

SMITHFIELD FOODS INC  
Form 11-K  
June 28, 2006  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 11-K**

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**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF**  
**1934**

For the fiscal year ended December 31, 2005

OR

**“ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT**  
**OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-15321

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**A. Full title of the plan and the address of the plan, if different from that of the issuer named below:**

**Smithfield Foods, Inc. 401(k) Plan**

**B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:**  
**Smithfield Foods, Inc.**

**200 Commerce Street**



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*Smithfield Foods, Inc. 401(k) Plan*

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***Report of Independent Registered Public Accounting Firm***

Plan Administrator

***Smithfield Foods, Inc. 401(k) Plan***

We have audited the accompanying statements of net assets available for benefits of ***Smithfield Foods, Inc. 401(k) Plan*** as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements and supplemental schedules are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the year ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets (held at end of year) and delinquent contributions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Goodman & Company, L.L.P.

Norfolk, Virginia

May 3, 2006

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*Smithfield Foods, Inc. 401(k) Plan*

*Statements of Net Assets Available for Benefits*

December 31,	2005	2004
<b>Investments</b>	\$ 186,049,301	\$ 163,846,025
<b>Receivables</b>		
Participant Contributions	314,689	520,951
Employer Contributions	95,585	164,654
<b>Total Receivables</b>	410,274	685,605
<b>Net assets available for benefits</b>	\$ 186,459,575	\$ 164,531,630

*The accompanying notes are an integral part of these financial statements.*

**Table of Contents***Smithfield Foods, Inc. 401(k) Plan**Statement of Changes in Net Assets Available for Benefits***Year Ended December 31, 2005****Additions to net assets attributed to****Investment Income**

Net appreciation in fair value of investments	\$ 3,037,592
Interest and dividends	6,972,211
	<b>10,009,803</b>

**Contributions**

Participant	18,233,704
Employer	5,258,289
Rollover	3,884,425

<b>Total additions</b>	<b>27,376,418</b>
	<b>37,386,221</b>

**Deductions from net assets attributed to**

Benefits paid to participants	15,274,893
Administrative fees	65,556

<b>Total deductions</b>	<b>15,340,449</b>
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<b>Transfers between retirement plans, net</b>	<b>(117,827)</b>
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<b>Net change</b>	<b>21,927,945</b>
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**Net assets available for benefits**

Beginning of year	164,531,630
End of year	\$ 186,459,575

*The accompanying notes are an integral part of these financial statements.*

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*Smithfield Foods, Inc. 401(k) Plan*

*Notes to Financial Statements*

**December 31, 2005 and 2004**

**1. Description of Plan**

The following description of the *Smithfield Foods, Inc. 401(k) Plan* (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions

**General**

The Plan is a defined contribution plan established by Smithfield Foods, Inc. The Plan is for the benefit of eligible employees of Smithfield Foods, Inc. and affiliated employers that have adopted the Plan (collectively, the Company). Eligibility requirements for 401(k) and matching contributions are 90 days of service and attainment of age 18. To be eligible for discretionary profit sharing contributions a participant must have completed a year of service, as defined, and attained age 18. The Plan excludes union employees and nonresident aliens. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

**Contributions**

Each year, participants may contribute up to 50 percent of pretax annual compensation, as defined in the Plan. The Company makes a matching contribution of 50 percent of the first 4 percent of compensation contributed by each participant. The Company may make a profit sharing contribution at the discretion of the board of directors. Participants direct the investment of all contributions into various investment options offered by the Plan. Contributions are subject to certain limitations.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) plan earnings and charged with an allocation of administrative expenses, where applicable. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company contribution portion of their accounts is based on years of service, as defined. A participant is 100 percent vested after five years of credited service.

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### **Participant Loans**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balances. Loan terms extend to five years for general purpose loans and to ten years for the purchase of a home. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 11.5 percent, which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are paid ratably through payroll deductions.

### **Payment of Benefits**

Generally, on termination of service a participant may elect to receive the value of the participant's vested interest in his or her account as a lump sum distribution.

### **Forfeitures**

As of December 31, 2005 forfeited nonvested accounts totaled \$503,776. These accounts will be used to reduce employer contributions and pay plan expenses.

## **2. Summary of Accounting Policies**

### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

### **Investment Valuation and Income Recognition**

The Plan's investments are primarily stated at fair value as determined by quoted market prices. Participant loans are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

### **Payment of Benefits**

Benefits are recorded when paid.

**Table of Contents****3. Investments**

The following presents investments that represent 5 percent or more of the Plan's net assets.

