HORMEL FOODS CORP /DE/ Form 10-Q/A July 11, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A-1

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended April 26, 2003

Commission File Number 1-2402

HORMEL FOODS CORPORATION

Incorporated Under the Laws of the State of Delaware Fein #41-0319970

1 Hormel Place Austin, Minnesota 55912-3680 Telephone - (507) 437-5611

None

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES \circ NO o

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). YES ý NO o

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practical date.

Class

Outstanding at April 26, 2003

Common Stock Common Stock Non-Voting \$.0586 par value\$.01 par value

138,342,776 -0-

Introductory Note

This Form 10-Q/A-1 is the result of discussions between Company management and the Securities and Exchange Commission (SEC) during a normal review of the Company s SEC filings. The only change in this amendment was the addition of two text sentences to the Goodwill and other intangible assets section of Critical Accounting Policies contained in Management s Discussion and Analysis of Financial Condition and Results of Operations. This Form 10-Q/A-1 contains no changes to the consolidated financial statements as previously reported.

For the purposes of this Form 10-Q/A-1, and in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the Company has amended and restated in its entirety each item of the Company s Form 10-Q for the second quarter ended April 26, 2003. This Form 10-Q/A-1 does not reflect events occurring after the filing of the original Form 10-Q, or modify or update those disclosures affected by subsequent events.

This Form 10-Q/A-1 contains forward-looking statements with respect to our financial condition, results of operations, plans, objectives, future performance and business. Forward-looking statements include predictions of future results and may contain the words expects, believes, will deliver, anticipates, projects or words or phrases of similar meaning. Our actual results for future periods could differ materially from historical earnings and those anticipated or projected in forward-looking statements. In particular, our future results could be affected by the factors described in Exhibit 99.1 to Form 10-K/A-1 under the caption Cautionary Statement Regarding Forward-Looking Statements and Risk Factors.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

HORMEL FOODS CORPORATION

STATEMENTS OF FINANCIAL POSITION

(In Thousands of Dollars)

		April 26, 2003 (Unaudited)			
ASSETS	`	, ,			
CURRENT ASSETS					
Cash and cash equivalents	\$	156,979	\$ 309,563		
Accounts receivable		242,779	275,460		
Inventories		382,103	355,638		
Deferred income taxes		7,759	7,431		
Prepaid expenses and other current assets		42,017	14,078		
TOTAL CURRENT ASSETS		831,637	962,170		
DEFERRED INCOME TAXES		0	6,583		
GOODWILL		362,143	310,072		
OTHER INTANGIBLES		93,159	56,224		
INVESTMENTS IN AND RECEIVABLES FROM AFFILIATES		145,093	127,222		
OTHER ASSETS		158,653	105,247		
PROPERTY, PLANT AND EQUIPMENT					
Land		23,675	21,709		
Buildings		404,653	382,573		
Equipment		885,777	852,403		
Construction in progress		46,454	46,466		
		1,360,559	1,303,151		
Less allowance for depreciation		(683,839)	(650,473)		
		676,720	652,678		
TOTAL ASSETS	\$	2,267,405	\$ 2,220,196		

See notes to financial statements

HORMEL FOODS CORPORATION

STATEMENTS OF FINANCIAL POSITION

(In Thousands of Dollars)

	April 26, 2003 (Unaudited)	October 26, 2002
LIABILITIES AND SHAREHOLDERS INVESTMENT		
CURRENT LIABILITIES		
Accounts payable	\$ 154,757	\$ 174,070
Accrued expenses	38,240	34,496
Accrued marketing expenses	56,246	51,739
Employee compensation	63,001	87,897
Taxes, other than federal income taxes	19,946	19,819
Dividends payable	14,735	13,569
Federal income tax	25,038	14,701
Current maturities of long-term debt	13,812	13,820
TOTAL CURRENT LIABILITIES	385,775	410,111
LONG-TERM DEBT less current maturities	408,019	409,648
ACCUMULATED POSTRETIREMENT BENEFIT OBLIGATION	253,161	253,078
OTHER LONG-TERM LIABILITIES	35,101	32,104
DEFERRED INCOME TAXES	6,957	0
SHAREHOLDERS INVESTMENT Preferred stock, par value \$.01 a share authorized 80,000,000 shares; issued none Common stock, non-voting, par value \$.01 a share authorized 200,000,000 shares; issued none Common stock, par value \$.0586 a share authorized 400,000,000 shares; issued 138,438,302 shares April 26, 2003		
issued 138,411,338 shares October 26, 2002	8,112	8,111
Additional paid in capital	168	0,111
Accumulated other comprehensive loss	(18,032)	
Retained earnings	1,190,146	1,140,103
	1,180,394	1,115,255
Shares held in treasury - 95,526 shares	(2,002)	
TOTAL SHAREHOLDERS INVESTMENT	1,178,392	1,115,255
TOTAL LIABILITIES AND SHAREHOLDERS INVESTMENT	\$ 2,267,405	\$ 2,220,196

