

CAMPBELL SOUP CO  
Form 8-K  
July 09, 2012

---

---

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

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):  
July 9, 2012

New Jersey  
State of Incorporation

Commission File Number  
1-3822

21-0419870  
I.R.S. Employer  
Identification No.

One Campbell Place  
Camden, New Jersey 08103-1799  
Principal Executive Offices

Telephone Number: (856) 342-4800

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)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

Item 7.01 – Regulation FD Disclosure

On July 9, 2012, Campbell Soup Company (“Campbell”) issued a press release announcing the entry into an Agreement and Plan of Merger dated as of July 9, 2012 (the “Merger Agreement”) by and among Campbell, Campbell Investment Company, a Delaware corporation and a wholly-owned subsidiary of Campbell (“Campbell Investment”), Bolt Acquisition Sub LLC, a Delaware limited liability company and a wholly-owned subsidiary of Campbell Investment (“Merger Sub”), BF Bolthouse Holdco LLC, a Delaware limited liability company (“Bolthouse”) and Madison Dearborn Capital Partners IV, L.P., as representative of the holders of the outstanding membership interests of Bolthouse. Pursuant to the terms and conditions of the Merger Agreement, Campbell Investment will acquire 100% of the outstanding membership interests of Bolthouse. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 and the exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Cautionary Statement

This report contains "forward-looking statements." Forward-looking statements can be identified by words such as "anticipates," "intends," "plans," "believes," "estimates," "expects" and similar references to future periods. Examples of forward-looking statements include, but are not limited to, statements Campbell makes on guidance for fiscal 2012. Forward-looking statements are based on Campbell's current expectations and assumptions regarding its business, its industry and other future conditions. Forward-looking statements are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Campbell's actual results may differ materially from those contemplated by the forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the impact of strong competitive response to Campbell's marketing strategies; risks associated with trade and consumer acceptance of Campbell's initiatives, including innovation, renovation and new products; Campbell's ability to realize projected cost savings; and the other factors described in "Risk Factors" in Campbell's most recent Form 10-K and subsequent SEC filings. Campbell undertakes no obligation to update these statements to reflect new information or future events.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release of Campbell Soup Company dated July 9, 2012

SIGNATURES

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.

CAMPBELL SOUP COMPANY  
(Registrant)

Date: July 9, 2012

By: /s/ Kathleen M. Gibson  
Kathleen M. Gibson  
Vice President and  
Corporate Secretary

EXHIBIT INDEX

| Exhibit No. | Description                                                |
|-------------|------------------------------------------------------------|
| 99.1        | Press Release of Campbell Soup Company dated July 9, 2012. |

---