

SANFILIPPO JOHN B & SON INC

Form 8-K

December 08, 2004

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**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): December 2, 2004

**JOHN B. SANFILIPPO & SON, INC.**

(Exact Name of Registrant as Specified in Charter)

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

**0-19681**  
(Commission File Number)

**36-2419677**  
(I.R.S. Employer Identification  
Number)

**2299 Busse Road, Elk Grove Village, Illinois 60007**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(847) 593-2300**

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 ( *see* General Instruction A.2. below):

§ 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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Agreement for Purchase and Sale

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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 2, 2004, John B. Sanfilippo & Son, Inc. (the Company ) and Matsushita Electric Corporation of America ( Matsushita ) entered into an agreement (the Agreement ) whereby the Company is purchasing a site in Elgin, Illinois from Matsushita for \$48 million. In addition, in connection with the closing of this transaction, the Company will lease back to Matsushita a portion of the purchased property under two lease agreements. Under the Agreement, \$2 million was paid as a fully refundable deposit on December 7, 2004 with the remainder due on the closing date, which is anticipated to be in March, 2005. The Company s obligations under the Agreement are subject to various closing conditions, including the satisfactory completion of the Company s testing and investigation of the property and obtaining the necessary zoning approvals from the City of Elgin. A copy of the Agreement is attached as an exhibit to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits**

The exhibits filed herewith are listed in the Exhibit Index which follows the signature page of this Current Report on Form 8-K.

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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.

**JOHN B. SANFILIPPO & SON, INC.**

December 8, 2004

By: /s/ Michael J. Valentine

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Michael J. Valentine  
Executive Vice President Finance,  
Chief Financial Officer and Secretary

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**EXHIBIT INDEX**

<b>Exhibits</b>	<b>Description</b>
99.1	Agreement for Purchase and Sale between Matsushita, as Seller, and the Company, as Buyer