

Edgar Filing: B&G Foods, Inc. - Form FWP

B&G Foods, Inc.
Form FWP
January 12, 2010

**Free Writing Prospectus
(To the Preliminary Prospectus
Supplement dated January 11, 2010)**

**Filed Pursuant to Rule 433
Registration No. 333-160425**

January 11, 2010

Pricing Term Sheet

7.625% Senior Notes Due 2018

Issuer:	B&G Foods, Inc.
Size:	\$350 million aggregate principal amount of 7.625% Senior Notes due 2018
Maturity:	January 15, 2018
Coupon:	7.625%
Price to Public:	99.271%
Yield to Maturity:	7.750%
Spread to Benchmark Treasury:	T+ 417 basis points
Benchmark Treasury:	UST 3.50% due February 15, 2018
Interest Payment Dates:	July 15th and January 15th, commencing July 15, 2010
Record Dates:	July 1st and January 1st
Make-whole call:	At any time at a discount rate of Treasury plus 50 basis points
Optional Redemption:	On or after January 15, 2014, the Company may redeem some or all of the notes at the following redemption prices:
	January 15, 2014: 103.813
	January 15, 2015: 102.542
	January 15, 2016: 101.271
	January 15, 2017

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and thereafter: 100.000

Equity Clawback:

Prior to January 15, 2013, the Company may redeem up to 35% of the aggregate principal amount at a redemption price of 107.625%

Trade Date:

January 11, 2010

Settlement:

T + 9; January 25, 2010

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CUSIP / ISIN: 05508R AD8 / US05508RAD89

Ratings:* B2 / B+

Gross Spread: 2.000%

Joint Book-Running Managers: Credit Suisse Securities (USA) LLC (23.125%)
Barclays Capital Inc. (23.125%)
Banc of America Securities LLC (23.125%)
Goldman, Sachs & Co. (23.125%)

Co-Manager: RBC Capital Markets Corporation (7.500%)

*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037.

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