

CAL MAINE FOODS INC  
Form 8-K  
October 31, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

CURRENT REPORT

**FORM 8-K**

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

Date of Report (Date of Earliest Event Reported): October 30, 2012

**Cal-Maine Foods, Inc.**

(Exact name of registrant as specified in its charter)

|                              |                          |                     |
|------------------------------|--------------------------|---------------------|
| Delaware                     | 000-04892                | 64-0500378          |
| (State or other jurisdiction | (Commission File Number) | (IRS Employer       |
| of incorporation)            |                          | Identification No.) |

3320 Woodrow Wilson Avenue

Jackson, MS 39207

(Address of principal executive offices (zip code))

601-948-6813

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(Registrant's telephone number, including area code)

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 7.01. Regulation FD Disclosure.**

On October 30, 2012, Cal-Maine Foods, Inc. (the "Company") issued a press release announcing its plans to acquire the commercial egg operations of Maxim Production Co., Inc. A copy of this press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

The information in this Current Report on Form 8-K under this Item 7.01, as well as Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing. The furnishing of this report is not intended to constitute a determination by the registrant that the information is material or that the dissemination of the information is required by Regulation FD.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release issued by the Company on October 30, 2012

**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.

CAL-MAINE FOODS, INC.

Date: October 31, 2012 By: /s/ Adolphus B. Baker  
Adolphus B. Baker

Chairman, President and Chief Executive Officer