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DOLE FOOD COMPANY INC
Form 8-K
July 02, 2001

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 2, 2001

Dole Food Company, Inc.
(Exact name of Registrant as specified in its charter)

| | | |
|---|---|---|
| Delaware (State or Other Jurisdiction of Incorporation or Organization) | 001-4455 (Commission File Number) | 99-0035300 (I.R.S. Employer Identification No.) |
|---|---|---|

| | |
|--|---------------------|
| One Dole Drive Westlake Village, California (Address of Principal Executive Offices) | 91362 (Zip Code) |
|--|---------------------|

(818) 874-4000
(Registrant's telephone number, including Area Code)

ITEM 5. OTHER EVENTS.

Effective June 30, 2001 at 11:59 p.m. (Hawaii time), Dole Food Company, Inc. (the "Company") changed its state of incorporation from Hawaii to Delaware. The change in the Company's state of incorporation was approved by its stockholders at the annual meeting of stockholders held on June 8, 2001.

The reincorporation in the State of Delaware was accomplished by the merger of Dole Food Company, Inc., a Hawaii corporation, into its wholly-owned subsidiary, DFCM, Inc., a Delaware corporation, which was the surviving corporation in the merger. At the time of the effectiveness of the merger, the corporate name of DFCM, Inc. was changed to Dole Food Company, Inc. Prior to the merger, DFCM, Inc. had no assets or liabilities other than nominal assets or liabilities. The reincorporation will not result in any change in the Company's

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name, business, assets or liabilities; will not cause the Company's corporate headquarters or other facilities to be moved; and will not result in any relocation of management or other employees.

Stockholders will not be required to undertake a mandatory exchange of the Company's shares. Certificates for the Company's shares automatically represent an equal number of shares in the Delaware corporation. The Company's common stock is deemed registered under Section 12(b) of the Securities Exchange Act of 1934, as amended, by operation of Rule 12g-3 thereunder.

The full text of the press release describing the reincorporation is set forth in Exhibit 99.1 attached hereto.

ITEM 7. EXHIBITS.

| Exhibit Number | Description |
|-------------------|-----------------------------------|
| 99.1 | Press release dated July 2, 2001. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DOLE FOOD COMPANY, INC.

By: /s/ Lawrence A. Kern
Lawrence A. Kern
President and Chief Operating
Officer

Date: July 2, 2001

EXHIBIT 99.1

Dole Food Company, Inc.
P.O. Box 5132 Westlake Village, CA 91359-5132 818-874-4000
Fax 818-874-4893

NEWS RELEASE

CONTACT: FREYA MANEKI

818-879-6812

DOLE FOOD COMPANY, INC. ANNOUNCES REINCORPORATION AS A DELAWARE CORPORATION

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WESTLAKE VILLAGE, California, July 2, 2001 -- Dole Food Company, Inc. (NYSE: DOL) today announced that the reincorporation of the company from Hawaii to Delaware became effective July 1, 2001. The reincorporation was approved by the company's stockholders at the 2001 Annual Meeting of Stockholders held June 8, 2001.

Dole Food Company, Inc., with 2000 revenues of \$4.8 billion, is the world's largest producer and marketer of high-quality fresh fruit, fresh vegetables and fresh-cut flowers and markets a growing line of packaged foods.

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