

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 30, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File number 1-9273



**PILGRIM'S PRIDE CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

75-1285071

(I.R.S. Employer Identification No.)

1770 Promontory Circle, Greeley, Colorado

(Address of principal executive offices)

80634-9038

(Zip code)

Registrant's telephone number, including area code: **(970) 506-8000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, Par Value \$0.01

Name of each exchange on which registered

The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Non-accelerated Filer

Accelerated Filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the Registrant's Common Stock, \$0.01 par value, held by non-affiliates of the Registrant as of July 1, 2018 was \$1,061,819,405. For purposes of the foregoing calculation only, all directors, executive officers and greater than 10% beneficial owners have been deemed affiliates. Number of shares of the Registrant's Common Stock outstanding as of February 13, 2019 was 248,965,081.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Proxy Statement for the 2019 Annual Meeting of Stockholders are incorporated by reference into Part III of this annual report.

**PILGRIM'S PRIDE CORPORATION**  
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## PART I

### Forward Looking Statements and Explanatory Note

Certain written and oral statements made by our Company and subsidiaries of our Company may constitute “forward-looking statements” as defined under the Private Securities Litigation Reform Act of 1995. This includes statements made herein, in our other filings with the Securities and Exchange Commission (“SEC”), in press releases, and in certain other oral and written presentations.

Statements of our intentions, beliefs, expectations or predictions for the future, denoted by the words “anticipate,” “believe,” “estimate,” “expect,” “plan,” “project,” “imply,” “intend,” “should,” “foresee” and similar expressions, are forward-looking statements that reflect our current views about future events and are subject to risks, uncertainties and assumptions. Such risks, uncertainties and assumptions include those described under “Risk Factors” below and elsewhere in this annual report.

Actual results could differ materially from those projected in these forward-looking statements as a result of these factors, among others, many of which are beyond our control.

In making these statements, we are not undertaking, and specifically decline to undertake, any obligation to address or update each or any factor in future filings or communications regarding our business or results, and we are not undertaking to address how any of these factors may have caused changes in information contained in previous filings or communications. The risks described below are not the only risks we face, and additional risks and uncertainties may also impair our business operations. The occurrence of any one or more of the following or other currently unknown factors could materially adversely affect our business and operating results.

### Item 1. Business

#### Company Overview

Pilgrim’s Pride Corporation (referred to herein as “Pilgrim’s,” “PPC,” “the Company,” “we,” “us,” “our,” or similar terms), which was incorporated in Texas in 1968 and reincorporated in Delaware in 1986, is the successor to a partnership founded in 1946 as a retail feed store. JBS S.A., through its indirect wholly-owned subsidiaries (together, “JBS”), beneficially owns 78.5% of our outstanding common stock. We are one of the largest chicken producers in the world with operations in the United States (“U.S.”), the United Kingdom (“U.K.”), Mexico, France, Puerto Rico and the Netherlands. We are primarily engaged in the production, processing, marketing and distribution of fresh, frozen and value-added chicken products to retailers, distributors and foodservice operators. We offer a wide range of products to our customers through strong national and international distribution channels. Pilgrim’s fresh chicken products consist of refrigerated (non-frozen) whole chickens, whole cut-up chickens and selected chicken parts that are either marinated or non-marinated. The Company’s prepared chicken products include fully cooked, ready-to-cook and individually frozen chicken parts, strips, nuggets and patties, some of which are either breaded or non-breaded and either marinated or non-marinated, ready-to-eat meals, multi-protein frozen foods, vegetarian foods and desserts.

We market our balanced portfolio of fresh, prepared and value-added chicken products to a diverse set of over 6,000 customers across the U.S., the U.K., Mexico and in approximately 100 other countries, with no single customer accounting for more than ten percent of total sales. We have become a valuable partner to our customers and a recognized industry leader by consistently providing high-quality products and services designed to meet their needs and enhance their business. Our sales efforts are largely targeted towards the foodservice industry, principally chain restaurants and food processors, such as Chick-fil-A® and retail customers, including grocery store chains and wholesale clubs, such as Kroger®, Costco®, Publix®, and H-E-B®.

As a vertically integrated company, we control every phase of the production process, which helps us better manage food safety and quality, as well as more effectively control margins and improve customer service. As of December 30, 2018, we operate feed mills, hatcheries, processing plants and distribution centers in 14 U.S. states, the U.K., France, the Netherlands, Mexico and Puerto Rico. Our plants are strategically located to ensure that customers timely receive fresh products. With our global network of approximately 5,300 growers, 38 feed mills, 49 hatcheries, 36 processing plants, 16 prepared foods cook plants, 22 distribution centers, nine rendering facilities and four pet food plants, we believe we are well-positioned to supply the growing demand for our products.

Our U.K. and Europe segment reflects the operations of Granite Holdings Sàrl and its subsidiaries (together, “Moy Park”), which we acquired on September 8, 2017. Moy Park is a leading and highly regarded U.K. food company, providing fresh, high quality and locally farmed poultry and convenience food products. Moy Park has operated in the U.K. and Europe retail market

for over 50 years and delivers a range of fresh, ready-to-cook, coated and ready-to-eat poultry products to major retailers and large foodservice customers throughout the U.K., Ireland, France and the Netherlands. We believe that we operate one of the most efficient business models for chicken production in the U.K. and Europe.

We are one of the largest, and we believe one of the most efficient, producers and sellers of chicken in Mexico. Our presence in Mexico provides access to a market with growing demand and has enabled us to leverage our operational strengths within the region. The market for chicken products in Mexico is still developing, with most sales attributed to fresh, commodity-oriented, market price-based business. Additionally, we are an important player in the live market in Mexico. We believe our Mexico business is well-positioned to continue benefiting from these trends in the Mexican consumer market.

As of December 30, 2018, we have approximately 52,100 employees and have the capacity to process more than 45.3 million birds per week for a total of approximately 13.4 billion pounds of live chicken annually. In 2018, we produced 10.7 billion pounds of chicken products, generating approximately \$10.9 million in net sales and approximately \$246.8 million in net income attributable to Pilgrim's.

On January 6, 2017, we acquired 100% of the membership interests of JFC LLC and its subsidiaries (together, "GNP") from Maschhoff Family Foods, LLC for a cash purchase price of \$350 million, subject to customary working capital adjustments. GNP is a vertically integrated poultry business based in St. Cloud, Minnesota. The acquired business had a production capacity of 2.1 million birds per five-day work week in its two plants and employed approximately 1,600 people at the time of acquisition. The plants are located in geographic areas where Pilgrim's did not have a presence, providing Pilgrim's the opportunity to expand its production and customer bases. We plan to continue to leverage GNP's operations to enhance production efficiencies. Also, the addition of GNP's Just Bare® product lines join our existing no-antibiotics-ever and organic production capabilities, strengthening our footprint in fast-growing and higher-margin chicken segments. This acquisition further strengthened the Company's strategic position in the U.S. chicken market. The GNP operations are included in our U.S. segment.

On September 8, 2017, we acquired 100% of the issued and outstanding shares of Moy Park from JBS S.A. for a cash purchase price of \$301.3 million and a note payable to the seller in the amount of £562.5 million. Moy Park is one of the top-ten food companies in the U.K., Northern Ireland's largest private sector business and one of Europe's leading poultry producers. With four fresh processing plants, ten prepared foods cook plants, three feed mills, seven hatcheries and one rendering facility in the U.K., France, and the Netherlands, the acquired business processes 6.0 million birds per seven-day work week, in addition to producing around 456.0 million pounds of prepared foods per year. Moy Park had approximately 10,200 employees at the time of acquisition. This acquisition further strengthened the Company's strategic position in the U.K. and Europe chicken market. The Moy Park operations constitutes our U.K. and Europe segment.

We operate on the basis of a 52/53-week fiscal year that ends on the Sunday falling on or before December 31. Any reference we make to a particular year (for example, 2018) applies to our fiscal year and not the calendar year. Fiscal 2018 was a 52-week fiscal year.

## **Our Industry**

### *Industry Overview*

The U.S. consumes more chicken than any other protein (approximately 35.9 billion pounds projected in calendar year 2019 according to the U.S. Department of Agriculture ("USDA")), and chicken is the second most consumed protein globally after pork. The U.S. is the world's largest producer of chicken and is projected to produce approximately 42.8 billion pounds of ready-to-cook broiler meat in calendar year 2019, representing 20.2% of the total world production. Broilers are tender, young chickens suitable for broiling or roasting. Brazil and the European Union produce the second and third most chicken meat, with 14.1% and 12.8% of the world market, respectively, according to the USDA. Total chicken produced within the geographical regions in which the Company operates accounted for 36.6% of total world chicken production.

According to the USDA, the export of U.S. chicken products increased at an average annual growth rate of 0.1% from 2008 through 2018. The U.S. is the second-largest exporter of broiler meat behind Brazil. The U.S. is projected to export 7.1 billion pounds in calendar year 2019, which would account for 28.0% of the total world exports and 16.5% of the total U.S. production, according to the USDA. The top five exporters are projected to control over 85.2% of the market in 2019. Total exports within the geographical regions in which the Company operates accounted for 40.9% of total world chicken exports.

According to the USDA, chicken production in the U.S. increased from 2008 through 2018 at a compounded annual growth rate of 1.4%. The growth in chicken demand is attributable to (i) relative affordability compared to other proteins such as beef and pork, (ii) the increasingly health conscious nature of U.S. consumers, (iii) chicken's consistent quality and versatility and (iv) its introduction on many foodservice menus. In addition, global protein demand continues to be strong, consistent with rising standards of living and a growing middle class in developing countries around the world. USDA estimates from 2018 through

2027 show an anticipated increase of global chicken production at a compounded annual growth rate of 0.8%. We believe our relationship with JBS positions us to capture a portion of those emerging markets.

### *Key Industry Dynamics*

**Pricing.** Items that influence chicken pricing in the U.S. include international demand, changes in production by other broiler producing countries, input costs and the demand associated with substitute products such as beef and pork. We believe our focus on sales mix enables us to adapt to changing supply demand dynamics by adjusting our production to maximize value. We also benefit from a shorter production lifecycle of broilers compared to other proteins. While production for cattle takes approximately 28 to 39 months from breeding to slaughter and the production for pork takes 11 to 12 months, the production lifecycle for the broiler is only ten weeks.

**Feed.** Broilers are fed corn, soybean meal and wheat as well as certain vitamins and minerals. Corn, soybean meal and wheat accounted for approximately 46.2%, 42.5% and 5.6% of our feed costs, respectively, in 2018. Broiler production is significantly more efficient from a feed perspective than cattle or hog production. Approximately two pounds of feed are required for each pound of chicken, as compared to approximately seven and 3.5 pounds for cattle and hogs, respectively. We have sought to mitigate the impact of feed price volatility on our profitability by decreasing the amount of our products that are sold under longer term fixed price contracts, broadening our product portfolio and expanding the variety of contracts within our book of business.

