

PERFORMANCE FOOD GROUP CO

Form 8-K

April 28, 2005

Table of Contents

**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): April 28, 2005 (April 26, 2005)

PERFORMANCE FOOD GROUP COMPANY

(Exact Name of Registrant as Specified in Charter)

Tennessee
*(State or Other Jurisdiction of
Incorporation)*

0-22192
*(Commission
File Number)*

54-0402940
*(I.R.S. Employer
Identification No.)*

12500 West Creek Parkway
Richmond, Virginia
(Address of Principal Executive Offices)

23238
(Zip Code)

(804) 484-7700
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 (*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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TABLE OF CONTENTS

Item 1.01. Entry into a Material Definitive Agreement.

Item 9.01. Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

EX-10.1 AMENDMENT AND WAIVER 04/26/05

Table of Contents

Item 1.01. Entry into a Material Definitive Agreement.

On April 26, 2005, Performance Food Group Company, a Tennessee corporation (the Company) entered into an amendment and waiver (the Amendment and Waiver) to the Company s Amended and Restated Credit Agreement dated April 28, 2003, as amended (the Credit Agreement) by and among the Company, as borrower, the lenders party thereto, and Wachovia Bank, National Association, as administrative agent for the lenders thereunder (the Credit Agreement).

The Amendment and Waiver to the Credit Agreement amends the Credit Agreement to (i) permit the Company to sell all of the capital stock of its wholly-owned subsidiaries which comprise its Fresh-cut segment and use a portion of the proceeds to pay a cash dividend to the Company s shareholders and/or repurchase certain of the issued and outstanding capital stock of the Company; and (ii) modify certain definitions in the Credit Agreement and the financial covenant related to the Company s Net Worth (as defined in the Credit Agreement).

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

- 10.1 Amendment and Waiver, dated as of April 26, 2005, by and among Performance Food Group Company, the Lenders a party thereto and Wachovia Bank, National Association, as Administrative Agent for the Lenders.

Table of Contents

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.

**PERFORMANCE FOOD GROUP
COMPANY**

By: /s/ John D. Austin

John D. Austin

Senior Vice President and Chief
Financial Officer

Date: April 28, 2005

Table of Contents

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4