	December 31,	
	2005	2004
Calamos Growth Fund Class A, 233,973 and 203,948 shares, respectively	\$ 12,882,554	\$ 10,805,148
MFS Value Fund, 450,279 and 401,120 shares, respectively	10,423,955	9,281,927
Smithfield Foods, Inc. common stock, 887,097 and 860,739 shares, respectively	27,145,174	25,469,276
Franklin Templeton Foreign Large Value Fund, 1,040,343 and 887,927 shares, respectively	13,191,543	10,921,503
Wells Fargo Advantage Small Cap Value, 319,373 shares	9,635,480	*
Wells Fargo Collective S&P 500 Index, 264,656 shares	14,018,811	*
Barclays Global Equity Index Fund, 1,253,557 shares	*	13,939,557
Strong Advisor Large Company Core Fund, 825,066 shares	*	9,133,484
Strong Large Company Growth Fund, 1,012,445 shares	*	15,895,390
Smithfield Stable Value Fund, 2,398,060 units	24,516,328	*
Wells Fargo Advantage Capital Growth (Admin), 1,005,966 shares	17,020,945	*
Wells Fargo Collective Stable Return, 598,181 units	*	22,132,685
Wells Fargo Outlook 2020 (I), 831,776 and 721,462 shares, respectively	11,694,768	9,855,171

\* Investment does not represent 5 percent of net assets available for benefits.

During 2005, the Plan's investments (including gains and losses on investments purchased and sold, as well as held during the year) appreciated in value as follows:

Mutual funds	\$ 1,686,650
Common collective trusts	730,878
Common stock	620,064
	\$ 3,037,592

**4. Related Party Transactions**

The Plan invests in certain funds managed by and participant directed brokerage accounts held by Wells Fargo, N.A. Wells Fargo is also the trustee of the plan. The Plan also invests in Smithfield Foods, Inc. common stock. At December 31, 2005 and 2004, the Plan held 887,097 and 860,739 shares, respectively, of Smithfield Foods, Inc. common stock.

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**5. Tax Status**

The Internal Revenue Service has determined and informed the Company by letter dated January 30, 2004, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

**6. Transfer of Assets**

Transfer of assets between plans generally result from an employee, who participates in a Smithfield-sponsored retirement plan, changing employment status requiring a change in which Smithfield-sponsored plan the employee may participate. Transfer activity for the year ended December 31, 2005 is as follows:

Assets transferred to the Plan from Smithfield Foods, Inc. Bargaining 401(k) Plan	\$ 29,455
Assets transferred to the Plan from John Morrell & Co., Salaried Employees Incentive Savings Plan	85,756
Assets transferred to Smithfield Foods, Inc. Bargaining 401(k) Plan from the Plan	(195,867)
Assets transferred to John Morrell & Co. Salaried Employees Incentive Savings Plan from the Plan	(37,171)
	<b>\$ (117,827)</b>

**7. Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100 percent vested in their employer contributions.

**8. Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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Supplemental Schedule I

*Smithfield Foods, Inc. 401(k) Plan*

*Schedule of Delinquent Contributions*

*Schedule H, Line 4a*

*EIN 52-0845861 Plan 002*

**December 31, 2005**

	Total that constitute non-exempt prohibited transactions				Total fully corrected under VFC program and PTE 2002-51
Contributions for plan year	Participant contributions transferred late to the plan for plan year	Contributions not corrected	Contributions corrected outside VFC program	Contributions pending correction in VFC program	
2004	\$ 81,507	\$	\$ 81,507	\$	\$
2005	\$ 2,532	\$ 2,532	\$	\$	\$

*Late contributions for 2005 were remitted by the plan sponsor in 2005. Lost earnings will be submitted into the plan in 2006.*

See report of independent registered public accounting firm.

**Table of Contents**SupplementalSchedule II*Smithfield Foods, Inc. 401(k) Plan**Schedule of Assets (Held at End of Year)**Schedule H, Line 4i**EIN 52-0845861 Plan 002***December 31, 2005**

Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current value
* Wells Fargo	2,398,060 units of Smithfield Stable Value Fund	\$ 24,516,328
* Wells Fargo	264,656 units of WF/BGI S & P 500 Index High Balance	14,018,811
* Smithfield Foods, Inc.	887,097 shares of Smithfield Foods, Inc. common stock	27,145,174
* Wells Fargo	1,005,966 shares of Advantage Capital Growth	17,020,945
Franklin Templeton	1,040,343 shares of Franklin Templeton Foreign Fund	13,191,543
Calamos	233,973 shares of Calamos Growth Fund - Class A	12,882,554
* Wells Fargo	831,776 shares of Wells Fargo Outlook 2020 (I)	11,694,768
MFS	450,279 shares of Value Fund	10,423,955
* Wells Fargo	319,373 shares of Advantage Small Cap Value Fund	9,635,480
Pimco	710,082 shares of Pimco Total Return Fund	7,455,866
* Wells Fargo	796,963 shares of Advantage Large Company Core Fund	7,308,150
Lord Abbett	262,052 shares of Lord Abbett Mid-Cap Value Fund	5,872,590
* Wells Fargo	442,915 shares of Advantage Government Securities Fund	4,632,894
* Wells Fargo	261,476 shares of Wells Fargo Outlook 2030 (I)	3,854,158
* Wells Fargo	270,801 shares of Wells Fargo Outlook 2010 (I)	3,460,838
* Wells Fargo	136,672 shares of Wells Fargo Outlook 2040 (I)	2,230,493
* Wells Fargo	105,450 shares of Wells Fargo Outlook Today (I)	1,088,242
American Funds	51,133 shares of AMCap Fund (R4)	974,088
Dreyfus	22,133 shares of Dreyfus Appreciation Fund	879,793
* Wells Fargo Investments, Inc.	Participant directed brokerage accounts	634,638
American Century	48,252 shares of Government Bond Fund (Inv)	506,166
* Participant loans	Maturing through June 2028, interest rate ranging from 4.25% to 11.50%, secured by participant accounts	6,621,827
		<b>\$ 186,049,301</b>

MFS - Massachusetts Financial Services

\* - Identified as a party-in-interest

*See report of independent registered public accounting firm.*



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**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefits plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

SMITHFIELD FOODS, INC. 401(k) PLAN

Smithfield Foods, Inc.  
(as Plan Administrator)

Date: June 28, 2006

By: /s/ Daniel G. Stevens  
Daniel G. Stevens  
Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
23	Consent of Independent Registered Public Accounting Firm

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dth=1% style="HEIGHT:14.5pt; BACKGROUND:#cceeef; BORDER-BOTTOM>windowtext 1pt solid; PADDING-BOTTOM:0in; PADDING-TOP:0in; PADDING-LEFT:1.5pt; PADDING-RIGHT:1.5pt" valign=bottom>

Total liabilities and stockholders' equity (deficit)

\$  
**1,164,550**  
  
\$  
**1,294,358**

**See accompanying Notes to Unaudited Condensed Consolidated Financial Statements**

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**BLUE CALYPSO, INC. AND SUBSIDIARY  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE THREE MONTHS ENDED JUNE 30, 2012 (RESTATED) AND 2011; SIX MONTHS ENDED  
JUNE 30, 2012 (RESTATED) AND 2011 AND THE PERIOD SEPTEMBER 11, 2009 (DATE OF  
INCEPTION) TO JUNE 30, 2012 (RESTATED)**

	(UNAUDITED) (RESTATED)	(UNAUDITED) (RESTATED)	(UNAUDITED) (RESTATED)	(UNAUDITED) (RESTATED)	(RESTATED)
	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30 2012	Six months ended June 30 2011	FROM INCEPTION SEP 11, 2009 TO June 30,2012
REVENUE	\$ 176	\$ 1,278	\$ 760	\$ 6,036	\$ 52,387
COST OF REVENUE	52,809	12,064	145,516	12,136	257,027
GROSS LOSS	(52,633)	(10,786)	(144,756)	(6,100)	(204,640)
OPERATING EXPENSES					
Sales and marketing	190,098	54,791	433,523	128,222	1,301,185
General and administrative	2,520,232	116,050	3,482,858	184,763	4,592,942
Depreciation and Amortization	55,962 2,766,292	27,464 198,305	111,303 4,027,684	51,720 364,705	247,028 6,141,155
LOSS FROM OPERATIONS	(2,818,925)	(209,091)	(4,172,440)	(370,805)	(6,345,795)
OTHER INCOME (EXPENSE)					
Interest income	-	-	-	-	15
Interest expense	(578,809)	(26,341)	(584,509)	(39,393)	(658,757)
Change in fair value of derivative liabilities	2,417,965 1,839,156	(26,341)	1,991,385 1,406,876	(39,393)	(8,293,348) (8,952,090)
LOSS BEFORE INCOME TAX PROVISION	(979,769)	(235,432)	(2,765,564)	(410,198)	(15,297,885)

INCOME TAX PROVISION	-	-	-	-	-
NET LOSS	\$ (979,769)	\$ (235,432)	\$ (2,765,564)	\$ (410,198)	\$(15,297,885)
Loss per share: Basic and Diluted	\$ (0.01)	\$ (0.00)	\$ (0.02)	\$ (0.01)	
Weighted Average Shares Outstanding Basic and Diluted	125,054,906	72,185,591	125,054,906	72,185,591	

