

FLOWERS FOODS INC

Form 8-K/A

February 25, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): February 25, 2008 (February 8, 2008)

**FLOWERS FOODS, INC.**

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction of  
incorporation)

1-16247

(Commission File Number)

58-2582379

(IRS Employer Identification No.)

1919 Flowers Circle, Thomasville, GA

(Address of principal executive offices)

31757

(Zip Code)

Registrant's telephone number, including area code:

(229) 226-9110

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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This Current Report on Form 8-K/A amends the Form 8-K filed by Flowers Foods, Inc. with the Securities and Exchange Commission on February 8, 2008 by supplementing the disclosure in the original filing as follows:

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 8, 2008, the Board of Directors of Flowers Foods, Inc. (the "company") amended and restated the company's Amended and Restated Bylaws to delete in its entirety former Section 3.9. Former Section 3.9 prohibited persons who reach the age of 75 from thereafter being eligible for nomination or renomination as a member of the Board of Directors of the company. The new Amended and Restated Bylaws became effective on February 8, 2008. A copy of the Amended and Restated Bylaws, as amended is filed with this Report as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

The following exhibits are furnished as part of this Report:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Amended and Restated Bylaws of Flowers Foods, Inc.

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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.

**FLOWERS FOODS, INC.**

By: /s/ Stephen R. Avera

Name: Stephen R. Avera

Title: Senior Vice-President, Secretary and  
General Counsel

Date: February 25, 2008

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**EXHIBIT INDEX**

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