 52nd Street, New York, NY 10022. BlackRock is the parent holding company of the following investment adviser subsidiaries that hold shares of our common stock: BlackRock Japan Co. Ltd., BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Australia Limited, BlackRock Advisors, LLC and BlackRock Investment Management, LLC.

(4) As reported in the Schedule 13G filed by The Vanguard Group, Inc., a Pennsylvania corporation, with the SEC on February 10, 2011. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355. The Vanguard Group has the sole power to vote or to direct the vote of 69,837 shares, the sole power to dispose or direct the disposition of 2,332,129 shares, and the shared power to dispose or to direct the disposition of 69,837 shares.

(5) Includes 12,600 shares owned by Mr. Wenner's wife and 1,000 shares held in a custodial account for a child.

(6) Includes 2,000 shares owned by Mr. Cantwell's wife.

(7) Includes 10,000 shares held indirectly as a custodian for the benefit of a child through a UTMA account. Excludes 20,000 shares owned by Mr. Sherrill's non-minor children. Mr. Sherrill disclaims beneficial ownership of such shares. Also excludes 39,300 shares owned by a private, charitable foundation as to which Mr. Sherrill shares voting and dispositive power. Mr. Sherrill does not have a pecuniary interest in the shares held by the foundation and therefore disclaims beneficial ownership of such shares.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended requires our directors and executive officers and any persons who own more than ten percent of our common stock to file with the SEC various reports as to ownership of and changes of ownership in any class of equity securities of our company. Such persons are required by SEC regulation to furnish us with copies of all Section 16 reports they file. As a practical matter, B&G Foods assists its directors and officers by monitoring transactions and completing and filing Section 16 reports on their behalf. To our knowledge, the Section 16(a) filing requirements were met on a timely basis during fiscal 2010.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Review and Approval of Related Party Transactions

Our board of directors recognizes that transactions involving our company and related parties present heightened risk of potential or actual conflicts of interest which may interfere or even appear to interfere with the interests of our company. Therefore, it is the policy of our company (as set forth in our corporate governance guidelines) that an independent committee designated by the board shall review, approve or ratify any transaction with related parties required to be reported by our company under the applicable rules and regulations governing related party transactions promulgated by the SEC.

Fiscal 2010 Related Party Transactions

In fiscal 2010, there were no related party transactions with any director or executive officer of B&G Foods or any other related person, as defined in Rule 404 under Regulation S-K promulgated under the Securities Act of 1933, as amended, and none is proposed.

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REPORT OF THE AUDIT COMMITTEE

Under the guidance of a written charter adopted by our board of directors, the audit committee oversees our management's conduct of the financial reporting process on behalf of the board of directors. A copy of the charter is available at the investor relations section of our company's website, http://ir.bgfoods.com. The audit committee also appoints the independent registered public accounting firm to be retained to audit our company's consolidated financial statements and internal control over financial reporting, and once retained, the independent registered public accounting firm reports directly to the audit committee. The audit committee is responsible for pre-approving both audit and non-audit services to be provided by the independent registered public accounting firm. The audit committee's charter reflects the above-mentioned responsibilities, and the audit committee and the board of directors periodically review and revise the charter.

Management is responsible for our company's financial reporting process, including the system of internal controls, and for the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. Our company's independent registered public accounting firm is responsible for auditing those consolidated financial statements and expressing an opinion on the conformity of the consolidated financial statements with accounting principles generally accepted in the United States of America. In addition, our company's independent registered public accounting firm will express its own opinion on the effectiveness of the company's internal control over financial reporting. The audit committee's responsibility is to monitor and review these processes. It is not the audit committee's duty or responsibility to conduct auditing or accounting reviews.

