

PERFORMANCE FOOD GROUP CO

Form 8-K

May 02, 2006

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**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):
May 2, 2006**

PERFORMANCE FOOD GROUP COMPANY

(Exact Name of Registrant as Specified in Charter)

Tennessee

0-22192

54-0402940

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(I.R.S. Employer Identification
No.)

12500 West Creek Parkway, Richmond, Virginia

23238

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (804) 484-7700
N/A

(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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Item 2.02. Results of Operations and Financial Condition

On May 2, 2006, Performance Food Group Company, a Tennessee corporation (the Company), issued a press release announcing its earnings results for the quarter ended April 1, 2006, the text of which is furnished herewith as Exhibit 99.1.

The press release furnished herewith as Exhibit 99.1 contains certain non-GAAP financial measures as defined by Regulation G of the rules and regulations of the Securities and Exchange Commission. To supplement the Company's consolidated financial statements prepared on a GAAP basis, the Company is disclosing non-GAAP EPS from continuing operations excluding all stock-based compensation expense for the quarter ended April 1, 2006 and free cash flow for the quarters ended April 1, 2006 and April 2, 2005. The Company is also disclosing the range of its projected diluted earnings per share for the 2006 fiscal year excluding all estimated stock-based compensation expense for the period.

The presentation of this non-GAAP financial information is not intended to be considered in isolation or as a substitute for any measure prepared in accordance with GAAP. Because non-GAAP financial measures presented in the press release are not measurements determined in accordance with GAAP and are susceptible to varying calculations, these non-GAAP financial measures, as presented, may not be comparable to other similarly titled measures presented by other companies.

Management believes that these non-GAAP financial measures facilitate making period-to-period comparisons and are meaningful indications of its operating performance. The press release contains non-GAAP EPS from continuing operations excluding the effects of all stock-based compensation expense for the quarter ended April 1, 2006, which management believes provides investors with additional information to more completely evaluate the Company's ongoing operational performance without the effect of all stock-based compensation expense which can vary from period-to-period. Management uses this non-GAAP financial measure for internal managerial purposes, including as a means to compare period-to-period operating results.

Management believes that free cash flow provides useful information to investors regarding the Company's ability to generate cash without external financings. Management uses free cash flow to help gauge the resources available for strategic opportunities such as making acquisitions, investing in the business and strengthening the Company's balance sheet, and uses this measure in making operating decisions, allocating financial resources and for budget planning purposes. Free cash flow does not, however, take into account the Company's debt service requirements and other non-discretionary expenditures and therefore is not necessarily indicative of amounts of cash that may be available for discretionary uses. Free cash flow should be considered in addition to, and not in lieu of, cash flow from operations, net earnings and other measures of financial performance prepared in accordance with GAAP.

The presentation of the Company's projected earnings per share diluted for the 2006 fiscal year excluding the impact of all stock-based compensation expense is included in the press release to provide investors with the information management believes is necessary to compare the Company's performance during the 2005 fiscal year with the Company's projected performance for the 2006 fiscal year.

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Item 9.01 Financial Statements and Exhibits

(d) *Exhibits*

99.1 Press Release of Performance Food Group Company dated May 2, 2006.

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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.

PERFORMANCE FOOD GROUP
COMPANY

By: /s/ John D. Austin

Name: John D. Austin

Title: Senior Vice President and
Chief Financial Officer

Date: May 2, 2006

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EXHIBIT INDEX

Exhibit

| No. | Description |
|------------|---|
| 99.1 | Press Release of Performance Food Group Company dated May 2, 2006 |