### **Competitive Strengths**

We believe that our competitive strengths will enable us to maintain and grow our position as a leading chicken company and to capitalize on future favorable growth opportunities:

**Leading market position in the growing chicken industry.** We are one of the largest chicken producers globally and a leading chicken producer in the U.S. with an approximate 17.2% market share, based on ready-to-cook production in 2018, according to *WATTPoultryUSA* magazine. We believe we can maintain this prominent market position as we are one of the few producers in the chicken industry that can fully satisfy the requirements of large retailers and foodservice companies due to our broad product range, national distribution, vertically integrated operations and technical capabilities. Further, our scale of operations, balanced product portfolio and a wide range of production capabilities enable us to meet both the capacity and quality requirements of our customer base. Finally, we believe we are well-positioned with our global footprint to benefit from the growth in the U.S. chicken export market.

**Broad product portfolio.** We have a diversified product portfolio ranging from large to small birds and from fresh to cooked to processed chicken. In addition, our prepared foods business is focused on our most profitable product lines. We believe we are well-positioned to be the primary chicken supplier for large customers due to our ability to provide consistent supply, innovate and develop new products to address consumer desires and provide competitive pricing across a diverse product portfolio. Our balanced portfolio of fresh, prepared and value-added chicken products yields a diversified sales mix, mitigating supply and market volatility and creating more consistent gross margins.

**Blue chip and diverse customer base across all industry segments.** We benefit from strong relationships with leading companies in every customer segment, including Chick-fil-A®, Kroger®, Costco®, Publix®, and H-E-B®, most of whom have been doing business with us for more than five years. We sell our products to a large and diverse customer base, with over 6,000 customers, with no single one accounting for more than 10% of total sales.

**Lean and focused enterprise.** We are an efficient and lean organization supported by our market-driven business strategy. We have closed, idled or sold plants and distribution centers, reduced or consolidated production at other facilities, streamlined our workforce and reduced administrative and corporate expenses. In addition, we continue to seek to make significant production improvements driven by improved yields, labor, cost savings and product mix. We utilize zero-based budgeting and plant-level profit and loss analysis, driving engagement and ownership over the results at each plant. These strategic initiatives have reduced our cost base, resulting in higher and more sustainable profits. We share corporate headquarters with JBS in Greeley, Colorado, and have integrated certain corporate functions with JBS to save costs.

**Experienced management team and results-oriented corporate culture.** We have a proven senior management team whose tenure in the chicken industry has spanned numerous market cycles and is among the most experienced in the industry. Our senior management team is led by William W. Lovette, our Chief Executive Officer, who has over 30 years of experience in the chicken industry. Our management team has successfully improved and realigned our business and instilled a corporate culture focused on performance and accountability. We also benefit from management ideas, best practices and talent shared with

the seasoned management team of JBS, which has over 50 years of combined experience operating protein processing facilities in South America, North America, Australia and Europe.

**Relationship with JBS.** We work closely with JBS management to identify areas where Pilgrim's and JBS can achieve synergies. We share corporate headquarters with JBS in Greeley, Colorado, and have integrated certain corporate functions with JBS to save costs. In addition to cost savings through the integration of certain corporate functions and the rationalization of facilities, our relationship with JBS allows us to enjoy several advantages given its diversified international operations and strong record in commodity risk management. In addition, the expertise of JBS in managing the risk associated with volatile commodity inputs will help us to further improve our operations and manage our margins.

## **Business Strategy**

We intend to continue growing our business and enhancing profitability by pursuing the following strategies:

**Be a valued partner with our key customers.** We have developed and acquired complementary markets, distributor relationships and geographic locations that have enabled us to expand our customer base and provide global distribution capabilities for all of our product lines. As a result, we believe we are one of only two U.S. chicken producers that can supply the growing demand for a broad range of price competitive standard and specialized products with well-known brand names on a nationwide basis from a single-source supplier. Additionally, we intend to leverage our innovation capabilities to develop new products along with our customers to accelerate sales and enhance the profitability of chicken products at their businesses. We plan to further enhance our industry position by optimizing our sales mix and accelerating innovation.

**Relentless pursuit of operational excellence.** As production and sales grow, we continue to focus on improving operating efficiencies by focusing on cost reductions, more effective processes, training and our total quality management program. Specific initiatives include:

- Benchmarking live and plant costs against the industry;
- Striving to be in the top 25% of the industry for yields and costs;
- Fostering a culture of accountability and ownership deeper in the organization;
- Conducting monthly performance reviews with senior management; and
- Improving sales mix and price.

**Accountability and ownership culture.** We have a results-oriented culture with our business strategy centered on reducing fixed costs and increasing profitability, consistent with JBS values. Our employee accountability has further increased as we have de-layered the organization through our recent restructuring and cost improvement initiatives. In addition, we continue to invest in developing our talent internally. As a result, we have a strong accountability and ownership culture. We strive to be the best managed and most respected company in our industry.

## **Reportable Business Segments**

We operate in three reportable business segments: U.S., U.K. and Europe, and Mexico. As a producer and seller of chicken products we either produce or purchase chicken for resale in the U.S., the U.K and Europe, and Mexico. We conduct separate operations in the U.S., the U.K. and Europe, Puerto Rico and Mexico; however, for geographic reporting purposes, we include Puerto Rico with our U.S. operations. See "Note 22. Business Segment and Geographic Reporting" of our Consolidated and Combined Financial Statements included in this annual report for additional information.

## **Products and Markets**

Our primary product types are fresh chicken products, prepared chicken products and value-added export chicken products. We sell our fresh chicken products to the foodservice and retail markets. Our fresh chicken products consist of refrigerated (nonfrozen) whole or cut-up chicken, either pre-marinated or non-marinated and prepackaged case-ready chicken. Our case-ready chicken includes various combinations of freshly refrigerated, whole chickens and chicken parts in trays, bags or other consumer packs labeled and priced ready for the retail grocer's fresh meat counter. Our fresh chicken sales accounted for 85.7%, 44.2%, and 94.2% of our total U.S., U.K. and Europe, and Mexico chicken sales in 2018, respectively.

We also sell prepared chicken products, including portion-controlled breast fillets, tenderloins and strips, delicatessen products, salads, formed nuggets and patties and bone-in chicken parts. These products are sold either refrigerated or frozen and

may be fully cooked, partially cooked or raw. In addition, these products are breaded or non-breaded and either pre-marinated or non-marinated. Our prepared chicken products sales accounted for 11.1%, 41.3%, and 5.8% of our total U.S., U.K. and Europe, and Mexico chicken sales in 2018, respectively.

Export and other chicken products primarily consist of whole chickens and chicken parts sold either refrigerated for distributors in the U.S. or frozen for distribution to export markets. We sell U.S.-produced chicken products for export to Mexico, the Middle East, Asia and other world markets. In the U.S., prices of these products are negotiated daily or weekly and are generally related to market prices quoted by the USDA or other public price reporting services. Prices for export sales are determined by supply and demand and local market conditions. In certain newly accessed international markets, we have established premium brands, which allow us to market our products at a premium to commodity price levels within those regions. Our export and other chicken products sales accounted for 3.2% and 14.5% of our total U.S. and U.K. and Europe chicken sales in 2018, respectively.

Our primary customer markets consist of the foodservice and retail channels, as well as selected export and other markets.

Our foodservice market principally consists of chain restaurants, food processors, broad-line distributors and certain other institutions located throughout the continental U.S. Within this market, we service frozen, fresh and corporate accounts. Fresh and frozen chicken products are usually pre-cut to customer specifications and are often marinated to enhance value and product differentiation. Corporate accounts include further-processed and value-added products supplied to select foodservice customers, improving their ability to manage product consistency and quality in a cost efficient manner. We believe we are positioned to be the primary or secondary supplier to national and international chain restaurants who require multiple suppliers of chicken products. Additionally, we believe we are well suited to be the sole supplier for many regional chain restaurants. Regional chain restaurants often offer better margin opportunities and a growing base of business. We believe that our full-line product capabilities, high-volume production capacities, research and development expertise and extensive distribution and marketing experience are competitive strengths compared to smaller and non-vertically integrated producers.

Our retail market consists primarily of grocery store chains, wholesale clubs and other retail distributors. Our retail market products consist primarily of branded, prepackaged cut-up and whole chicken and chicken parts. We concentrate our efforts in this market on creating value for our customers through category management and supporting key customers in expanding their private label sales programs. Additionally, for many years, we have invested in both trade and retail marketing designed to establish high levels of brand name awareness and consumer preference. We utilize numerous advertising and marketing techniques to develop and strengthen trade and consumer awareness and increase brand loyalty for consumer products marketed under the Pilgrim's®, Just BARE®, Gold'n Pump®, Gold Kist®, County Pride Chicken®, Pierce Chicken®, Pilgrim's® Mexico, County Post®, Savoro, To-Ricos, Del Dia®, Moy Park, and O'Kane brands. We believe our efforts to achieve and maintain brand awareness and loyalty help to achieve greater price premiums than would otherwise be the case in certain markets and support and expand our product distribution. We actively seek to identify and address consumer preferences by using sophisticated qualitative and quantitative consumer research techniques in key geographic markets to discover and validate new product ideas, packaging designs and methods.

Our export and other chicken market consists primarily of customers who purchase for distribution in the U.S., U.K. and continental Europe, or for export to Mexico, the Middle East, Asia, and other world markets. Our value-added export and other chicken products, with the exception of our exported prepared chicken products, consist of whole chickens and chicken parts sold in bulk, or value-added form, either refrigerated or frozen. We believe that chicken exports within our geographical operations in the U.S., U.K. and Europe, and Mexico will continue to grow as worldwide demand increases for high-quality, low-cost meat protein sources. We expect that worldwide demand for higher-margin prepared food products will increase over the next several years and believe our strategy of value-added export growth positions us to take advantage of this expected demand.

Historically, we have targeted international markets to generate additional demand for our dark chicken meat, for which there has been less demand in the U.S. than for white chicken meat. We have expanded our portfolio to provide prepared chicken products tailored for export to the international divisions of our U.S. chain restaurant customers, as well as newly identified customers in regions not previously accessed. Through our relationship with JBS, we have developed an international distribution channel focused on growing our tailored export program and expanding value-added products, such as all-vegetable-fed whole griller birds, chicken franks and further processed thigh meat. Utilizing the extensive sales network of JBS, we believe that we can accelerate the sales of value-added chicken products into these international channels.

The following table sets forth, for the periods beginning with 2014, net sales attributable to each of our primary product lines and markets served with those products. We based the table on our internal sales reports and their classification of product types.

