

PERFORMANCE FOOD GROUP CO

Form SC TO-I/A

July 15, 2005

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

Schedule TO/A

*Tender Offer Statement under Section 14(d)(1) or
13(e)(1) of the Securities Exchange Act of 1934*

(Amendment No. 2)

PERFORMANCE FOOD GROUP COMPANY

(Name of Subject Company (Issuer))

PERFORMANCE FOOD GROUP COMPANY (Issuer)

(Name of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

**Common Stock, \$0.01 Par Value
(Title of Class of Securities)**

**713755106
(CUSIP Number of Class of Securities)**

**Joseph J. Traficanti
Senior Vice President, General Counsel and Secretary
Performance Food Group Company
12500 West Creek Parkway
Richmond, VA 23238
Telephone: (804) 484-7700
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of Filing Persons)**

Copy to:

**F. Mitchell Walker, Jr.
Jennifer H. Noonan
Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, TN 37238
Telephone: (615) 742-6200**

CALCULATION OF FILING FEE

- * Calculated solely for the purpose of determining the amount of the filing fee. This amount is based upon the purchase of 10,000,000 outstanding shares of Common Stock at the maximum tender offer price of \$31.50 per share.
- ** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #6 for Fiscal Year 2005 issued by the Securities and Exchange Commission, equals \$117.70 per million of the value of the transaction
- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
Amount Previously Paid: \$37,075.05
Form or Registration No.: Schedule TO
Filing Party: Performance Food Group Company
Date Filed: June 30, 2005

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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SCHEDULE TO

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on June 30, 2005, and amended on July 8, 2005 (the Schedule TO) by Performance Food Group Company, a Tennessee corporation (Company or PFG), in connection with its offer to purchase up to 10,000,000 shares of its common stock, \$0.01 par value per share, including the associated rights to purchase preferred stock, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 30, 2005, and in the related Letter of Transmittal, copies of which were previously filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which together, as amended or supplemented from time to time, constitute the Offer). This Amendment No. 2 to the Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended.

The information in the Offer is incorporated in this Amendment No. 2 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Items 1 through 11.

Items 1 through 11 of the Schedule TO, which incorporate by reference the information contained in the Offer to Purchase and the Letter of Transmittal, copies of which were previously filed with the original Tender Offer Statement on Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, are hereby amended and supplemented as follows:

1. The first sentence of the last paragraph under the section entitled Forward-Looking Statements in the Offer to Purchase is hereby deleted.
2. The last paragraph under the section entitled Forward-Looking Statements in the Offer to Purchase is hereby amended to add the following as a new last sentence:

Notwithstanding any statement in this Offer to Purchase, the Letter of Transmittal or any other materials relating to the tender offer, the safe-harbor protections of the Private Securities Litigation Reform Act of 1995 do not apply to statements made in connection with the tender offer.

3. The second bullet under the question Are there any conditions to the tender offer? (on page 3) of the Offer to Purchase is hereby amended to read in its entirety as follows:

No commencement or escalation of a war, armed hostilities or other international or national calamity, directly or indirectly involving the United States or any of its territories, including, but not limited to, an act of terrorism, that in our reasonable judgment could reasonably be expected to have a material adverse effect on the business, condition (financial or otherwise), income or operations of our company and our subsidiaries, taken as a whole, on the trading of the shares of our common stock or on our ability to consummate the tender offer shall have occurred.

4. The fifth bullet point under the question Are there any conditions to the tender offer? (on page 4) of the Offer to Purchase is hereby amended to read in its entirety as follows:

No material adverse change in our business, condition (financial or otherwise), assets, income or operations shall have occurred during the tender offer.

5. The second sub-bullet under the first bulleted offer condition and the third sub-bullet under the second bulleted offer condition (both on page 26) of the Offer to Purchase are hereby amended to add the word "or" before "operations" and delete the words "or prospects" in the second line.
6. The fifth sub-bullet under the third bulleted offer condition (on page 27) of the Offer to Purchase is hereby amended to add the word "or" before "operations" and delete the words "or prospects" in the seventh line.
7. The seventh bulleted condition (on page 27) of the Offer to Purchase is hereby amended to read in its entirety as follows:

any change or changes have occurred, or as to which we have received notice, in our or any of our subsidiaries' business, condition (financial or otherwise), assets, income or operations that, in our reasonable judgment, could reasonably be expected to materially and adversely affect the business, condition (financial or otherwise), income or operations of our company and our subsidiaries, taken as a whole, or otherwise materially impair in any way the conduct of our business or the business of any of our subsidiaries; or

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8. The third sub-bullet under the third bulleted offer condition (on page 27) of the Offer to Purchase is hereby amended to read in its entirety as follows:

the commencement or escalation of a war, armed hostilities or other international or national calamity, directly or indirectly involving the United States or any of its territories, including, but not limited to, an act of terrorism, that in our reasonable judgement could reasonably be expected to have a material adverse effect on the business, condition (financial or otherwise), income or operations of our company and our subsidiaries, taken as a whole, on the trading in the shares of our common stock or on our ability to consummate the tender offer;

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PERFORMANCE FOOD GROUP COMPANY

