

MGP INGREDIENTS INC  
Form 8-K  
June 02, 2005

**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) **June 1, 2005**

## **MGP Ingredients, Inc.**

(Exact name of registrant as specified in its charter)

**KANSAS**  
(State or other jurisdiction  
of incorporation)

**0-17196**  
(Commission  
File Number)

**48-0531200**  
(IRS Employer  
Identification No.)

**1300 Main Street**  
**Box 130**  
**Atchison, Kansas 66002**

(Address of principal executive offices) (Zip Code)

**(913) 367-1480**  
(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))



**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(a) (c) Not applicable.

(d) On June 1, 2005 the Registrant's Board of Directors appointed Gary Gradinger as a director to fill the unexpired term of Michael R. Haverty, who resigned from the Board last December. Mr. Gradinger is the chairman and chief executive officer of Golden Star, Inc., a privately owned company which is engaged in the production of textile cleaning, communication and safety products. He has served in this capacity since 1983. He also serves as director of Buffalo Funds, Buffalo Large Cap Fund, Inc., Buffalo High Yield Fund, Inc., Buffalo US Global Fund, Inc., Buffalo Balanced Fund, Inc., Buffalo Micro Cap Fund and Buffalo Small Cap Fund, Inc.

There is no arrangement between Mr. Gradinger and any other person pursuant to which he was selected as a director.

Mr. Gradinger has been named to serve on the Audit Review Committee and the Human Resources and Compensation Committee.

The Registrant believes that there is no information required by Item 404(a) of Regulation S-K to be reported about Mr. Gradinger.

**Item 5.05. Amendments to Registrant's Code of Ethics.**

The Registrant's Board of Directors has amended the Company's Code of Conduct by adding a provision that deals expressly with environmental compliance. The new provisions is as follows.

We are subject to numerous environmental laws and regulations. Our policy is to comply with these requirements wherever we conduct operations. Each employee is responsible for understanding the environmental consequences of his or her job and for performing it in compliance with all applicable environmental laws and regulations. If you have questions or concerns about our environmental compliance, you should direct them to your supervisor or manager. If you become aware of any actual or potential activities that may impact on the company's environmental compliance, you should promptly advise your supervisor or manager so that any necessary corrective action can be taken.

**Item 7.01 Regulation FD Disclosure.**

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Attached as Exhibit 99.1, and incorporated into this Item 7.01 by reference, is a press release relating to Mr. Gradinger's appointment as a director which was issued on June 2, 2005, by the Company.

**Item 9.01.**

**Exhibits.**

(c) Exhibits

99.1 Press Release dated June 2, 2005, furnished solely for the purpose of incorporation by reference into Item 7.01 and 9.01.



**SIGNATURES**

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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.

**MGP INGREDIENTS, INC.**

Date: June 2, 2005

By: /s/ Laidacker M. Seaberg  
Laidacker M. Seaberg  
President and Chief Executive Officer

**INDEX TO EXHIBITS**

**99.1** Press Release dated June 2, 2005, furnished solely for the purpose of incorporation by reference into Items 7.01 and 9.01.