	2018	2017	2016	2015	2014
(In thousands)					
<b>U.S. chicken:</b>					
Fresh chicken	\$ 5,959,458	\$ 5,700,503	\$ 4,627,137	\$ 4,701,943	\$ 4,703,993
Prepared chicken	773,983	950,378	1,269,010	1,672,693	1,787,389
Export and other chicken	258,732	213,595	313,827	358,877	620,082
Total U.S. chicken	6,992,173	6,864,476	6,209,974	6,733,513	7,111,464
<b>U.K. and Europe chicken:</b>					
Fresh chicken	925,124	846,575	811,127	240,815	—
Prepared chicken	865,864	792,284	794,880	241,589	—
Export and other chicken	303,921	318,699	283,276	67,903	—
Total U.K. and Europe chicken	2,094,909	1,957,558	1,889,283	550,307	—
<b>Mexico chicken:</b>					
Fresh chicken	1,252,403	1,245,144	1,154,355	960,528	900,360
Prepared chicken	76,860	58,512	91,289	55,672	—
Total Mexico chicken	1,329,263	1,303,656	1,245,644	1,016,200	900,360
Total chicken	10,416,345	10,125,690	9,344,901	8,300,020	8,011,824
<b>Other products:</b>					
U.S.	433,488	578,746	461,429	409,841	535,572
U.K. and Europe	53,757	38,761	58,158	22,261	—
Mexico	34,194	24,666	14,076	20,550	35,969
Total other products	521,439	642,173	533,663	452,652	571,541
Total net sales	\$ 10,937,784	\$ 10,767,863	\$ 9,878,564	\$ 8,752,672	\$ 8,583,365

## United States Operations

The following table sets forth, beginning with 2014, the percentage of net U.S. chicken sales attributable to each of our primary product lines and the markets serviced with those products. We based the table and related discussion on our internal sales reports and their classification of product types and customers.

	2018	2017	2016	2015	2014
<b>U.S. chicken:</b>					
Fresh chicken	85.2	83.0	74.5	69.8	66.2
Prepared chicken	11.1	13.9	20.4	24.9	25.1
Export and other chicken	3.7	3.1	5.1	5.3	8.7
Total U.S. chicken	100.0	100.0	100.0	100.0	100.0

## Product Types

**Fresh Chicken Overview.** Fresh chicken is an important component of our sales and accounted for \$6.0 billion, or 85.2%, of our total U.S. chicken sales in 2018 and \$4.7 billion, or 66.2%, in 2014. Most of our fresh chicken products are sold to established customers, based upon certain weekly or monthly market prices reported by the USDA and other public price reporting services, plus a markup, which is dependent upon the customer's location, volume, product specifications and other factors. We believe our practices with respect to sales of fresh chicken are generally consistent with those of our competitors. The majority of these products are sold pursuant to agreements with varying terms that set a price according to formulas based on underlying chicken price markets, subject in many cases to minimum and maximum prices.

**Prepared Chicken Overview.** In 2018, \$774.0 million, or 11.1%, of our U.S. chicken sales were in prepared chicken products to foodservice customers and retail distributors, as compared to \$1.8 billion, or 25.1%, in 2014. The production and sale in the U.S. of prepared chicken products reduce the impact of the costs of feed ingredients on our profitability. Feed ingredient

costs are the single largest component of our U.S. cost of sales, representing approximately 28.5% of our U.S. cost of sales in 2018. The production of feed ingredients is positively or negatively affected primarily by the global level of supply inventories, demand for feed ingredients, the agricultural policies of the U.S. and foreign governments and weather patterns throughout the world. As further processing is performed, feed ingredient costs become a decreasing percentage of a product's total production cost, thereby reducing their impact on our profitability. Products sold in this form enable us to charge a premium, reduce the impact of feed ingredient costs on our profitability and improve and stabilize our profit margins.

We establish prices for our prepared chicken products based primarily upon perceived value to the customer, production costs and prices of competing products. The majority of these products are sold pursuant to agreements with varying terms that either set a fixed price for short-term periods or set a price according to formulas based on an underlying commodity market such as corn and chicken price forecasts, subject in many cases to minimum and maximum prices. Many times, these prices are dependent upon the customer's location, volume, product specifications and other factors.

**Export and Other Chicken Overview.** Our export and other chicken products consist of whole chickens and chicken parts sold primarily in bulk, nonbranded form, either refrigerated to distributors in the U.S. or frozen for distribution to export markets, and branded and nonbranded prepared chicken products for distribution to export markets. In 2018, approximately \$258.7 million, or 3.7%, of our total U.S. chicken sales were attributable to U.S. chicken export and other chicken products, as compared to \$620.1 million, or 8.7%, in 2014.

#### *Markets for Other Products*

Presently, this category includes chicken by-products, which we convert into protein products and sell primarily to manufacturers of pet foods. In addition, many of our U.S. feed mills produce and sell some livestock feeds to local dairy farmers and livestock producers.

#### **United Kingdom and Europe Operations**

The following table sets forth, beginning with 2014, the percentage of net U.K. and Europe chicken sales attributable to each of our primary product lines and the markets serviced with those products. We based the table and related discussion on our internal sales reports and their classification of product types and customers.

	2018	2017	2016	2015	2014
U.K. and Europe chicken:					
Fresh chicken	44.2	43.2	42.9	43.8	—
Prepared chicken	41.3	40.5	42.1	43.9	—
Export and other chicken	14.5	16.3	15.0	12.3	—
Total U.K. and Europe chicken	100.0	100.0	100.0	100.0	—

#### *Background*

On September 8, 2017, a subsidiary of the Company acquired 100% of the issued and outstanding shares of Moy Park from JBS S.A. in a common-control transaction for cash and a note payable to the seller. Moy Park is one of the top-ten food companies in the U.K., Northern Ireland's largest private sector business and one of Europe's leading poultry producers. With four fresh processing plants, ten prepared foods cook plants, three feed mills, seven hatcheries and one rendering facility in the U.K., France, and the Netherlands, Moy Park processes 6.0 million birds per seven-day work week, in addition to producing around 456.0 million pounds of prepared foods per year at the time of acquisition.

Our Moy Park operations, with plants in the U.K., France and the Netherlands generated approximately 19.6% of our net sales in 2018. We are one of the largest producers and sellers of chicken in the U.K.. We believe that we operate one of the most efficient business models for chicken production in the U.K. and Europe.

During 2016 and 2017, we invested approximately £20 million in a new poultry hatchery facility in Newark, England with an egg set capacity of 2.9 million eggs per week. The first birds were hatched from the facility in September 2017.

#### *Product Types*

Moy Park has built strong brands with high levels of brand recognition in the markets in which such brands are sold, including “Moy Park” and “O’Kane”. Moy Park believes the development of its brands are important as it provides customers with confidence in the quality and consistency of its products. Brand marketing is focused on establishing its brands through consistent quality and product innovation as well as developing relationships with key customers. Moy Park believes that its brands can be expanded throughout Europe, which provides the opportunity to sell higher margin products in its traditional markets.

Moy Park maintains a development team and an executive chef to continue to develop new ideas for value added products across its range, and share those insights with its customers in order to drive sales. Moy Park has included new innovative products in its portfolio every year during the last five years with a growing new product development pipeline.

**Fresh Chicken Overview.** Moy Park’s fresh chicken sales primarily consist of refrigerated and frozen whole chickens, breast fillets and mini breast fillets. Fresh chicken sales accounted for \$925.1 million, or 44.2%, of our total U.K. and Europe chicken sales in 2018, as compared to \$240.8 million, or 43.8% in 2015.

**Prepared Chicken Overview.** Moy Park produces further processed and prepared chicken products for sale to customers in retail, foodservice, agricultural and international distribution channels. Moy Park also sells a range of ready-to-cook, ready-to-eat and coated chicken products to leading retailers and foodservice providers. Prepared chicken sales accounted for \$865.9 million, or 41.3% of our total U.K. and Europe chicken sales in 2018, as compared to \$241.6 million, or 43.9% in 2015.

**Export and Other Chicken Overview.** In 2018, approximately \$303.9 million, or 14.5%, of our total U.K. and Europe chicken sales were attributable to U.K. and Europe chicken export and other chicken products, as compared to \$67.9 million, or 12.3%, in 2015.

### *Markets*

Customers for Moy Park’s fresh and further processed and prepared chicken products include: national and regional retailers (including grocery supermarket chains, independent grocers and club stores) and wholesale distributors; international retailers and wholesale distributors; and the foodservice industry, including foodservice distributors, fast food and other restaurants.

## **Mexico Operations**

### *Background*

Our Mexico operations generated approximately 12.5% of our net sales in 2018. We are one of the largest producers and sellers of chicken in Mexico. We believe that we operate one of the more efficient business models for chicken production in Mexico.

On June 29, 2015, we acquired, indirectly through certain of our Mexican subsidiaries, 100% of the equity of Tyson Mexico from Tyson Foods, Inc. and certain of its subsidiaries for cash. Tyson Mexico is a vertically integrated poultry business based in Gómez Palacio, Durango, Mexico. The acquired business has a production capacity of 2.9 million birds per week in its three plants. The acquisition further strengthened our strategic position in the Mexico chicken market.

### *Product Types*

While the market for chicken products in Mexico is less developed than in the U.S., with sales attributed to fewer, simpler products, we believe we have been successful in differentiating our products through high-quality client service and product improvements. Additionally, we are an important player in the live market in Mexico.

### *Markets*

We sell our chicken products primarily to wholesalers, large restaurant chains, fast food accounts and supermarket chains, and also engage in direct retail distribution in selected markets. Our largest presence is by far in the central states of the country where we have been able to gain market share. Our presence in Mexico reaches approximately 75.4% of the population.

## **Key Customers**

Our two largest customers accounted for approximately 12.4% and 11.0% of our net sales in 2018 and 2017, respectively. No single customer accounted for ten percent or more of our net sales in either 2018 or 2017.

## **Competition**

The chicken industry is highly competitive. We are one of the largest chicken producers in the world and we believe our relationship with JBS enhances our competitive position. In the U.S. and Mexico, we compete principally with other vertically integrated poultry companies. However, there is some competition with non-vertically integrated further processors in the U.S. prepared chicken business. We believe vertical integration generally provides significant, long-term cost and quality advantages over non-vertically integrated further processors.

In general, the competitive factors in the U.S. chicken industry include price, product quality, product development, brand identification, breadth of product line and customer service. Competitive factors vary by major market. In the U.S. retail market, we believe that product quality, brand awareness, customer service and price are the primary bases of competition. In the foodservice market, competition is based on consistent quality, product development, service and price. The export market is competitive on a global level based on price, product quality, product tailoring, brand identification and customer service. Competitive factors vary by market and may be impacted further by trade restrictions, sanitary and phyto-sanitary issues, brand awareness and the relative strength or weakness of the U.S. dollar against local currencies. We believe that product customization, service and price are the most critical competitive factors for export sales.

In Mexico, where product differentiation has traditionally been limited, we believe product quality and price have been the most critical competitive factors.

## **Regulation and Environmental Matters**

The chicken industry is subject to government regulation, particularly in the health, workplace safety and environmental areas, including provisions relating to the discharge of materials into the environment, by the Centers for Disease Control, the USDA, the Food and Drug Administration (“FDA”), the Environmental Protection Agency (“EPA”), the Occupational Safety and Health Administration (“OSHA”) and state and local regulatory authorities in the U.S. and by similar governmental agencies in the U.K. and Europe and Mexico. Our chicken processing facilities in the U.S. are subject to on-site examination, inspection and regulation by the USDA. The FDA inspects the production of our feed mills in the U.S. Our U.K. and Europe and Mexico food processing facilities and feed mills are subject to on-site examination, inspection and regulation by government agencies that perform functions similar to those performed by the USDA and FDA.

