

DEAN FOODS CO/
Form 8-K
May 19, 2006

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**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):

May 15, 2006

Dean Foods Company

(Exact name of registrant as specified in charter)

Delaware

1-12755

75-2559681

**(State or other jurisdiction of
incorporation)**

**(Commission
File Number)**

**(IRS Employer
Identification No.)**

2515 McKinney Avenue, Suite 1200
Dallas, TX 75201

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (214) 303-3400

Not Applicable.

(Former name or former address, if changed since last report)

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:

- 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On May 15, 2006, Dean Foods Company (the Company) and its subsidiary guarantors (the Guarantors) entered into an indenture (the Base Indenture) with The Bank of New York Trust Company, N.A., as trustee (the Trustee). In addition, on May 17, 2006, the Company and the Guarantors entered into supplemental indenture no. 1 (the

Supplemental Indenture and together with the Base Indenture, the Indenture) with the Trustee. Under the Indenture, the Company issued \$500,000,000 aggregate principal amount of 7.000% Senior Notes due 2016 (the Notes) in a public offering pursuant to an Underwriting Agreement entered into on May 11, 2006, and disclosed in Item 1.01 of the Company s Current Report on Form 8-K filed on May 17, 2006, which is incorporated herein by reference. The sale of the Notes was made pursuant to the Company s registration statement on Form S-3 (SEC File No. 333-130309), including a prospectus supplement dated May 11, 2006, filed by the Company on May 15, 2006 pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended (the Prospectus Supplement). Terms of the Indenture and the Notes issued pursuant to the Indenture are described in the section of the Prospectus Supplement entitled

Description of the Notes and the Guarantees , which is incorporated herein by reference. Copies of the executed Base Indenture and Supplemental Indenture are filed herewith as Exhibit 4.1 and 4.2 and are hereby incorporated into this Item 1.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See the Exhibit Index attached hereto.

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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.

Date: May 19, 2006

DEAN FOODS COMPANY

By: /s/ Steven J. Kemps

Steven J. Kemps

Senior Vice President, Deputy General

Counsel and Assistant Secretary

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EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 4.1 | Indenture, dated as of May 15, 2006, between the Company, the subsidiary guarantors listed therein and The Bank of New York Trust Company, N.A., as trustee. |
| 4.2 | Supplemental Indenture No. 1, dated as of May 17, 2006 between the Company, the subsidiary guarantors listed therein and The Bank of New York Trust Company, N.A., as trustee. |