

CONAGRA FOODS INC /DE/  
Form 8-K  
February 11, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**February 11, 2014**

**Date of report (Date of earliest event reported)**

**ConAgra Foods, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

**1-7275**  
**(Commission File Number)**

**47-0248710**  
**(IRS Employer Identification No.)**

**One ConAgra Drive**  
**Omaha, NE**  
**(Address of Principal Executive Offices)**

**68102**  
**(Zip Code)**

**(402) 240-4000**

**(Registrant's Telephone Number, Including Area Code)**

**(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))

**Item 7.01 Regulation FD Disclosure.**

On February 11, 2014, ConAgra Foods, Inc. (the Company ) issued a press release containing information on the Company's fiscal 2014 earnings per share expectations. The press release is furnished with this Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press Release issued February 11, 2014

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.

CONAGRA FOODS, INC.

Date: February 11, 2014

By: /s/ Lyneth Rhoten

Name: Lyneth Rhoten

Title: Vice President, Securities

Counsel and Assistant Corporate Secretary

**Exhibit Index**

Exhibit 99.1 Press release issued February 11, 2014