Our operations are subject to extensive regulation by the EPA and other state and local authorities relating to handling and discharge of waste water, storm water, air emissions, treatment, storage and disposal of wastes, handling of hazardous substances and remediation of contaminated soil, surface water and groundwater. Moy Park’s operations in the U.K. and Europe are subject to a number of local, national and regional laws and other requirements relating to the protection of the environment and the safety and health of personnel and the public. Our Mexican operations also are subject to extensive regulation by Mexican environmental authorities. The EPA, Mexican, U.K. and Europe environmental authorities and/or other U.S. or Mexican state and local authorities may, from time to time, adopt revisions to environmental rules and regulations, and/or changes in the terms and conditions of our environmental permits, with which we must comply. Compliance with existing or new environmental requirements, including more stringent limitations imposed or expected in recently-renewed or soon-to be renewed environmental permits, may require capital expenditures and operating expenses which may be significant. Our operations are also subject to regulation by the EPA, OSHA and other state, federal and local regulatory authorities regarding the treatment and disposal of agricultural and food processing wastes, the use and maintenance of refrigeration systems, including ammonia-based chillers, noise, odor and dust management, the operation of mechanized processing equipment and other operations.

Moy Park’s operations in the U.K. and Europe are similarly subject to a number of directives and local, national and regional regulations in relation to the treatment and disposal of agricultural and food processing wastes, the use and maintenance of refrigeration systems, including ammonia-based chillers, noise, odor and dust management, the operation of mechanized processing equipment and other operations. In the U.K. and the European Union, all poultry farms which exceed a threshold size of 40,000 birds placed are required to carry out activities in compliance with their environmental permits and they must use Best Available Techniques in order to achieve a high level of environmental protection.

Some of our facilities have been operating for many years, and were built before current environmental, health and safety standards were imposed and/or in areas that recently have become subject to residential and commercial development pressures. We are upgrading wastewater treatment facilities at a number of our facilities, either pursuant to consent agreements with regulatory authorities or on a voluntary basis in anticipation of future permit requirements. We do not anticipate that the capital expenditures associated with these upgrades, which will be spread over a number of years, will be material.

We have from time to time had incidents at our plants involving worker health and safety. These have included ammonia releases due to mechanical failures in chiller systems and worker injuries and fatalities involving processing equipment and vehicle accidents. We have taken preventive measures in response.

Some of our properties have been impacted by contamination from spills or other releases, and we have incurred costs to remediate such contamination. In addition, in the past we acquired businesses with operations such as pesticide and fertilizer production that involved greater use of hazardous materials and generation of more hazardous wastes than our current operations. While many of those operations have been sold or closed, some environmental laws impose strict and, in certain circumstances, joint and several liability for costs of investigation and remediation of contaminated sites on current and former owners and operators of the sites, and on persons who arranged for disposal of wastes at such sites. In addition, current owners or operators of such contaminated sites may seek to recover cleanup costs from us based on past operations or contractual indemnifications. See “Item 1A. Risk Factors” for risks associated with compliance with existing or changing environmental requirement.

We anticipate increased regulation by the USDA concerning food safety, by the FDA concerning the use of medications in feed and by the EPA and various other state agencies concerning discharges to the environment. Although we do not currently anticipate that such increased regulation will have a material adverse effect upon us, new environmental, health and safety requirements that are more stringent than we anticipate, stricter interpretations of existing environmental requirements, or obligations related to the investigation or clean-up of contaminated sites may materially affect our business or operations in the future.

### **Employees**

As of December 30, 2018, we employed approximately 31,100 persons in the U.S., approximately 10,700 persons in Mexico and approximately 10,300 persons in the U.K. and Europe. Approximately 37.1% of the Company’s employees were covered under collective bargaining agreements. Substantially all employees covered under collective bargaining agreements are covered under agreements that expire in 2019 or later. We have not experienced any labor-related work stoppage at any location in over ten years. We believe our relationship with our employees and union leadership is satisfactory. At any given time, we will likely be in some stage of contract negotiations with various collective bargaining units. In the absence of agreements, we may become subject to labor disruption at one or more of these locations, which could have an adverse effect on our financial results.

### **Trademarks**

We own registered trademarks which are used in connection with our activity in our business. The trademarks are important to the overall marketing and branding of our products. All major trademarks in our business are registered. In part, our success can be attributed to the existence and continued protection of these trademarks.

### **Seasonality**

The demand for our chicken products generally is greatest during the spring and summer months and lowest during the winter months.

### **Available Information**

The Company’s Internet website is [www.pilgrims.com](http://www.pilgrims.com). The Company makes available, free of charge, through its Internet website, the Company’s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, directors and officers Forms 3, 4 and 5, and amendments to those reports, as soon as reasonably practicable after electronically filing such materials with, or furnishing them to, the Securities and Exchange Commission.

In addition, the Company makes available, through its Internet website, the Company’s Business Code of Conduct and Ethics, Corporate Governance Guidelines and the written charter of the Audit Committee, each of which is available in print to any stockholder who requests it by contacting the Secretary of the Company at 1770 Promontory Circle, Greeley, Colorado 80634-9038. Information contained on the Company’s website is not included as part of, or incorporated by reference into, this annual report.

### **Executive Officers**

Set forth below is certain information relating to our current executive officers:

<b>Name</b>	<b>Age</b>	<b>Positions</b>
William W. Lovette	59	President and Chief Executive Officer
Fabio Sandri	47	Chief Financial Officer

William W. Lovette joined Pilgrim's as President and Chief Executive Officer on January 3, 2011. He brings more than 30 years of industry leadership experience to Pilgrim's. He previously served two years as President and Chief Operating Officer of Case Foods, Inc. Before joining Case Foods, Inc., Mr. Lovette spent 25 years with Tyson Foods in various roles in senior management, including President of its International Business Unit, President of its Foodservice Business Unit and Senior Group Vice President of Poultry and Prepared Foods. Mr. Lovette earned a B.S. degree from Texas A&M University. In addition, he is a graduate of Harvard Business School's Advanced Management Program.

Fabio Sandri has served as the Chief Financial Officer for Pilgrim's since June 2011. From April 2010 to June 2011, Mr. Sandri served as the Chief Financial Officer of Estacio Participações, the private post-secondary educational institution in Brazil. From November 2008 until April 2010, he was the Chief Financial Officer of Imbra SA, a provider of dental services based in Sao Paulo, Brazil. Commencing in 2005 through October 2008, he was employed by Braskem S.A., a New York Stock Exchange-listed petrochemical company headquartered in Camaçari, Brazil, first from 2005 to 2007 as its strategy director, then from 2007 until his departure as its corporate controller. He earned his Masters in Business Administration in 2001 from the Wharton School at the University of Pennsylvania and a degree in electrical engineering in 1993 from Escola Politécnica da Universidade de São Paulo.

#### **Item 1A. Risk Factors**

The following risk factors should be read carefully in connection with evaluating our business and the forward-looking information contained in this annual report on Form 10-K. Any of the following risks could materially adversely affect our business, operations, industry or financial position or our future financial performance. While we believe we have identified and discussed below all risk factors affecting our business that we believe are material, there may be additional risks and uncertainties that are not presently known or that are not currently believed to be significant that may adversely affect our business, operations, industry, financial position and financial performance in the future.

#### **Industry cyclicality can affect our earnings, especially due to fluctuations in commodity prices of feed ingredients and chicken.**

Profitability in the chicken industry is materially affected by the commodity prices of feed ingredients and market prices of chicken, which are determined by supply and demand factors. As a result, the chicken industry is subject to cyclical earnings fluctuations.

The price of feed ingredients is positively or negatively affected primarily by the global level of supply inventories and demand for feed ingredients, the agricultural policies of the U.S. and foreign governments and weather patterns throughout the world. In particular, weather patterns often change agricultural conditions in an unpredictable manner. A significant change in weather patterns could affect supplies of feed ingredients, as well as both the industry's and our ability to obtain feed ingredients, grow chickens or deliver products. More recently, feed prices have been impacted by increased demand both domestically for ethanol and globally for protein production, as well as grain production levels outside the U.S. We have recently benefited from low market prices for feed ingredients, but market prices for feed ingredients remain volatile. Consequently, there can be no assurance that the price of corn or soybean meal will not continue to rise as a result of, among other things, increasing demand for these products around the world and alternative uses of these products, such as ethanol and biodiesel production.

Volatility in feed ingredient prices has had, and may continue to have, a materially adverse effect on our operating results, which has resulted in, and may continue to result in, additional noncash expenses due to impairment of the carrying amounts of certain of our assets. We periodically seek, to the extent available, to enter into advance purchase commitments or financial derivative contracts for the purchase of feed ingredients in an effort to manage our feed ingredient costs. The use of these instruments may not be successful. In addition, we have not designated the derivative financial instruments that we have purchased to mitigate commodity purchase exposures as cash flow hedges. Therefore, we recognize changes in the fair value of these derivative financial instruments immediately in earnings. Unexpected changes in the fair value of these instruments could adversely affect the results of our operations. Although we have sought to mitigate the impact of feed price volatility on our profitability by decreasing the amount of our products that are sold under longer term fixed price contracts, these changes will not eliminate the impact of changes in feed ingredient prices on our profitability and would prevent us from profiting on such contracts during times of declining market prices of chicken.

#### **Outbreaks of livestock diseases in general and poultry diseases in particular, including avian influenza, can significantly affect our ability to conduct our operations and demand for our products.**

We take precautions designed to ensure that our flocks are healthy and that our processing plants and other facilities operate in a sanitary and environmentally-sound manner. However, events beyond our control, such as the outbreaks of disease, either in our own flocks or elsewhere, could significantly affect demand for our products or our ability to conduct our operations.

Furthermore, an outbreak of disease could result in governmental restrictions on the import and export of our fresh chicken or other products to or from our suppliers, facilities or customers, or require us to destroy one or more of our flocks. This could also result in the cancellation of orders by our customers and create adverse publicity that may have a material adverse effect on our ability to market our products successfully and on our business, reputation and prospects.

There have been outbreaks of low pathogenic strains of avian influenza in the U.S., and in Mexico outbreaks of both high and low-pathogenic strains of avian influenza are a fairly common occurrence. Historically, the outbreaks of low pathogenic strains of avian influenza have not generated the same level of concern, or received the same level of publicity or been accompanied by the same reduction in demand for poultry products in certain countries as that associated with highly pathogenic strains such as HPAI H5 and H7N3 or highly infectious strains such as H7N9. Even if no further highly pathogenic or highly contagious strains of avian influenza are confirmed in the U.S., the U.K. and Europe or Mexico, there can be no assurance that outbreaks of these strains in other countries will not materially adversely affect demand for U.S.-produced poultry internationally and/or U.S.-produced, the U.K. and Europe produced or Mexico-produced poultry domestically, and, if any of these strains were to spread to either the U.S., the U.K. and Europe or Mexico, there can be no assurance that it would not significantly affect our ability to conduct our operations and/or demand for our products, in each case in a manner having a material adverse effect on our business, reputation and/or prospects.