See notes to financial statements

HORMEL FOODS CORPORATION STATEMENTS OF EARNINGS (In Thousands, Except Per Share Amounts) (Unaudited)

	Three Months Ended				Six Months Ended						
	April 26, 2003		April 27, 2002		April 26, 2003		April 27, 2002				
Net sales	\$ 1,002,602	\$	954,627	\$	2,021,052	\$	1,937,641				
Cost of products sold	764,154		730,570		1,530,439		1,467,332				
GROSS PROFIT	238,448		224,057		490,613		470,309				
Expenses:											
Selling and delivery	147,681		145,533		295,566		284,202				
Administrative and general	32,712		23,021		60,802		46,040				
TOTAL EXPENSES	180,393		168,554		356,368		330,242				
Equity in earnings of affiliates	1,629		2,725		2,510		3,999				
OPERATING INCOME	59,684		58,228		136,755		144,066				
Other income and expenses:											
Interest and investment income	694		1,457		2,555		3,196				
Interest expense	(8,097)		(8,123)		(15,144)		(16,414)				
EARNINGS BEFORE INCOME TAXES	52,281		51,562		124,166		130,848				
Provision for income taxes	18,480		18,822		43,425		47,757				
NET EARNINGS	\$ 33,801	\$	32,740	\$	80,741	\$	83,091				
NET EARNINGS PER SHARE:											
BASIC	\$ 0.24	\$	0.24	\$	0.58	\$	0.60				
DILUTED	\$ 0.24	\$	0.23	\$	0.58	\$	0.59				
WEIGHTED AVERAGE SHARES OUTSTANDING:											
BASIC	138,380		138,819		138,384		138,776				
DILUTED	139,533		140,603		139,641		140,545				
DIVIDENDS DECLARED PER SHARE:	\$ 0.105	\$	0.0975	\$	0.21	\$	0.195				

See notes to financial statements

HORMEL FOODS CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of Dollars)

(Unaudited)

		Six Months Ended				
	А	pril 26, 2003		April 27, 2002		
OPERATING ACTIVITIES						
Net earnings	\$	80,741	\$	83,091		
Adjustments to reconcile to net cash provided by operating activities:						
Depreciation		41,428		40,858		
Amortization of intangibles		1,395		450		
Equity in earnings of affiliates		(2,098)		(3,999)		
Provision for deferred income taxes		(8,142)		(5,831)		
Loss on property/equipment sales and plant facilities		1,158		576		
Changes in operating assets and liabilities, net of acquisitions:						
Decrease in accounts receivable		44,228		65,225		
(Increase) in inventories and prepaid expenses and other current assets		(44,876)		(657)		
(Decrease) in accounts payable and accrued expenses		(31,407)		(14,821)		
NET CASH PROVIDED BY OPERATING ACTIVITIES		82,427		164,892		
INVESTING ACTIVITIES						
Sale of held-to-maturity securities		0		5,000		
Purchase of held-to-maturity securities		0		(10,000)		
Acquisitions of businesses		(124,432)		(476)		
Purchases of property/equipment		(30,198)		(24,791)		
Proceeds from sales of property/equipment		1,142		1,334		
(Increase) decrease in investments, equity in affiliates, and other assets		(48,630)		2,318		
NET CASH USED IN INVESTING ACTIVITIES		(202,118)		(26,615)		
FINANCING ACTIVITIES						
Proceeds from long-term debt		40		1,257		
Principal payments on long-term debt		(1,677)		(6,693)		
Dividends paid on common stock		(28,017)		(26,350)		
Share repurchases		(4,808)		(45)		
Other		1,569		1,239		
NET CASH USED IN FINANCING ACTIVITIES		(32,893)		(30,592)		
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		(152,584)		107,685		
Cash and cash equivalents at beginning of year		309,563		186,276		
CASH AND CASH EQUIVALENTS AT END OF QUARTER	\$	156,979		293,961		

See notes to financial statements

HORMEL FOODS CORPORATION

NOTES TO FINANCIAL STATEMENTS

(In Thousands, Except Per Share and Percentage Amounts)

(Unaudited)

<u>NOTE A</u> GENERAL

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information, and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the interim period are not necessarily indicative of the results that may be expected for the full year. The balance sheet at October 26, 2002, has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. For further information, refer to the consolidated financial statements and footnotes included in the Company s Annual Report on Form 10-K for the fiscal year ended October 26, 2002.