The audit committee meets at least four times annually, or more frequently as circumstances dictate. During fiscal 2010, the audit committee met four times. The audit committee also met with management periodically to consider the adequacy of our company's internal controls, and discussed these matters and the overall scope and plans for the audit of our company with our independent registered public accounting firm, KPMG LLP. The audit committee met with the independent registered public accounting firm, with and without management present, to discuss the results of its examination, its evaluation of the effectiveness of our internal control over financial reporting, and the overall quality of our financial reporting. The audit committee also discussed with senior management our company's disclosure controls and procedures and the certifications by our chief executive officer and chief financial officer, which are required by the SEC under the Sarbanes-Oxley Act of 2002 for certain of our company's filings with the SEC. The audit committee also met separately from time to time with our chief financial officer and with our general counsel, and at least quarterly, the audit committee met in executive session.

In fulfilling its oversight responsibilities, the audit committee reviewed and discussed with management and the independent registered public accounting firm the audited consolidated financial statements in the annual report for the year ended January 1, 2011, management's assessment of the effectiveness of our company's internal control over financial reporting and the independent registered public accounting firm's evaluation of the effectiveness of our company's internal control over financial reporting as of January 1, 2011. The audit committee reviewed with the independent registered public accounting firm, who is responsible for expressing an opinion on the conformity of the consolidated financial statements with accounting principles generally accepted in the United States of America, its judgments as to the quality, not just the acceptability, of our company's accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements and such other matters as are required to be discussed with the audit committee under auditing standards of the Public Company Accounting Oversight Board (PCAOB). In addition, the audit committee has discussed with the independent registered public accounting firm its independence from our company and our management, including the matters in the written disclosures and letter which were received by the audit committee from the independent registered public accounting firm as required by the

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applicable requirements of the PCAOB, and considered the compatibility of non-audit services with KPMG LLP's independence.

In reliance on the reviews and discussions referred to above, the audit committee recommended to the board of directors (and the board approved) that the audited consolidated financial statements be included in the Annual Report on Form 10-K for the fiscal year ended January 1, 2011 for filing with the SEC.

Audit Committee
Cynthia T. Jamison, *Chairperson*
Dennis M. Mullen
Alfred Poe

PROPOSAL NO. 4 APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Introduction

The audit committee has appointed KPMG LLP as the independent registered public accounting firm to audit our consolidated financial statements and the effectiveness of our internal control over financial reporting for the fiscal year ending December 31, 2011.

We are asking our stockholders to ratify the selection of KPMG LLP as our independent registered public accounting firm. Although ratification is not required by our bylaws or otherwise, our board of directors is submitting the selection of KPMG LLP to our stockholders for ratification as a matter of good corporate practice. If the selection is not ratified, the audit committee will consider whether it is appropriate to select another registered public accounting firm. Even if the selection is ratified, the audit committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the company and our stockholders.

One or more representatives of KPMG LLP are expected to be present at the annual meeting. They will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate stockholder questions.

Independent Registered Public Accounting Firm Fees

In addition to performing the audit of our consolidated financial statements and our internal control over financial reporting, KPMG LLP has provided various other services during fiscal 2010 and 2009. The aggregate fees billed or expected to be billed for fiscal 2010 and 2009 for each of the following categories of services are as follows:

Type of Fees	Fiscal 2010	Fiscal 2009
Audit Fees	$ 933,250	$ 909,057
Audit-Related Fees		
Tax Fees		
All Other Fees		
Total	$ 933,250	$ 909,057

In accordance with the SEC's definitions and rules the terms in the above table have the following meanings:

"Audit Fees" are the aggregate fees billed or expected to be billed for each of fiscal 2010 and 2009 for professional services rendered by KPMG LLP for the audit of our consolidated financial statements included in our annual reports on Form 10-K and review of the unaudited consolidated financial statements included in our quarterly reports on Form 10-Q; for the audit of our internal control over financial reporting with the objective of obtaining reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects; and for services that are normally provided by KPMG LLP in connection with statutory and regulatory filings or engagements for fiscal 2010 and 2009. Audit fees for fiscal 2010 and fiscal 2009 also included fees billed for professional services rendered with respect to engagements, consents, comfort letters and assistance with the review of our filings with the SEC in connection with our shelf registration statement and subsequent public offering of common stock in 2009 and senior notes in 2010 pursuant to that registration statement, and the review of our filings with the SEC in connection with a subsequent shelf registration statement.

