

B&G Foods, Inc.  
Form 8-K  
February 05, 2007

As filed with the Securities and Exchange Commission on February 5, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **February 5, 2007**

**B&G Foods, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-32316**  
(Commission  
File Number)

**13-3918742**  
(IRS Employer  
Identification No.)

**Four Gatehall Drive, Suite 110, Parsippany, New  
Jersey**  
(Address of Principal Executive Offices)

**07054**  
(Zip Code)

Registrant's telephone number, including area code: **(973) 401-6500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 and Item 7.01. Results of Operations and Financial Condition and Regulation FD Disclosure.**

On February 5, 2007, B&G Foods, Inc. ( B&G Foods ), issued a press release announcing preliminary financial information for its fiscal year ended December 30, 2006. The information contained in the press release, which is attached to this report as Exhibit 99.1, is incorporated by reference herein and is furnished pursuant to Item 2.02, Results of Operations and Financial Condition and Item 7.01, Regulation FD Disclosure.

**Item 7.01. Regulation FD Disclosure.**

On February 5, 2007, B&G Foods will be making a slide presentation to prospective lenders for the purpose of obtaining financing in connection with B&G Foods' previously announced agreement to acquire the *Cream of Wheat* and *Cream of Rice* brands and certain related assets from Kraft Foods Global, Inc. Certain information disclosed in the slide presentation has not previously been publicly reported. The information contained in the slide presentation, which is attached to this report as Exhibit 99.2, is incorporated by reference herein and is furnished pursuant to Item 7.01, Regulation FD Disclosure.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

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|------|---|
| 99.1 | Press Release dated February 5, 2007, furnished pursuant to Item 2.02 and Item 7.01 |
| 99.2 | Lenders' Presentation dated February 5, 2007, furnished pursuant to Item 7.01       |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

B&G FOODS, INC.

Dated: February 5, 2007

By: /s/ Robert C. Cantwell  
Robert C. Cantwell  
Executive Vice President of Finance and  
Chief Financial Officer

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Exhibit Index

**Exhibit**

**Number . Description**

99.1 Press Release dated February 5, 2007, furnished pursuant to Item 2.02 and Item 7.01

99.2 Lenders Presentation dated February 5, 2007, furnished pursuant to Item 7.01

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