**If our poultry products become contaminated, we may be subject to product liability claims and product recalls.**

Poultry products may be subject to contamination by disease-producing organisms, or pathogens, such as *Listeria monocytogenes*, Salmonella and generic E.coli. These pathogens are generally found in the environment, and, as a result, there is a risk that, as a result of food processing, they could be present in our processed poultry products. These pathogens can also be introduced as a result of improper handling at the further processing, foodservice or consumer level. These risks may be controlled, although not eliminated, by adherence to good manufacturing practices and finished product testing. We have little, if any, control over proper handling once the product has been shipped. Illness and death may result if the pathogens are not eliminated at the further processing, foodservice or consumer level. Even an inadvertent shipment of contaminated products is a violation of law and may lead to increased risk of exposure to product liability claims, product recalls and increased scrutiny by federal and state regulatory agencies and may have a material adverse effect on our business, reputation and prospects.

**Product liability claims or product recalls can adversely affect our business reputation, expose us to increased scrutiny by federal and state regulators and may not be fully covered by insurance.**

The packaging, marketing and distribution of food products entail an inherent risk of product liability and product recall and the resultant adverse publicity. We may be subject to significant liability if the consumption of any of our products causes injury, illness or death. We could be required to recall certain products in the event of contamination or damage to the products. In addition to the risks of product liability or product recall due to deficiencies caused by our production or processing operations, we may encounter the same risks if any third party tampers with our products. We cannot assure you that we will not be required to perform product recalls, or that product liability claims will not be asserted against us, in the future. Any claims that may be made may create adverse publicity that would have a material adverse effect on our ability to market our products successfully or on our business, reputation, prospects, financial condition and results of operations.

If our poultry products become contaminated, we may be subject to product liability claims and product recalls. There can be no assurance that any litigation or reputational injury associated with product recalls will not have a material adverse effect on our ability to market our products successfully or on our business, reputation, prospects, financial condition and results of operations.

We currently maintain insurance with respect to certain of these risks, including product liability insurance, business interruption insurance and general liability insurance, but in many cases such insurance is expensive, difficult to obtain and no assurance can be given that such insurance can be maintained in the future on acceptable terms, or in sufficient amounts to protect us against losses due to any such events, or at all. Moreover, even though our insurance coverage may be designed to protect us from losses attributable to certain events, it may not adequately protect us from liability and expenses we incur in connection with such events.

**We may not be able to successfully integrate the operations of companies we acquire, including Moy Park, or benefit from growth opportunities.**

We intend to pursue additional selected growth opportunities in the future. These opportunities, including the Moy Park acquisition, may expose us to successor liability relating to actions involving any acquired entities, their respective management or contingent liabilities incurred prior to our involvement and will expose us to liabilities associated with ongoing operations, in particular to the extent we are unable to adequately and safely manage such acquired operations. A material liability associated

with these types of opportunities, or our failure to successfully integrate any acquired entities into our business, could adversely affect our reputation and have a material adverse effect on us.

Undisclosed liabilities from our acquisitions may harm our financial condition and operating results. If we make acquisitions in the future, these transactions may be structured in such a manner that would result in our assumption of undisclosed liabilities or liabilities not identified during our pre-acquisition due diligence. These obligations and liabilities could adversely affect our financial condition and operating results.

We may not be able to successfully integrate any growth opportunities we may undertake in the future, including the Moy Park acquisition, or successfully implement appropriate operational, financial and administrative systems and controls to achieve the benefits that we expect to result therefrom. These risks include: (1) failure of the acquired entities to achieve expected results; (2) possible inability to retain or hire key personnel of the acquired entities; and (3) possible inability to achieve expected synergies and/or economies of scale. In addition, the process of integrating businesses could cause interruption of, or loss of momentum in, the activities of our existing business. The diversion of our management's attention and any delays or difficulties encountered in connection with the integration of these businesses could adversely affect our business, results of operations and prospects.

**Competition in the chicken industry with other vertically integrated poultry companies may make us unable to compete successfully in this industry, which could adversely affect our business.**

The chicken industry is highly competitive. In the U.S., Mexico and U.K. and Europe, we primarily compete with other vertically integrated chicken companies.

In general, the competitive factors in the U.S. chicken industry include price, product quality, product development, brand identification, breadth of product line and customer service. Competitive factors vary by major market. In the foodservice market, competition is based on consistent quality, product development, service and price. In the U.S. retail market, we believe that competition is based on product quality, brand awareness, customer service and price. Further, there is some competition with non-vertically integrated further processors in the prepared chicken business. In Mexico, where product differentiation has traditionally been limited, we believe product quality and price have been the most critical competitive factors. In the U.K. and Europe retail and food service markets, key competitive factors include price, delivering consistent levels of the highest quality, service level and delivering strong innovation. The fresh U.K. and Europe market is almost exclusively retailer private label with the exclusion of the Republic of Ireland where Moy Park is a leading brand. The U.K. fresh market is almost exclusively sourced from within the U.K. so vertical integration is a prerequisite for operating in this market. The U.K. prepared foods market is less exclusively sourced from within the U.K. so vertical integration is less of a consideration and competition is opened up to other processors, some of whom produce or source from abroad.

**The loss of one or more of our largest customers could adversely affect our business.**

Our two largest customers accounted for approximately 12.4% of our net sales in 2018. Our business could suffer significant setbacks in revenues and operating income if we lost one or more of our largest customers, or if our customers' plans and/or markets should change significantly.

**Our foreign operations pose special risks to our business and operations.**

We have significant operations and assets located in Mexico and Europe and may participate in or acquire operations and assets in other foreign countries in the future. Foreign operations are subject to a number of special risks such as currency exchange rate fluctuations, trade barriers, exchange controls, expropriation and changes in laws and policies, including tax laws and laws governing foreign-owned operations.

Currency exchange rate fluctuations have adversely affected us in the past. Exchange rate fluctuations or one or more other risks may have a material adverse effect on our business or operations in the future.

Our operations in Mexico and Europe are conducted through subsidiaries organized under non-U.S. laws. Claims of creditors of our subsidiaries, including trade creditors, will generally have priority as to the assets of our subsidiaries over our claims. Additionally, the ability of these subsidiaries to make payments and distributions to us are limited by terms of the Moy Park Multicurrency Revolving Facility Agreement and may be limited by the terms of our Mexico credit facility and will be subject to, among other things, the laws applicable to these subsidiaries. In the past, these laws have not had a material adverse effect on the ability of these subsidiaries to make these payments and distributions. However, laws such as these may have a material adverse effect on the ability of these subsidiaries to make these payments and distributions in the future.

**Disruptions in international markets, distribution channels and tariffs could adversely affect our business.**

Historically, we have targeted international markets to generate additional demand for our products. In particular, given U.S. customers' general preference for white meat, we have targeted international markets for the sale of dark chicken meat, specifically leg quarters, which are a natural by-product of our U.S. operations' concentration on prepared chicken products. As part of this initiative, we have created a significant international distribution network into several markets in Mexico, the Middle East and Asia. Our success in these markets may be, and our success in recent periods has been, adversely affected by disruptions in chicken export markets. For example, China imposed anti-dumping and countervailing duties on the U.S. chicken producers in 2010 that have deterred Chinese importers from purchases of U.S.-origin chicken products. Russia also banned the importation of chicken and other agricultural products from the U.S. and certain other western countries in August 2014 in retaliation for sanctions imposed by the U.S. and Europe on Russia over its actions in Ukraine.

A significant risk is disruption due to import restrictions and tariffs, other trade protection measures, and import or export licensing requirements regarding food products imposed by foreign countries. In addition, disruptions may be caused by outbreaks of disease such as avian influenza, either in our flocks or elsewhere in the world, and resulting changes in consumer preferences.

One or more of these or other disruptions in the international markets and distribution channels could adversely affect our business.

**Regulation, present and future, is a constant factor affecting our business.**

Our operations will continue to be subject to federal, state and local governmental regulation, including in the health, safety and environmental areas. Changes in laws or regulations or the application thereof regarding areas such as wage and hour and environmental compliance may lead to government enforcement actions and resulting litigation by private litigants.

In addition, unknown matters, new laws and regulations, or stricter interpretations of existing laws or regulations may also materially affect our business or operations in the future.

**New immigration legislation or increased enforcement efforts in connection with existing immigration legislation could cause the costs of doing business to increase, cause us to change the way we conduct our business or otherwise disrupt our operations.**

Immigration reform continues to attract significant attention in the public arena and the U.S. Congress. If new federal immigration legislation is enacted or if states in which we do business enact immigration laws, such laws may contain provisions that could make it more difficult or costly for us to hire U.S. citizens and/or legal immigrant workers. Additionally, there may be uncertainty as to the position the U.S. will take with respect to immigration following the 2016 U.S. presidential election and related change in the U.S. political agenda. In such case, we may incur additional costs to run our business or may have to change the way we conduct our operations, either of which could have a material adverse effect on our business, operating results and financial condition. Also, despite our past and continuing efforts to hire only U.S. citizens and/or persons legally authorized to work in the U.S., we may be unable to ensure that all of our employees are U.S. citizens and/or persons legally authorized to work in the U.S. No assurances can be given that enforcement efforts by governmental authorities will not disrupt a portion of our workforce or operations at one or more facilities, thereby negatively impacting our business. Also, no assurance can be given that further enforcement efforts by governmental authorities will not result in the assessment of fines that could adversely affect our financial position, operating results or cash flows.

**Loss of essential employees could have a significant negative impact on our business.**

Our success is largely dependent on the skills, experience, and efforts of our management and other employees. The loss of the services of one or more members of our senior management or of numerous employees with essential skills could have a negative effect on our business, financial condition and results of operations. If we are not able to retain or attract talented, committed individuals to fill vacant positions when needs arise, it may adversely affect our ability to achieve our business objectives.

**Our performance depends on favorable labor relations with our employees and our compliance with labor laws. Any deterioration of those relations or increase in labor costs due to our compliance with labor laws could adversely affect our business.**

As of December 30, 2018, we employed approximately 31,100 persons in the U.S., approximately 10,700 persons in Mexico and approximately 10,300 persons in the U.K. and Europe. Approximately 37.1% of the Company's employees were covered under collective bargaining agreements. Substantially all employees covered under collective bargaining agreements are covered under agreements that expire in 2019 or later. We have not experienced any labor-related work stoppage at any location in over ten years. We believe our relationship with our employees and union leadership is satisfactory. At any given time, we will likely be in some stage of contract negotiations with various collective bargaining units. In the absence of agreements, we may become subject to labor disruption at one or more of these locations, which could have an adverse effect on our financial results.

