

SANDERSON FARMS INC

Form 8-K

August 27, 2004

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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): August 24, 2004

SANDERSON FARMS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| Mississippi | 1-14977 | 64-0615843 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 225 N. 13th Avenue P.O. Box 988 Laurel, Mississippi | | 39440 |
| (Address of principal executive offices) | | (Zip Code) |
| | (601) 649-4030 | |
| | (Registrant's telephone number, including area code) | |
| | Not applicable. | |
| | (Former name or former address, if changed since last report) | |

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

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Item 2.02 Results of Operations and Financial Condition.

Item 9.01 Financial Statements and Exhibits.

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Ex-99.1 Press Release dated August 24,2004

Ex-99.2 Transcript of conference call held by Sanderson Farms, Inc. on August 24, 2004

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Section 2 Financial Information

Item 2.02 Results of Operations and Financial Condition.

On August 24, 2004, the Registrant issued a press release announcing its earnings for its fiscal quarter ended July 31, 2004. The press release is furnished herewith as Exhibit 99.1. Also on August 24, 2004, the Registrant held a conference call to discuss its earnings for its fiscal quarter ended July 31, 2004. A transcript of the conference call is furnished herewith as Exhibit 99.2. The information in the press release and transcript is not to be considered filed for purposes of the Securities Exchange Act of 1934.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) The following exhibits are filed with this Current Report:

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press release of Sanderson Farms, Inc. dated August 24, 2004 |
| 99.2 | Transcript of conference call held by Sanderson Farms, Inc. on August 24, 2004 |

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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.

SANDERSON FARMS, INC.

(Registrant)

Date: *August 27, 2004*

By: */s/ D. Michael Cockrell*
D. Michael Cockrell
Treasurer and Chief Financial Officer

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