

FLEMING COMPANIES INC /OK/

Form 8-K

January 21, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**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): January 19, 2004

**FLEMING COMPANIES, INC.**

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(Exact Name of Registrant as Specified in Charter)

Oklahoma

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(State or Other Jurisdiction  
of Incorporation)

1-8140

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(Commission  
File Number)

48-0222760

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(IRS Employer  
Identification No.)

1945 Lakepointe Drive, Lewisville, Texas

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(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (972) 906-8000

75057

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(Zip code)

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EX-99.2 First Amended Disclosure Statement

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**Item 5. Other Events and Regulation FD Disclosure.**

On January 19, 2004, Fleming Companies, Inc. and certain of its subsidiaries (collectively, the Company ) and the Official Committee of Unsecured Creditors in the Company s voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (Case No. 03-10945) (Jointly Administered) filed their first amended joint plan of reorganization (the Amended Plan ) and related disclosure statement for the Amended Plan (the Amended Disclosure Statement ) with the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court ). A hearing has been scheduled on February 17, 2004 at which the Company intends to ask the Bankruptcy Court to approve the Amended Disclosure Statement and to allow the Company to solicit its creditors and seek confirmation of the Amended Plan. Copies of the Amended Plan and the Amended Disclosure Statement are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively.

Bankruptcy law does not permit the solicitation of acceptances of the Amended Plan until the Bankruptcy Court approves the Amended Disclosure Statement relating to the Amended Plan as providing adequate information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor s books and records, that would enable a hypothetical reasonable investor typical of the holder of claims or interests of the relevant class to make an informed judgment about the Amended Plan. Accordingly, this announcement is not intended to be, nor should it be construed as, a solicitation for a vote on the Amended Plan. The Company will emerge from Chapter 11 if and when the Amended Plan receives the requisite stakeholder approval, is confirmed by the Bankruptcy Court and the conditions precedent to Amended Plan effectiveness as described in the Amended Plan are satisfied or waived.

The Amended Plan and the Amended Disclosure Statement, together with certain exhibits and related court filings, are available at <http://www.bmccorp.net/fleming>.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

- (a) Financial statements of businesses acquired.

Not applicable

- (b) Pro forma financial information.

Not applicable

- (c) Exhibits.

99.1 First Amended Joint Plan of Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries dated January 19, 2004.

99.2 First Amended Disclosure Statement in Support of First Amended Joint Plan of Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries dated January 19, 2004.

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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.

Date: January 21, 2004

FLEMING COMPANIES, INC

By: /s/ Rebecca A. Roof

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Rebecca A. Roof  
Interim Chief Financial Officer

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	First Amended Joint Plan of Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries dated January 19, 2004.
99.2	First Amended Disclosure Statement in Support of First Amended Joint Plan of Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries dated January 19, 2004.