

PROCTER & GAMBLE CO  
Form 425  
June 21, 2011

**UNITED STATES**  
**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): June 20, 2011**

**DIAMOND FOODS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**000-51439**  
(Commission  
  
File Number)

**20-2556965**  
(IRS Employer  
  
Identification No.)

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**600 Montgomery Street, 13<sup>th</sup> Floor**

**San Francisco, California**  
(Address of Principal Executive Offices)

**94111**  
(Zip Code)

**Registrant's telephone number, including area code: (415) 445-7444**

**600 Montgomery Street, 17<sup>th</sup> Floor, San Francisco, California 94111**

**(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))

**Item 8.01. Other Events.**

On June 21, 2011, Diamond Foods, Inc. ( Company ) issued a press release announcing the expiration of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended, for its pending acquisition of the Pringles business from The Procter & Gamble Company.

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

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press Release issued by Diamond Foods, Inc, dated June 21, 2011.

**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.

**DIAMOND FOODS, INC.**

Date: June 21, 2011

By: /s/ Stephen E. Kim  
Name: Stephen E. Kim  
Title: Senior Vice President, General Counsel  
and Human Resources