Commitments

The Company enters into various agreements guaranteeing specified obligations of affiliated parties. In some cases the Company guarantees the payment for raw materials that were purchased by a supplier of Hormel Foods. In other cases the Company provides a standby letter of credit for obligations of an affiliated party that may arise under worker compensation claims. The Company s guarantees either terminate in one year or remain in place until such time as Hormel Foods revokes the agreement. Total guarantees provided by the Company, as of April 26, 2003, amounted to \$3,549. These potential obligations are not reflected in the Company s consolidated balance sheet.

Stock-Based Compensation

The Company uses the intrinsic value method prescribed by Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations in accounting for employee stock options. Under the intrinsic value method, compensation expense is recognized only to the extent that the market price of the common stock exceeds the exercise price of the stock option at the date of the grant. The Company does not recognize compensation expense on stock options as all options are granted at current market prices.

Pro forma amounts as if the Company had used the fair value method in accounting for employee stock options are as follows:

Three Months Ended

Six Months Ended

	April 26, 2003	April 27, 2002	April 26, 2003	April 27, 2002
Net earnings, as reported Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of	\$ 33,801	\$ 32,740	\$ 80,741	\$ 83,091
related tax effects	(1,152)	(954)	(2,218)	(1,661)
Pro forma net earnings	\$ 32,649	\$ 31,786	\$ 78,523	\$ 81,430
Earnings per share:				
Basic as reported	\$ 0.24	\$ 0.24	\$ 0.58	\$ 0.60
Basic pro forma	\$ 0.24	\$ 0.23	\$ 0.57	\$ 0.59
Diluted as reported	\$ 0.24	\$ 0.23	\$ 0.58	\$ 0.59
Diluted pro forma	\$ 0.23	\$ 0.23	\$ 0.56	\$ 0.58

New Accounting Pronouncements

In the first quarter of fiscal year 2003, the Company adopted Statement of Financial Accounting Standard (SFAS) No. 143, Accounting for Asset Retirement Obligations. SFAS No. 143 addresses accounting for legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, or the normal operations of long-lived assets, except for certain obligations of lessees. Adoption of the statement did not have a material impact on the Company s financial statements.

In the first quarter of fiscal year 2003, the Company adopted SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which replaces SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and Long-Lived Assets to Be Disposed Of. Though SFAS No. 144 retains the basic guidance of SFAS No. 121, regarding when and how to measure an impairment loss, it provides additional implementation guidelines. Adoption of the statement did not have a material impact on the Company s financial statements.

In the first quarter of fiscal year 2003, the Company adopted SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities. The pronouncement rescinds the guidance of EITF 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in Restructuring). SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred and be measured at fair value. Adoption of the statement did not have a material impact on the Company s financial statements.

In the second quarter of fiscal year 2003, the Company adopted the disclosure provisions of SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure. SFAS No. 148 amends SFAS No. 123, Accounting for Stock-Based Compensation, to provide alternative methods of transition to the fair value method of accounting for stock options. SFAS No. 148 also amends the disclosure requirements relating to stock options under SFAS No. 123 and APB Opinion No. 28, Interim Financial Reporting. Disclosures required under SFAS No. 148 are presented under the heading Stock-Based Compensation above.

NOTE B GOODWILL AND INTANGIBLE ASSETS

The gross carrying amount and accumulated amortization for definite-lived intangible assets are as follows:

	April 2	6, 2003	3	October 26, 2002					
	s Carrying mount		Accumulated Amortization	Gross Carrying Amount		Accumulated Amortization			
Non-Compete Covenants	\$ 18,156	\$	(17,556)	\$ 18,156	\$	(17,456)			
Formulas	4,330		(1,252)	4,330		(901)			
Other Intangibles	29,660		(1,458)	1,550		(514)			
Total	\$ 52,146	\$	(20,266)	\$ 24,036	\$	(18,871)			

Amortization expense for the three and six months ended April 26, 2003, and April 27, 2002, was:

		Three Mor	ths Ende	d	Six Months Ended				
	April	26, 2003	Apri	1 27, 2002 April	26, 2003	Apri	1 27, 2002		
Amortization Expense	\$	1,121	\$	(14) \$	1,395	\$	311		