"*Audit-Related Fees*" are the aggregate fees billed in each of fiscal 2010 and 2009 for assurance and related services by KPMG LLP that are reasonably related to the performance of the audit or review of our consolidated financial statements. No audit-related services were provided by KPMG LLP during fiscal 2010 or 2009.

"*Tax Fees*" are the aggregate fees billed in each of fiscal 2010 and 2009 for professional services rendered by KPMG LLP for tax compliance, tax advice and tax planning. No tax compliance, tax advice or tax planning services were provided by KPMG LLP during fiscal 2010 or 2009.

"*All Other Fees*" are the aggregate fees billed in each of fiscal 2010 and 2009 for products and services provided by KPMG LLP not included in the first three categories. No such other products or services were provided by KPMG LLP during fiscal 2010 or 2009.

The audit committee has reviewed summaries of the services provided by KPMG LLP and the related fees, and the audit committee has determined that the provision of the non-audit services described above is compatible in maintaining the independence of KPMG LLP.

All of the services described above were pre-approved by our audit committee in accordance with its pre-approval policy. The audit committee pre-approval policy provides that all auditing services and all non-audit services to be provided by KPMG LLP be pre-approved by the audit committee, provided that the audit committee shall not approve any prohibited non-audit services set forth in Section 10A(g) of the Exchange Act.

Required Vote

Ratification of the appointment of our independent registered public accounting firm requires the affirmative vote of a majority of the votes cast by the holders of the shares of common stock voting in person or by proxy at the annual meeting.

Recommendation of the Board of Directors

The board of directors recommends that the stockholders vote "FOR" the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011.

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OTHER MATTERS

Our management is not aware of any other matters to be presented for action at the annual meeting; however, if any such matters are properly presented for action, it is the intention of the proxy appointees to vote in accordance with their best judgment on such matters.

ADDITIONAL INFORMATION

Stockholder Proposals for Inclusion in Our 2012 Annual Meeting Proxy Statement and Proxy Card

Under the rules of the SEC, any stockholder proposal to be considered by us for inclusion in our 2012 proxy statement and form of proxy card for next year's annual meeting of stockholders, expected to be held in May 2012, must be received by our corporate secretary at our principal executive offices located at Four Gatehall Drive, Parsippany, NJ 07054, not later than December 3, 2011 (120 days prior to the first anniversary of this proxy statement). The SEC rules set forth standards as to what stockholder proposals are required to be included in a proxy statement.

In addition, our bylaws establish an advance notice procedure with regard to stockholder proposals, including stockholder proposals not included in our proxy statement, to be brought before an annual meeting of stockholders. In general, notice must be received by our corporate secretary not less than 120 days nor more than 150 days prior to the first anniversary of this proxy statement and must contain specified information concerning the matters to be brought before the meeting and concerning the stockholder making the proposal. If no annual meeting was held in the previous year, notice must be received not less than 10 days following the earlier of the day on which notice of the meeting date was mailed and the public announcement of such meeting date. Therefore, to be presented at next year's annual meeting, stockholder proposals, whether or not submitted for consideration for inclusion in our proxy statement, must be received on or after November 3, 2011 but not later than December 3, 2011.

Householding

Some brokers, banks and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports or notices of Internet availability of proxy materials, as applicable. This means that only one copy of such items may have been sent to multiple stockholders in your household. B&G Foods will promptly deliver a separate copy of these documents to you if you so request by writing or calling as follows: B&G Foods, Inc., Attention: Corporate Secretary, Four Gatehall Drive, Parsippany, NJ 07054; telephone, 973.401.6500. If you want to receive separate copies of the annual report and proxy statement or notice of Internet availability of proxy materials, as applicable, in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your broker, bank or other nominee record holder, or you may contact us at the above address and phone number.

By Order of the Board of Directors,

Scott E. Lerner
Secretary

Parsippany, New Jersey
April 1, 2011