

FLOWERS FOODS INC  
Form 8-K  
November 19, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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) November 15, 2002

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Flowers Foods, Inc.

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(Exact Name of Registrant as Specified in Charter)

Georgia

1-16247

58-2582379

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

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1919 Flowers Circle, Thomasville, Georgia

31757

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (229) 226-9110

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(Former Name or Former Address, if Changed Since Last Report)

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SIGNATURE

INDEX TO EXHIBITS

EX-99.1 PRESS RELEASE DATED 11-15-02

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**ITEM 5. Other Events.**

On November 15, 2002, the Directors of Flowers Foods, Inc. (the Company) approved Amendment No. 1, dated as of November 15, 2002 (the Amendment), to the Rights Agreement, dated as of March 23, 2001 (the Rights Agreement), between the Company and Wachovia Bank, N.A. (as successor in interest to First Union National Bank), as rights agent (the Rights Agent). The Amendment allows certain investors, including existing investors and qualified institutional investors, to beneficially own up to 20% of the Company's outstanding common stock.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which was filed as Exhibit 4.1 to the Company's Form 8-A on November 18, 2002 and is incorporated herein by this reference. Copies of the Rights Agreement, and the related Summary of Rights, which is attached as Exhibit C to the Rights Agreement, are available free of charge from the Company.

**ITEM 7. Financial Statements and Exhibits.**

- (a) Financial Statements of Business Acquired: N/A
- (b) Pro Forma Financial Information: None
- (c) Exhibits:

<u>Number</u>	<u>Exhibit</u>
4.1	Amendment No. 1, dated as of November 15, 2002, to the Rights Agreement, dated as of March 23, 2001, between the Company and the Rights Agent (Filed as Exhibit 4.1 to the Company's Form 8-A on November 18, 2002 and incorporated by reference herein)
99.1	Press release, dated November 15, 2002

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**SIGNATURE**

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.

**FLOWERS FOODS, INC**

By: /s/ Jimmy M. Woodward

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Name: Jimmy M. Woodward  
Title: Senior Vice President and  
Chief Financial Officer

Dated: November 19, 2002

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