Estimated annual amortization expense for the five fiscal years after October 26, 2002, is as follows:

2003	\$ 4,695
2004	5,307
2005	5,207
2006	4,840
2007	4,450

The carrying amounts for indefinite-lived intangible assets are as follows:

	Ар	ril 26, 2003	0	ctober 26, 2002
Brand/Tradename/Trademarks	\$	54,845	\$	50,875
Other Intangibles		6,434		184
Total	\$	61,279	\$	51,059

The changes in the carrying amount of goodwill for the three and six month periods ended April 26, 2003, are presented in the tables below. The amounts presented for goodwill acquired reflect purchase accounting adjustments reducing goodwill and increasing other intangibles. The Company expects to finalize its purchase accounting by the end of this fiscal year.

	Grocery Products	ŀ	Refrigerated Foods	JOTS	Specialty Foods	Other	Total
Balance as of January 25, 2003	\$ 40,551	\$	5,237	\$ 203,214	\$ 130,322	\$ 2,352	\$ 381,676
Goodwill Acquired					(19,533)		(19,533)
Reclassifications	13		(13)				
Balance as of April 26, 2003	\$ 40,564	\$	5,224	\$ 203,214	\$ 110,789	\$ 2,352	\$ 362,143

	Grocery Products	ł	Refrigerated Foods		JOTS	Specialty Foods	Other	Total
Balance as of October 26, 2002	\$ 40,551	\$	5,237	\$	203,214	\$ 58,718	\$ 2,352	\$ 310,072
Goodwill Acquired						52,071		52,071
Reclassifications	13		(13)					
Balance as of April 26, 2003	\$ 40,564	\$	5,224	\$	203,214	\$ 110,789	\$ 2,352	\$ 362,143
				0				
				9				

NOTE C SHIPPING AND HANDLING COSTS

Shipping and handling costs are recorded as selling and delivery expenses. Shipping and handling costs were \$70,313 and \$139,760 for the three and six months ended April 26, 2003, compared to \$68,503 and \$132,241 for the three and six months ended April 27, 2002.

<u>NOTE D</u> EARNINGS PER SHARE DATA

The following table sets forth the denominator for the computation of basic and diluted earnings per share:

	Three Mont	hs Ended	Six Months Ended			
	April 26, 2003	April 27, 2002	April 26, 2003	April 27, 2002		
Basic weighted-average shares outstanding	138,380	138,819	138,384	138,776		
Net effect of dilutive stock options	1,153	1,784	1,257	1,769		
Diluted weighted-average shares outstanding	139,533	140,603	139,641	140,545		

NOTE E COMPREHENSIVE INCOME

Other comprehensive income (loss) consists of adjustments in minimum pension liability, net unrealized gains or losses on available-for-sale securities (including our investment in Campofrio Alimentacion, S.A.), deferred gains or losses on hedging activities, and foreign currency translation. Other comprehensive income (loss) was \$8,761 and \$14,927 for the three and six months ended April 26, 2003, and \$(941) and \$1,571 for the three and six months ended April 27, 2002. Total comprehensive income combines reported net earnings and other comprehensive income (loss). Total comprehensive income was \$42,562 and \$95,668 for the three and six months ended April 26, 2003, and \$31,799 and \$84,662 for the three and six months ended April 27, 2002.

NOTE F INVENTORIES

Principal components of inventories are:

	April 26, 2003	October 26, 2002	
Finished products	\$ 226,563 \$	212,868	
Raw materials and work-in-process	114,770	106,231	
Materials and supplies	74,747	69,257	
LIFO reserve	(33,977)	(32,718)	

Total	\$ 382,103 \$	355,638

NOTE G DERIVATIVES AND HEDGING

The Company s production costs are subject to fluctuations in commodity prices. To reduce the Company s exposure to changes in commodity prices, the Company implemented a commodity hedging program in the fourth quarter of 2002. This program utilizes futures contracts to offset the fluctuation in the Company s direct commodity purchases.

The futures contracts are designated and accounted for as cash flow hedges, and the Company measures the effectiveness of the hedges on a regular basis. The Company has determined its hedge program to be highly effective. Effective gains or losses related to these cash flow hedges are reported as other comprehensive income (loss) and reclassified into earnings, through cost of products sold, in the period or periods in which the hedged transactions affect earnings. The Company typically does not hedge its commodity purchases beyond 15 months.

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As of April 26, 2003, the Company has included in other comprehensive income (loss) unrealized hedging losses of \$5,898 (net of tax) relating to its futures contracts. The fair value of the open futures contracts, at that same time, was \$(3,886).