**Extreme weather, natural disasters or other events beyond our control could negatively impact our business.**

Bioterrorism, fire, pandemic, extreme weather or natural disasters, including droughts, floods, excessive cold or heat, hurricanes or other storms, could impair the health or growth of our flocks, production or availability of feed ingredients, or interfere with our operations due to power outages, fuel shortages, damage to our production and processing facilities or disruption of transportation channels, among other things. Any of these factors could have an adverse effect on our financial results.

**We may face significant costs for compliance with existing or changing environmental, health and safety requirements and for potential environmental obligations relating to current or discontinued operations.**

Our operations are subject to extensive and increasingly stringent federal, state, local and foreign laws and regulations pertaining to the protection of the environment, including those relating to the discharge of materials into the environment, the handling, treatment and disposal of wastes and remediation of soil and groundwater contamination. Failure to comply with these requirements could have serious consequences for us, including criminal as well as civil and administrative penalties, claims for property damage, personal injury and damage to natural resources and negative publicity. Compliance with existing or changing environmental requirements, including more stringent limitations imposed or expected to be imposed in recently-renewed or soon-to be renewed environmental permits, will require capital expenditures for installation of new or upgraded pollution control equipment at some of our facilities.

Operations at many of our facilities require the treatment and disposal of wastewater, stormwater and agricultural and food processing wastes, the use and maintenance of refrigeration systems, including ammonia-based chillers, noise, odor and dust management, the operation of mechanized processing equipment, and other operations that potentially could affect the environment, health and safety. Some of our facilities have been operating for many years, and were built before current environmental standards were imposed, and/or in areas that recently have become subject to residential and commercial development pressures. Failure to comply with current and future environmental, health and safety standards could result in the imposition of fines and penalties, and we have been subject to such sanctions from time to time. We are upgrading wastewater treatment facilities at a number of these locations, either pursuant to consent agreements with regulatory authorities or on a voluntary basis in anticipation of future permit requirements.

In the past, we have acquired businesses with operations such as pesticide and fertilizer production that involved greater use of hazardous materials and generation of more hazardous wastes than our current operations. While many of those operations have been sold or closed, some environmental laws impose strict and, in certain circumstances, joint and several liability for costs of investigation and remediation of contaminated sites on current and former owners and operators of the sites, and on persons who arranged for disposal of wastes at such sites. In addition, current owners or operators of such contaminated sites may seek to recover cleanup costs from us based on past operations or contractual indemnifications.

New environmental, health and safety requirements, stricter interpretations of existing requirements, or obligations related to the investigation or clean-up of contaminated sites, may materially affect our business or operations in the future.

**JBS USA beneficially owns a majority of our common stock and has the ability to control the vote on most matters brought before the holders of our common stock.**

JBS USA beneficially owns a majority of the shares and voting power of our common stock and is entitled to appoint a majority of the members of our Board of Directors. As a result, JBS USA will, subject to restrictions on its voting power and actions in a stockholders agreement between JBS USA and us and our organization documents, have the ability to control our management, policies and financing decisions, elect a majority of the members of our Board of Directors at the annual meeting and control the vote on most matters coming before the holders of our common stock.

Under the stockholders agreement between JBS USA and us, JBS USA has the ability to elect up to six members of our Board of Directors and the other holders of our common stock have the ability to elect up to three members of our Board of Directors. If the percentage of our outstanding common stock owned by JBS USA exceeds 80%, then JBS USA would have the

ability to elect one additional member of our Board of Directors while the other holders of our common stock would have the ability to elect one less member of our Board of Directors.

**J&F Investimentos S.A. is investigating improper payments made in Brazil in connection with admissions of illicit conduct to the Brazilian Federal Prosecutor's Office and the outcome of this investigation and related investigations by the Brazilian government could have a material adverse effect on us.**

On May 3, 2017, certain officers of J&F Investimentos S.A. ("J&F," and together with the companies controlled by J&F, the "J&F Group"), a company organized in Brazil and an indirect controlling stockholder of the Company, including a former senior executive and former board members of the Company, entered into plea bargain agreements (collectively, the "Plea Bargain Agreements") with the Brazilian Federal Prosecutor's Office (Ministério Público Federal) (the "MPF") in connection with certain misconduct by J&F and such individuals acting in their capacity as J&F executives. The details of such misconduct are set forth in separate annexes to the Plea Bargain Agreements, and include admissions of payments to politicians and political parties in Brazil during a ten-year period in exchange for receiving, or attempting to receive, favorable treatment for certain J&F Group companies in Brazil.

On June 5, 2017, J&F, for itself and as the controlling shareholder of the J&F Group companies, entered into a leniency agreement (the "Leniency Agreement") with the MPF, whereby J&F assumed responsibility for the conduct that was described in the annexes to the Plea Bargain Agreements. In connection with the Leniency Agreement, J&F has agreed to pay a fine of 10.3 billion Brazilian reais, adjusted for inflation, over a 25-year period. Various proceedings by Brazilian governmental authorities remain pending against J&F and certain of its officers to potentially invalidate the Plea Bargain Agreements and impose more severe penalties for additional alleged misconduct that were not disclosed in the annexes to the Plea Bargain Agreements.

J&F is conducting an internal investigation in accordance with the terms of the Leniency Agreement, and has engaged outside advisors to assist in conducting this investigation, which is ongoing, and with which we are fully cooperating. JBS S.A. and the Company have engaged outside U.S. legal counsel to: (i) conduct an independent investigation in connection with matters disclosed in the Leniency Agreement and the Plea Bargain Agreements; and (ii) communicate with relevant U.S. authorities, including the Department of Justice regarding the factual findings of that investigation. Additionally, JBS S.A. and the Company have taken, and are continuing to take, measures to enhance their compliance programs, including to prevent and detect bribery and corruption. We cannot predict when the J&F and JBS S.A. investigations will be completed or the results of such investigations, including whether any litigation will be brought against us or the outcome or impact of any resulting litigation. We will monitor the results of the investigations. Any proceedings that require us to make substantial payments, affect our reputation or otherwise interfere with our business operations could have a material adverse effect on our business, financial condition and operating results.

Any further developments in these, or other, matters involving the controlling shareholders, directors, or officers of J&F, or other parties affiliated with us, could subject JBS S.A. and its subsidiaries (including the Company) to potential fines or penalties, may materially adversely affect the public perception or reputation of JBS S.A. and its subsidiaries (including the Company) and could have a material adverse effect on JBS S.A. and its subsidiaries (including the Company).

**Our operations are subject to general risks of litigation.**

We are involved on an ongoing basis in litigation relating to alleged antitrust violations or arising in the ordinary course of business or otherwise. For example, between September 2, 2016 and October 13, 2016, a series of purported class action lawsuits were brought against Pilgrim's and 13 other producers by and on behalf of direct and indirect purchasers of broiler chickens. The complaints, which were filed with the U.S. District Court for the Northern District of Illinois, seek, among other relief, treble damages for an alleged conspiracy among defendants to reduce output and increase prices of broiler chickens from the period of January 2008 to the present. See "Item 3. Legal Proceedings." Trends in litigation may include class actions involving consumers, shareholders, employees or injured persons, and claims relating to commercial, labor, employment, antitrust, securities or environmental matters. Litigation trends and the outcome of litigation cannot be predicted with certainty, and adverse litigation trends and outcomes could result material damages, which could adversely affect our financial condition and results of operations.

**We are subject to anti-corruption laws in the jurisdictions in which we operate, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act.**

We are subject to a number of anti-corruption laws, including the U.S. Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act.

The FCPA and similar anti-bribery laws generally prohibit companies and their intermediaries from making improper payments or improperly providing anything of value to foreign officials, directly or indirectly, for the purpose of obtaining or keeping business and/or other benefits. Some of these laws have legal effect outside the jurisdictions in which they are adopted

under certain circumstances. The FCPA also requires maintenance of adequate record-keeping and internal accounting practices to accurately reflect transactions. Under the FCPA, companies operating in the United States may be held liable for actions taken by their strategic or local partners or representatives.

The UK Bribery Act is broader in scope than the FCPA in that it directly prohibits commercial bribery (i.e. bribing others than government officials) in addition to bribery of government officials and it does not recognize certain exceptions, notably for facilitation payments, that are permitted by the FCPA. The UK Bribery Act also has wide jurisdiction. It covers any offense committed in the United Kingdom, but proceedings can also be brought if a person who has a close connection with the United Kingdom commits the relevant acts or omissions outside the United Kingdom. The UK Bribery Act defines a person with a close connection to include British citizens, individuals ordinarily resident in the United Kingdom and bodies incorporated in the United Kingdom.

The UK Bribery Act also provides that any organization that conducts part of its business in the United Kingdom, even if it is not incorporated in the United Kingdom, can be prosecuted for the corporate offense of failing to prevent bribery by an associated person, even if the bribery took place entirely outside the United Kingdom and the associated person had no connection with the United Kingdom. Other jurisdictions in which we operate have adopted similar anti-corruption, anti-bribery and anti-kickback laws to which we are subject. Civil and criminal penalties may be imposed for violations of these laws.

Although the code of ethics and standards of conduct adopted by JBS S.A. in late 2015 requires our employees to comply with the FCPA and the UK Bribery Act, we are still implementing a formal compliance program and policies that cover our employees and consultants. We operate in some countries which are viewed as high risk for corruption. Despite our ongoing efforts to ensure compliance with the FCPA, the UK Bribery Act and similar laws, there can be no assurance that our directors, officers, employees, agents, third-party intermediaries and the companies to which we outsource certain of our business operations, will comply with those laws and our anti-corruption policies, and we may be ultimately held responsible for any such non-compliance. If we or our directors or officers violate anti-corruption laws or other laws governing the conduct of business with government entities (including local laws), we or our directors or officers may be subject to criminal and civil penalties or other remedial measures, which could harm our reputation and have a material adverse impact on our business, financial condition, results of operations and prospects. Any actual or alleged violations of such laws could also harm our reputation or have an adverse impact on our business, financial condition, results of operations and prospects.

**We depend on contract growers and independent producers to supply us with livestock.**

We contract primarily with independent contract growers to raise the live chickens processed in our poultry operations. If we do not attract and maintain contracts with growers or maintain marketing and purchasing relationships with independent producers, our production operations could be negatively affected.

**Changes in consumer preference could negatively impact our business.**

The food industry in general is subject to changing consumer trends, demands and preferences. Trends within the food industry change often, and failure to identify and react to changes in these trends could lead to, among other things, reduced demand and price reductions for our products, and could have an adverse effect on our financial results.

**The consolidation of customers could negatively impact our business.**

Our customers, such as supermarkets, warehouse clubs and food distributors, have consolidated in recent years, and consolidation is expected to continue throughout the U.S. and in other major markets. These consolidations have produced large, sophisticated customers with increased buying power who are more capable of operating with reduced inventories, opposing price increases, and demanding lower pricing, increased promotional programs and specifically tailored products. These customers also may use shelf space currently used for our products for their own private label products. Because of these trends, our volume growth could slow or we may need to lower prices or increase promotional spending for our products, any of which could adversely affect our financial results.

