

PREMIUM STANDARD FARMS, INC.

Form 425

September 18, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report September 18, 2006**

**Date of earliest event reported September 17, 2006**

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**SMITHFIELD FOODS, INC.**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or other jurisdiction

of incorporation)

**1-15321**  
(Commission File Number)

**52-0845861**  
(IRS Employer

Identification No.)

**200 Commerce Street, Smithfield, Virginia**  
(Address of principal executive offices)

**Registrant's telephone number, including area code (757) 365-3000**

**23430**  
(Zip Code)

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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:

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- x 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 (17CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On September 18, 2006, Smithfield Foods, Inc. (Smithfield) and Premium Standard Farms, Inc. (PSF) issued a press release announcing the execution of the Agreement and Plan of Merger, dated as of September 17, 2006, among Smithfield, KC2 Merger Sub, Inc., a wholly owned subsidiary of Smithfield, and PSF.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Additional Information About this Transaction

This communication is being made in respect of the proposed merger transaction involving Smithfield Foods, Inc., Premium Standard Farms, Inc. and KC2 Merger Sub, Inc. In connection with the proposed transaction, Smithfield will file with the SEC a registration statement on Form S-4 and PSF will mail a proxy statement/prospectus to its stockholders, and each will be filing other documents regarding the proposed transaction with the SEC as well. **BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** The final proxy statement/prospectus will be mailed to PSF's stockholders. Stockholders will be able to obtain a free copy of the proxy statement/prospectus, as well as other filings containing information about Smithfield and PSF, without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the proxy statement/prospectus can also be obtained, without charge, by directing a request to Smithfield Foods, Inc., 200 Commerce Street, Smithfield, Virginia, Attention: Investor Relations (212) 758-2100, or to PSF, 805 Pennsylvania Avenue, Suite 200, Kansas City, Missouri 64105 Attention: Investor Relations (816) 472-7676.

Smithfield, PSF and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Smithfield's directors and executive officers is available in Smithfield's proxy statement for its 2006 annual meeting of stockholders and Smithfield's 2006 Annual Report on Form 10-K, which were filed with the SEC on July 31, 2006 and June 30, 2006, respectively, and information regarding PSF's directors and executive officers is available in PSF's proxy statement for its 2006 annual meeting of stockholders and PSF's 2006 Annual Report on Form 10-K, which were filed with the SEC on July 21, 2006 and May 31, 2006, respectively. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release issued by Smithfield Foods, Inc. and Premium Standard Farms, Inc., dated September 18, 2006.

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.

**SMITHFIELD FOODS, INC.**

(Registrant)

Date: September 18, 2006

By: /s/ Michael H. Cole  
Vice President, Chief Legal Officer and Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release issued by Smithfield Foods, Inc. and Premium Standard Farms, Inc., dated September 18, 2006. |