**See accompanying Notes to Unaudited Condensed Consolidated Financial Statements**

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**BLUE CALYPSO, INC. AND SUBSIDIARY**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)**  
**PERIOD FROM SEPTEMBER 11, 2009 (DATE OF INCEPTION) TO JUNE 30, 2012**  
**(UNAUDITED) (RESTATED)**

	Preferred Stock		Common Stock		Additional Paid-In Capital	Deferred Compensation	Accumulated Deficit During Development Stage	Total Stockholders' Equit (Deficit)
	Shares	Amount	Shares	Amount				
Beginning Balance, September 11, 2009	-	\$ -	-	\$ -	\$ -	\$ -	\$ -	\$ -
Net Loss	-	-	-	-	-	-	(23,653)	(23,653)
Ending Balance, December 31, 2009	-	-	-	-	-	-	(23,653)	(23,653)
Shares issued at \$.0001 per share-3/10/2010	-	-	65,448,269	6,545	(5,525)	-	-	1,020
Affiliate payable converted to equity- 3/31/10	-	-	-	-	21,958	-	-	21,958
Net loss	-	-	-	-	-	-	(5,296)	(5,296)
Ending Balance, March 31, 2010	-	-	65,448,269	6,545	16,433	-	(28,949)	(5,971)
Restricted shares issued- 6/10/2010	-	-	5,133,198	513	(433)	(80)	-	-
Net loss	-	-	-	-	-	-	(82,668)	(82,668)
Ending Balance, June 30, 2010	-	-	70,581,467	7,058	16,000	(80)	(111,617)	(88,639)
Restricted shares issued- 9/20/2010	-	-	1,604,124	160	(135)	(25)	-	-
Net loss	-	-	-	-	-	-	(115,880)	(115,880)
Ending Balance, September 30, 2010	-	-	72,185,591	7,219	15,864	(105)	(227,497)	(204,519)

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Restricted shares vested as of 12/31/10	-	-	-	-	-	22	-	22
Net loss	-	-	-	-	-	-	(185,191)	(185,191)
Ending Balance, December 31, 2010	-	-	72,185,591	7,219	15,864	(83)	(412,688)	(389,688)
Restricted shares issued- 1/10/11	-	-	1,283,299	128	(108)	(20)	-	-
Additional Paid-In Capital	-	-	-	-	10	-	-	10
Restricted shares vested as of 03/31/11	-	-	-	-	-	12	-	12
Net loss	-	-	-	-	-	-	(174,767)	(174,767)
Ending Balance, March 31, 2011	-	-	73,468,891	7,347	15,766	(91)	(587,455)	(564,433)
Restricted shares issued- 4/29/11	-	-	1,283,299	128	(108)	(20)	-	-
Restricted shares vested as of 06/30/11	-	-	-	-	-	15	-	15
Net loss	-	-	-	-	-	-	(235,432)	(235,432)
Ending Balance, June 30, 2011	-	-	74,752,190	7,475	15,658	(96)	(822,887)	(799,850)
Restricted shares cancelled 7/25/11	-	-	(2,887,423)	(288)	192	96	-	-
Restricted shares vested as of 09/30/11	-	-	-	-	-	-	-	-
Conversion of Debt 9/1/11	-	-	28,135,234	2,814	1,562,274	-	-	1,565,088
Reverse merger shares issued 9/1/11	-	-	24,974,700	2,497	(2,497)	-	-	-
Restricted shares issued- 9/8/11	-	-	320,825	32	21,752	(21,784)	-	(0)
Net loss	-	-	-	-	-	-	(621,271)	(621,271)

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Ending Balance, September 30, 2011	-	-	125,295,526	12,530	1,597,379	(21,784)	(1,444,158)	143,967
Additional Paid-In Capital-Compensation Expense	-	-	-	-	4,239	-	-	4,239
Conversion of Debt to Pref Stock 10/17/11	1,500,000	150	-	-	1,499,850	-	-	1,500,000
Restricted shares vested as of 10/1/11	-	-	-	-	-	5,446	-	5,446
Restricted shares issued- 12/30/11	-	-	1,550,115	-	1,565,461	(1,565,616)	-	-
Allocation of proceeds from warrants 12/31/11	-	-	-	-	(712,827)	-	-	(712,827)
Net loss	-	-	-	-	-	-	(11,088,163)	(11,088,163)
Ending Balance, December 31, 2011	1,500,000	\$ 150	126,845,641	\$ 12,685	\$ 3,954,102	\$ (1,581,954)	\$ (12,532,321)	\$ (10,147,338)