**We are increasingly dependent on information technology, and our business and reputation could suffer if we are unable to protect our information technology systems against, or effectively respond to, cyber-attacks, other cyber incidents or security breaches or if our information technology systems are otherwise disrupted.**

The proper functioning of our information systems is critical to the successful operation of our business. Although our information systems are protected with robust backup systems, including physical and software safeguards and remote processing capabilities, information systems are still vulnerable to natural disasters, power losses, unauthorized access, telecommunication failures, and other problems. In addition, certain software used by us is licensed from, and certain services related to our information

systems are provided by, third parties who could choose to discontinue their relationship with us. If critical information systems fail or these systems or related software or services are otherwise unavailable, our ability to process orders, maintain proper levels of inventories, collect accounts receivable, pay expenses, and maintain the security of Company and customer data could be adversely affected.

Cyber-attacks and other cyber incidents are occurring more frequently and are constantly evolving in nature and sophistication. Our failure to maintain our cyber-security measures and keep abreast of new and evolving threats may make our systems vulnerable. The potential consequences of a material cybersecurity incident include reputational damage, litigation with third parties, regulatory actions, disruption of plant operations, and increased cybersecurity protection and remediation costs. There can be no assurance that we will be able to prevent all of the rapidly evolving forms of increasingly sophisticated and frequent cyberattacks. The vulnerability of our systems and our failure to identify or respond timely to cyber incidents could have an adverse effect on our operations and reputation and expose us to liability or regulatory enforcement actions.

**Recent legal developments in Europe could result in changes to our business practices, penalties, increased cost of operations, or otherwise harm our business.**

To conduct our operations, we regularly move data across national borders and must comply with increasingly complex and rigorous regulatory standards enacted to protect business and personal data in the U.S. and elsewhere. For example, the European Union recently adopted the General Data Protection Regulation (the “GDPR”). The GDPR imposes additional obligations on companies regarding the handling of personal data and provides certain individual privacy rights to persons whose data is stored. Compliance with existing, proposed and recently enacted laws and regulations can be costly; any failure to comply with these regulatory standards could subject us to legal and reputational risks including proceedings against the Company by governmental entities or others, fines and penalties, damage to our reputation and credibility and could have a negative impact on our business and results of operations.

**Our future financial and operating flexibility may be adversely affected by significant leverage.**

On a consolidated basis, as of December 30, 2018, we had approximately \$505.6 million in secured indebtedness, \$1.8 billion of unsecured indebtedness and had the ability to borrow approximately \$920.9 million under our credit agreements. Significant amounts of cash flow will be necessary to make payments of interest and repay the principal amount of such indebtedness.

The degree to which we are leveraged could have important consequences because:

- It could affect our ability to satisfy our obligations under our credit agreements;
- A substantial portion of our cash flow from operations is required to be dedicated to interest and principal payments and may not be available for operations, working capital, capital expenditures, expansion, acquisitions or general corporate or other purposes;
- Our ability to obtain additional financing and to fund working capital, capital expenditures and other general corporate requirements in the future may be impaired;
- We may be more highly leveraged than some of our competitors, which may place us at a competitive disadvantage;
- Our flexibility in planning for, or reacting to, changes in our business may be limited;
- It may limit our ability to pursue acquisitions and sell assets; and
- It may make us more vulnerable in the event of a continued or new downturn in our business or the economy in general.

Our ability to make payments on and to refinance our debt, including our credit facilities, will depend on our ability to generate cash in the future. This, to a certain extent, is subject to various business factors (including, among others, the commodity prices of feed ingredients and chicken) and general economic, financial, competitive, legislative, regulatory, and other factors that are beyond our control.

There can be no assurance that we will be able to generate sufficient cash flow from operations or that future borrowings will be available under our credit facilities in an amount sufficient to enable us to pay our debt obligations, including obligations under our credit facilities, or to fund our other liquidity needs. We may need to refinance all or a portion of their debt on or before maturity. There can be no assurance that we will be able to refinance any of their debt on commercially reasonable terms or at all.

**Impairment in the carrying value of goodwill could negatively affect our operating results.**

We have a significant amount of goodwill on our Consolidated Balance Sheet. Under generally accepted accounting principles, goodwill must be evaluated for impairment annually or more frequently if events indicate it is warranted. If the carrying value of our reporting units exceeds their current fair value as determined based on the discounted future cash flows of the related business, the goodwill is considered impaired and is reduced to fair value by a non-cash charge to earnings. Events and conditions that could result in impairment in the value of our goodwill include changes in the industry in which we operate, particularly the impact of a downturn in the global economy or the economies of geographic regions or countries in which we operate, as well as competition, adverse changes in the regulatory environment, or other factors leading to reduction in expected long-term sales or profitability.

**Media campaigns related to food production and regulatory and customer focus on environmental, social and governance responsibility could expose us to additional costs or risks.**

Individuals or organizations can use social media platforms to publicize inappropriate or inaccurate stories or perceptions about the food production industry or our company. Such practices could cause damage to the reputations of our company and/or the food production industry in general. This damage could adversely affect our financial results.

In addition, regulators, stockholders, customers and other interested parties have focused increasingly on the environmental, social and governance practices of companies. This has led to an increase in regulations and may continue to cause us to be subject to additional regulations in the future. Our customers or other interested parties may also require us to implement certain environmental, social or governance procedures or standards before doing or continuing to do business with us. This increased attention on environmental, social and governance practices could have a material adverse effect on our business, financial condition and results of operations.

**Assumption of unknown liabilities in acquisitions may harm our financial condition and operating results.**

Acquisitions may be structured in such a manner that would result in the assumption of unknown liabilities not disclosed by the seller or uncovered during pre-acquisition due diligence. For example, our acquisition of GNP was structured as an equity purchase in which we effectively assumed all of the liabilities of GNP including liabilities that may be unknown. Such unknown obligations and liabilities could harm our financial condition and operating results.

**We may pursue additional opportunities to acquire complementary businesses, which could further increase leverage and debt service requirements and could adversely affect our financial situation if we fail to successfully integrate the acquired business.**

We intend to continue to pursue selective acquisitions of complementary businesses in the future. Inherent in any future acquisitions are certain risks such as increasing leverage and debt service requirements and combining company cultures and facilities, which could have a material adverse effect on our operating results, particularly during the period immediately following such acquisitions. Additional debt or equity capital may be required to complete future acquisitions, and there can be no assurance that we will be able to raise the required capital. Furthermore, acquisitions involve a number of risks and challenges, including:

- Diversion of management's attention;
- The need to integrate acquired operations;
- Potential loss of key employees and customers of the acquired companies;
- Lack of experience in operating in the geographical market of the acquired business; and
- An increase in our expenses and working capital requirements.

Any of these and other factors could adversely affect our ability to achieve anticipated cash flows at acquired operations or realize other anticipated benefits of acquisitions.

**Our operations may be impacted by the United Kingdom's proposed exit from the European Union.**

The United Kingdom's June 2016 referendum in which voters approved an exit from the European Union (commonly referred to as "Brexit") and subsequent negotiations related to the referendum has caused and may continue to cause volatility in the global stock markets, currency exchange rate fluctuations and global economic uncertainty, which could adversely affect our ability to transact business in the U.K. and in countries in the European Union. The long-term effects of Brexit will depend in part

on any agreements the U.K. makes to retain access to markets in the European Union following the U.K.'s withdrawal from the European Union. In addition, we expect that Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the U.K. determines which European Union laws to replicate or replace. If the U.K. were to significantly alter its regulations affecting the food industry, we could face significant new costs. It may also be time-consuming and expensive for us to alter our internal operations in order to comply with new regulations. Additionally, Moy Park's results of operations may be adversely affected if the U.K. is unable to secure replacement trade agreements and arrangements on terms as favorable as those currently enjoyed by the U.K. Any of the effects of Brexit could adversely affect our business, business opportunities, results of operations, financial condition and cash flows.

**Item 1B. Unresolved Staff Comments**

None.

## Item 2. Properties

### Operating Facilities

Our main operating facilities are as follows:

	Operating	Idled	Capacity <sup>(a)</sup>	Unit of measure	Average Capacity Utilization <sup>(b)</sup>
<b>Legacy Pilgrim's Facilities:</b>					
<b>U.S. Facilities</b>					
Fresh processing plants	25	4	6.6 million	Birds per day	90.1%
Prepared foods cook plants	4	2	495.9 million	Pounds per year	64.4%
Feed mills	26	2	12.3 million	Tons per year	74.5%
Hatcheries	32	2	2.3 billion	Eggs per year	84.5%
Rendering	4	2	381,408	Tons per year	63.6%
Pet food processing	4	—	94,748	Tons per year	53.7%
Freezers	1	1	N/A		N/A
Grain elevator	1	—	4.0 million	Bushels put through per year	100.0%
<b>U.K. and Europe Facilities</b>					
Fresh processing plants	4	—	0.9 million	Birds per day	93.5%
Prepared foods cook plants	10	1	0.2 million	Tons per year	77.1%
Feed mills	3	—	0.7 million	Tons per year	92.0%
Hatcheries	6	1	413.9 million	Eggs per year	85.7%
Rendering	1	—	18,460	Tons per year	96.2%
<b>Puerto Rico Facilities</b>					
Fresh processing plant	1	—	0.1 million	Birds per day	53.4%
Feed mill	1	—	0.1 million	Tons per year	59.6%
Hatchery	1	—	27.0 million	Eggs per year	57.6%
Rendering	1	—	6,440	Tons per year	27.0%
Distribution center	1	—	N/A		N/A
<b>Mexico Facilities</b>					
Fresh processing plants	6	—	1.1 million	Birds per day	88.0%
Prepared foods cook plants	2	—	27.4	Kilograms per quarter	90.1%
Feed mills	8	—	2.3 million	Tons per year	71.4%
Hatcheries	10	1	1.2 billion	Eggs per year	74.6%
Rendering	3	—	54,240	Tons per year	80.5%
Distribution centers	21	—	N/A		N/A

(a) Capacity and utilization numbers do not include idled facilities.

(b) Due to the impact of Hurricane Maria in 2017, our Puerto Rico facilities were not operational in January and February 2018, partially reducing the reported average capacity utilization for the year.

### Other Facilities and Information

In the U.S., our corporate offices share a building with JBS in Greeley, Colorado. We own a building in Richardson, Texas, which houses our computer data center. We also own office buildings in Broadway, Virginia, and Pittsburg, Texas, which house additional administrative, sales and marketing, research and development, and other support functions. We also lease office buildings in Bentonville, Arkansas, and Cincinnati, Ohio for members of our sales team and building space in Carrollton, Texas, which houses a second computer data center.

In Mexico, we own an office building for administration in Gómez Palacio, Durango and lease an office building for Mexican corporate officers in Santiago de Querétaro, Querétaro. We also lease office space in Mexico City that houses our Mexican sales office.

