

DARLING INTERNATIONAL INC  
Form 8-K  
February 03, 2003

As filed with the Securities and Exchange Commission on February 3, 2003

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 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): February 3, 2003

**DARLING INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

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

**000-24620**  
(Commission File Number)

**36-2495346**  
(I.R.S. Employer  
Identification No.)

**251 O'CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS 75038**

(Address of principal executive offices)

Registrant's telephone number, including area code: 972.717.0300

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**Item 5. Other Events.**

On February 3, 2003, Darling International Inc. (the "Company") announced that the Company's Board of Directors unanimously appointed Randall Stuewe to the Company's Board of Directors and elected Mr. Stuewe as Chairman of the Board. The Company also entered into an employment agreement with Mr. Stuewe, pursuant to which Mr. Stuewe has agreed to serve as the Company's Chief Executive Officer. Prior to appointing Mr. Stuewe to the Company's Board of Directors, The Board of Directors unanimously approved an increase in the size of the Board of Directors from five to six members.

A copy of the employment agreement between the Company and Mr. Stuewe has been filed as Exhibit 10.1 to this report and is incorporated by reference herein. A copy of the Company's press release, dated February 3, 2003, announcing the foregoing has been filed as Exhibit 99.1 to this report.

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**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits

- 10.1 Employment Agreement, dated as of February 3, 2003, between the Company and Randall Stuewe.
- 99.1 Press Release dated February 3, 2003.

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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.

DARLING INTERNATIONAL INC.

Registrant

Date: February 3, 2003

By: /s/ John O. Muse

John O. Muse

Executive Vice President

Finance and Administration

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**EXHIBITS INDEX**

<u>Exhibit Number</u>	<u>Description</u>
10.1	Employment Agreement, dated as of February 3, 2003, between the Company and Randall Stuewe.
99.1	Press Release dated February 3, 2003.

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