By: /s/ John D. Austin

Name: John D. Austin

Title: Senior Vice President and Chief
Financial Officer

Dated: July 15, 2005

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EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(i)	Offer to Purchase dated June 30, 2005.*
(a)(1)(ii)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*
(a)(1)(iii)	Notice of Guaranteed Delivery.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(vi)	Letter from Plan Administrator of Performance Food Group Company Employee Savings and Stock Ownership Plan, including Letter and Notice of Instructions, to all participants in the plan.*
(a)(1)(vii)	Performance Food Group Company Employee Savings and Stock Ownership Plan Trustee Direction Form.*
(a)(1)(viii)	Letter dated June 30, 2005 from Robert C. Sledd, Chairman and Chief Executive Officer of PFG, to Shareholders.*
(a)(1)(xi)	Tender Offer Questions and Answers for employees dated June 30, 2005.*
(a)(1)(x)	Script of Performance Food Group Company employee news line recording.*
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press Release, dated June 29, 2005, announcing the tender offer.*
(a)(5)(B)	Form of Summary Advertisement.*
(a)(5)(C)	Letter to Employees dated June 29, 2005 from the Chairman and Chief Executive Officer.*
(b)	Not Applicable.
(d)(1)	Rights Agreement dated as of May 16, 1997 between PFG and First Union National Bank of North Carolina, as Rights Agent (incorporated by reference to PFG's Current Report on Form 8-K dated May 20, 1997, filed May 20, 1997).
(d)(2)	Amendment No. 1 to Rights Agreement dated June 30, 1999 between Performance Food Group Company and American Stock Transfer Trust Company, as subsequent Rights Agent (incorporated by

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Exhibit Number	Description
(d)(3)	Amendment No. 2 to Rights Agreement dated November 22, 2000 between Performance Food Group Company and American Stock Transfer Trust Company, as subsequent Rights Agent (incorporated by reference to PFG's Current Report on Form 8-K dated November 27, 2000, filed November 27, 2000).
(d)(4)	1993 Outside Directors' Stock Option Plan (incorporated by reference to PFG's Registration Statement on Form S-1 (No. 33-64930), filed June 24, 1993).
(d)(5)	Form of Pocahontas Food Group, Inc. Executive Deferred Compensation Plan (incorporated by reference to PFG's Registration Statement on Form S-1 (No. 33-64930), filed June 24, 1993).
(d)(6)	Form of Indemnification Agreement (incorporated by reference to PFG's Registration Statement on Form S-1 (No. 33-64930), filed June 24, 1993).
(d)(7)	First Amendment to the Trust Agreement for Pocahontas Food Group, Inc. Employee Savings and Stock Ownership Plan (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year ended January 1, 1994, filed March 29, 1994).
(d)(8)	Performance Food Group Employee Stock Purchase Plan (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year ended January 1, 1994, filed March 29, 1994).
(d)(9)	Performance Food Group Company Employee Savings and Stock Ownership Plan Savings Trust (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year ended December 28, 1996, filed March 27, 1997).
(d)(10)	Form of Change in Control Agreement dated October 29, 1997 with John D. Austin, Thomas Hoffman and Robert C. Sledd (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year ended December 27, 1997, filed March 26, 1998).
(d)(11)	Form of Change in Control Agreement dated October 27, 1997 with certain key executives (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year ended December 27, 1997, filed March 26, 1998).
(d)(12)	Performance Food Group Company Executive Deferred Compensation Plan (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year ended January 2, 1999, filed April 1, 1999).
(d)(13)	1993 Employee Stock Incentive Plan (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year ended December 29, 2001, filed March 29, 2002).
(d)(14)	2003 Equity Incentive Plan (incorporated by reference to PFG's Registration Statement on Form S-8 (File No. 333-105082), filed May 8, 2003).
(d)(15)	Performance Food Group Company Supplemental Executive Retirement Plan (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year ended January 3, 2004, filed March 18, 2004).
(d)(16)	Amended and Restated Performance Food Group Company Employee Savings and Stock Ownership Plan, as amended (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year

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Exhibit Number	Description
(d)(17)	Form of Non-Qualified Stock Option Agreement (incorporated by reference to PFG's Quarterly Report on Form 10-Q for the quarter ended October 2, 2004, filed November 12, 2004).
(d)(18)	Form of Incentive Stock Option Agreement (incorporated by reference to PFG's Quarterly Report on Form 10-Q for the quarter ended October 2, 2004, filed November 12, 2004).
(d)(19)	Performance Food Group Company Senior Management Severance Plan (incorporated by reference to PFG's Current Report on Form 8-K filed January 6, 2005).
(d)(20)	Trust Agreement for the Performance Food Group Employee Savings and Stock Ownership Plan (incorporated by reference to PFG's Annual Report on Form 10-K for the fiscal year ended January 1, 2005, filed March 17, 2005).
(d)(21)	Performance Food Group Company 2005 Cash Incentive Plan (incorporated by reference to PFG's Current Report on Form 8-K filed March 21, 2005).
(d)(22)	Form of Restricted Share Award Agreement (incorporated by reference to PFG's Current Report on Form 8-K filed March 21, 2005).
(d)(23)	Form of Non-Qualified Stock Option Agreement for Non-Employee Directors (incorporated by reference to PFG's Current Report on Form 8-K filed May 24, 2005).
(g)	Not applicable.
(h)	Not applicable.
*	previously filed.