B&G Foods, Inc.
Form FWP
March 29, 2017

Free Writing Prospectus
(To the Preliminary Prospectus Supplement dated March 29, 2017)

Filed Pursuant to Rule 433
Registration No. 333-212975

March 29, 2017

Pricing Term Sheet

5.25% Senior Notes Due 2025

Issuer:	B&G Foods, Inc.
Title of Securities:	5.25% Senior Notes due 2025
Aggregate Principal Amount:	$500,000,000
Maturity:	April 1, 2025
Coupon:	5.25%
Price to Public:	100.000%
Yield to Maturity:	5.25%
Spread to Benchmark Treasury:	294 basis points
Benchmark Treasury:	UST 2.00% due February 15, 2025
Interest Payment Dates:	April 1 and October 1, commencing October 1, 2017
Record Dates:	March 15 and September 15
Make-whole call:	

	At any time prior to April 1, 2020, at a discount rate equal to the Treasury Rate (as defined in the prospectus) plus 50 basis points
Optional Redemption:	On or after the following dates and at the following redemption prices (expressed as a percentage of principal amount), plus accrued and unpaid interest, if any, on the notes redeemed:

	Date	Percentage
	April 1, 2020	103.9375%
	April 1, 2021	102.6250%
	April 1, 2022	101.3125%
	April 1, 2023	100.0000%

Optional Redemption with Equity Proceeds:	Up to 40% at 105.25% prior to April 1, 2020
Change of Control:	101% plus accrued and unpaid interest, if any
Trade Date:	March 29, 2017
Settlement Date:	April 3, 2017 (T+3)
CUSIP / ISIN:	05508R AE6 / US05508RAE62
Ratings:*	B3 (Moody s) / B+ (S&P)
Gross Spread:	1.250%
Joint Bookrunning Managers:	Barclays Capital Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated RBC Capital Markets, LLC BMO Capital Markets Corp. Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc.
Co-Managers:	Citizens Capital Markets, Inc. Rabo Securities USA, Inc. TD Securities (USA) LLC

*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847.

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