NOTE H SEGMENT REPORTING

The Company develops, processes, and distributes a wide array of food products in a variety of markets. Under the criteria set forth by the accounting standard SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, the Company reports its results in the following five segments: Grocery Products, Refrigerated Foods, Jennie-O Turkey Store, Specialty Foods, and All Other.

The December 2002 acquisition of Diamond Crystal Brands prompted Hormel Foods management to adjust how it evaluates its business and, as a result, established a new segment for Specialty Foods. The Specialty Foods segment includes the newly acquired Diamond Crystal Brands operating segment along with the existing operating segments of Hormel HealthLabs (formerly in the Refrigerated Foods segment) and Specialty Products (formerly in the Grocery Products segment). All prior year segment information has been restated to reflect this change.

The Grocery Products segment consists primarily of the processing, marketing, and sale of shelf-stable food products sold predominantly in the retail market.

The Refrigerated Foods segment includes the Meat Products and Foodservice business units. The segment primarily consists of the processing, marketing, and sale of branded and unbranded pork products for the retail, foodservice, and fresh customer markets.

The Jennie-O Turkey Store segment primarily consists of the processing, marketing, and sale of branded and unbranded turkey products for the retail, foodservice, and fresh customer markets.

The Specialty Foods segment includes the Diamond Crystal Brands (acquired in December 2002), Hormel HealthLabs, and Specialty Products operating segments. This segment consists of the packaging and sale of various sugar and sugar substitute products, salt and pepper products, dessert mixes, gelatin products, and private label canned meats to retail and foodservice customers. This segment also includes the processing, marketing, and sale of nutritionally enhanced food products to hospitals, nursing homes, and other health facilities.

The All Other segment includes the Dan's Prize, Inc., Vista International Packaging, Inc., and Hormel Foods International operating segments. These businesses produce, market, and sell beef products and food packaging (i.e., casings for dry sausage), and manufacture, market, and sell Company products internationally. This segment also includes various miscellaneous corporate sales.

Sales between reporting segments are recorded at prices that approximate cost. Equity in earnings of affiliates is included in segment profit; however the Company does not allocate investment income, interest expense, and interest income to its segments when measuring performance. The Company also retains various other income and unallocated expenses at corporate. These items are included below as Net interest expense and investment income and General corporate expense when reconciling to earnings before income taxes.

Net Sales and operating profits for each of the Company s business segments and reconciliation to earnings before income taxes are set forth below:

	Three Months Ended			Six Months Ended				
		April 26, 2003		April 27, 2002		April 26, 2003		April 27, 2002
Net Sales to Unaffiliated Customers								
Grocery Products	\$	187,601	\$	173,025	\$	381,589	\$	356,359
Refrigerated Foods		476,328		490,326		983,138		1,001,085
Jennie-O Turkey Store		216,173		213,648		431,932		415,966
Specialty Foods		78,971		32,932		128,003		65,791
All Other		43,529		44,696		96,390		98,440
Total	\$	1,002,602	\$	954,627	\$	2,021,052	\$	1,937,641
Intersegment Sales								
Grocery Products	\$	0	\$	0	\$	0	\$	0
Refrigerated Foods		1,324		674		2,819		1,365
Jennie-O Turkey Store		12,358		16,351		25,105		30,553
Specialty Foods		22		17		42		31
All Other		19,681		16,208		36,853		31,399
Total	\$	33,385	\$	33,250	\$	64,819	\$	63,348
Intersegment elimination		(33,385)		(33,250)		(64,819)		(63,348)
Total	\$	0	\$	0	\$	0	\$	0
Net Sales								
Grocery Products	\$	187,601	\$	173,025	\$	381,589	\$	356,359
Refrigerated Foods		477,652		491,000		985,957		1,002,450
Jennie-O Turkey Store		228,531		229,999		457,037		446,519
Specialty Foods		78,993		32,949		128,045		65,822
All Other		63,210		60,904		133,243		129,839
Intersegment elimination		(33,385)		(33,250)		(64,819)		(63,348)
Total	\$	1,002,602	\$	954,627	\$	2,021,052	\$	1,937,641
Segment Profit								
Grocery Products	\$	37,167	\$	25,958	\$	82,476	\$	61,770
Refrigerated Foods		13,922		11,445		24,623		36,362
Jennie-O Turkey Store		6,302		15,659		24,181		33,205
Specialty Foods		4,770		2,244		8,101		5,299
All Other		5,350		5,988		10,519		12,121
Total segment profit	\$	67,511	\$	61,294	\$			