In the U.K., we lease office space in Craigavon, U.K., which houses administrative, sales, marketing and other support personnel, and office space in Portadown, U.K., which houses information technology personnel. We also lease a space in Ballymena, U.K. that houses a research and development lab.

Most of our U.S. property, plant and equipment are pledged as collateral under our U.S. credit facilities. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

### Item 3. Legal Proceedings

#### *Tax Claims and Proceedings*

A Mexico subsidiary of the Company is currently appealing an unfavorable tax adjustment proposed by Mexican Tax Authorities due to an examination of a specific transaction undertaken by the Mexico subsidiary during tax years 2009 and 2010. Amounts under appeal are \$24.3 million and \$16.1 million for tax years 2009 and 2010, respectively. No loss has been recorded for these amounts at this time.

#### *Other Claims and Proceedings*

Between September 2, 2016 and October 13, 2016, a series of purported federal class action lawsuits styled as *In re Broiler Chicken Antitrust Litigation*, Case No. 1:16-cv-08637 were filed with the U.S. District Court for the Northern District of Illinois against PPC and 13 other producers by and on behalf of direct and indirect purchasers of broiler chickens alleging violations of federal and state antitrust and unfair competition laws. The complaints seek, among other relief, treble damages for an alleged conspiracy among defendants to reduce output and increase prices of broiler chickens from the period of January 2008 to the present. The class plaintiffs have filed three consolidated amended complaints: one on behalf of direct purchasers and two on behalf of distinct groups of indirect purchasers. Between December 2017 and January 2019, eighteen individual direct action complaints (*Affiliated Foods, Inc., et al., v. Claxton Poultry Farms, Inc., et al.*, Case No. 1:17-cv-08850; *Sysco Corp. v. Tyson Foods Inc., et al.*, Case No. 1:18-cv-00700; *US Foods Inc. v. Tyson Foods Inc., et al.*, Case No. 1:18-cv-00702; *Action Meat Distributors, Inc. et al., v. Claxton Poultry Farms, Inc., et al.*, Case No. 1:18-cv-03471; *Jetro Holdings, LLC, v. Tyson Foods, Inc. et al.*, Case No. 1:18-cv-04000; *Associated Grocers of the South, Inc. et al., v. Tyson Foods, Inc., et al.*, Case No. 1:18-cv-4616; *The Kroger Co., et al. v. Tyson Foods, Inc., et al.*, Case No. 1:18-cv-04534; *Ahold Delhaize USA, Inc. v. Koch Foods, Inc., et al.*, Case No. 1:18-cv-05351; *Samuels as Trustee In Bankruptcy for Central Grocers, Inc. et al v. Norman W. Fries, Inc., d/b/a Claxton Poultry Farms, Inc. et al.*, Case No. 1:18-cv-05341; *W. Lee Flowers & Company, Inc. v. Norman W. Fries, Inc., d/b/a Claxton Poultry Farms, Inc. et al.*, Case No. 1:18-cv-05345; *BJ’s Wholesale Club, Inc. v. Tyson Foods, Inc., et al.*, Case No. 1:18-cv-05877; *United Supermarkets LLC, et al. v. Tyson Foods Inc., et al.*, Case No. 1:18-cv-06693; *Associated Wholesale Grocers, Inc. v. Koch Foods, Inc., et al.*, Case No. 1:18-cv-06316 (transferred from the U.S. District Court for the District of Kansas on September 17, 2018, following Defendants’ successful motion to transfer); *Shamrock Foods Company and United Food Service, Inc. v. Tyson Foods, Inc., et al.*, Case No. 18-cv-7284; *Winn-Dixie Stores, Inc., et al. v. Koch Foods, Inc., et al.*, Case No. 1:18-cv-00245; *Quirch Foods, LLC, f/k/a Quirch Foods Co. v. Koch Foods, Inc., et al.*, Case No. 18-cv-08511; *Sherwood Food Distributors, L.L.C., et al. v. Tyson Foods, Inc., et al.*, Case No. 19-cv-00354), and *Hooters of America, LLC v. Tyson Foods, Inc., et al.*, Case No. 1:19-cv-00390 (N.D. Ill.) were filed with the U.S. District Court for the Northern District of Illinois by individual direct purchaser entities, the allegations of which largely mirror those in the class action complaints. Substantial completion of document discovery for most Defendants, including PPC, occurred on July 18, 2018. The Court’s scheduling order currently requires completion of fact discovery on October 14, 2019; class certification briefing and expert reports proceeding from November 12, 2019 to July 14, 2020; and summary judgment to proceed 60 days after the Court rules on motions for class certification. The Court has ordered the parties to coordinate scheduling of the direct action complaints with the class complaints with any necessary modifications to reflect time of filing. Discovery will be consolidated.

On October 10, 2016, Patrick Hogan, acting on behalf of himself and a putative class of persons who purchased shares of PPC’s stock between February 21, 2014 and October 6, 2016, filed a class action complaint in the U.S. District Court for the District of Colorado against PPC and its named executive officers. The complaint alleges, among other things, that PPC’s SEC filings contained statements that were rendered materially false and misleading by PPC’s failure to disclose that (i) the Company colluded with several of its industry peers to fix prices in the broiler-chicken market as alleged in the *In re Broiler Chicken Antitrust Litigation*, (ii) its conduct constituted a violation of federal antitrust laws, (iii) PPC’s revenues during the class period were the result of illegal conduct and (iv) that PPC lacked effective internal control over financial reporting. The complaint also states that PPC’s industry was anticompetitive. On April 4, 2017, the Court appointed another stockholder, George James Fuller, as lead plaintiff. On May 11, 2017, the plaintiff filed an amended complaint, which extended the end date of the putative class period to November 17, 2017. PPC and the other defendants moved to dismiss on June 12, 2017, and the plaintiff filed its opposition on July 12, 2017. PPC and the other defendants filed their reply on August 1, 2017. On March 14, 2018, the Court dismissed the

plaintiff's complaint without prejudice and issued final judgment in favor of PPC and the other defendants. On April 11, 2018, the plaintiff moved for reconsideration of the Court's decision and for permission to file a Second Amended Complaint. PPC and the other defendants filed a response to the plaintiff's motion on April 25, 2018. On November 19, 2018, the Court denied the plaintiff's motion for reconsideration and granted plaintiff leave to file a Second Amended Complaint. As of January 18, 2019, plaintiff has not yet filed a Second Amended Complaint.

On January 27, 2017, a purported class action on behalf of broiler chicken farmers was brought against PPC and four other producers in the Eastern District of Oklahoma, alleging, among other things, a conspiracy to reduce competition for grower services and depress the price paid to growers. Plaintiffs allege violations of the Sherman Act and the Packers and Stockyards Act and seek, among other relief, treble damages. The complaint was consolidated with a subsequently filed consolidated amended class action complaint styled as *In re Broiler Chicken Grower Litigation*, Case No. CIV-17-033-RJS (the "Grower Litigation"). The defendants (including PPC) jointly moved to dismiss the consolidated amended complaint on September 9, 2017. The Court initially held oral argument on January 19, 2018, during which it considered and granted only motions from certain other defendants who were challenging jurisdiction. Oral argument on the remaining pending motions in the Oklahoma court occurred on April 20, 2018. Rulings on the motion are pending. In addition, on March 12, 2018, the Northern District of Texas, Fort Worth Division ("Bankruptcy Court") enjoined plaintiffs from litigating the Grower Litigation complaint as pled against the Company because allegations in the consolidated complaint violate the confirmation order relating to the Company's 2008-2009 bankruptcy proceedings. Specifically, the 2009 bankruptcy confirmation order bars any claims against the Company based on conduct occurring before December 28, 2009. On March 13, 2018, Pilgrim's notified the trial court of the Bankruptcy Court's injunction. To date, plaintiffs have not amended the consolidated complaint to comply with the Bankruptcy Court's injunction order or the confirmation order.

On March 9, 2017, a stockholder derivative action styled as *DiSalvio v. Lovette, et al.*, No. 2017 cv. 30207, was brought against all of PPC's directors and its Chief Financial Officer, Fabio Sandri, in the District Court for the County of Weld in Colorado. The complaint alleges, among other things, that the named defendants breached their fiduciary duties by failing to prevent PPC and its officers from engaging in an antitrust conspiracy as alleged in the *In re Broiler Chicken Antitrust Litigation*, and issuing false and misleading statements as alleged in the Hogan class action litigation. On April 17, 2017, a related stockholder derivative action styled *Brima v. Lovette, et al.*, No. 2017 cv. 30308, was brought against all of PPC's directors and its Chief Financial Officer in the District Court for the County of Weld in Colorado. The Brima complaint contains largely the same allegations as the DiSalvio complaint. On May 4, 2017, the plaintiffs in both the DiSalvio and Brima actions moved to (i) consolidate the two stockholder derivative cases, (ii) stay the consolidated action until the resolution of the motion to dismiss in the Hogan putative securities class action, and (iii) appoint co-lead counsel. The Court granted the motion on May 8, 2017, staying the proceedings pending resolution of the motion to dismiss in the Hogan action.

In January 2018, a stockholder derivative action entitled *Raul v. Nogueira de Souza, et al.*, was filed in the U.S. District Court for the District of Colorado against the Company, as nominal defendant, as well as the Company's directors, its Chief Financial Officer, and majority stockholder, JBS S.A. The complaint alleges, among other things, that (i) defendants permitted the Company to omit material information from its proxy statements filed in 2014 through 2017 related to the conduct of Wesley Mendonça Batista and Joesley Mendonça Batista, (ii) the individual defendants and JBS S.A. breached their fiduciary duties by failing to prevent the Company and its officers from engaging in an antitrust conspiracy as alleged in the Broiler Litigation and (iii) issuing false and misleading statements as alleged in the Hogan class action litigation. On May 17, 2018, the plaintiffs filed an unopposed motion to stay proceedings pending a final resolution of the Hogan class action litigation. The court-ordered deadline for the defendants to file an answer or otherwise respond to the complaint was originally set for July 30, 2018. This deadline was extended to August 31, 2018, at which time the plaintiffs filed an unopposed motion to voluntarily dismiss the complaint without prejudice. The Court granted the plaintiffs' motion on September 4, 2018.

On January 25, 2018, a stockholder derivative action styled as *Sciabacucchi v. JBS S.A., et al.*, was brought against all of PPC's directors, JBS S.A., JBS USA Holding Lux S.à r.l. ("JBS Holding Lux") and several members of the Batista family, in the Court of Chancery of the State of Delaware (the "Chancery Court"). The complaint alleges, among other things, that the named defendants breached their fiduciary duties arising out of the Company's acquisition of Moy Park. On March 15, 2018, the members of the Batista family were dismissed from the action without prejudice by stipulation. On March 20, 2018, nominal defendant PPC filed its answer. On March 20, 2018, the remaining defendants, including PPC's directors, JBS S.A., and JBS Holding Lux moved to dismiss the complaint. On April 19, 2018, director defendants Bell, Macaluso, and Cooper filed their opening brief in support of their motion to dismiss. On April 19, 2018, defendants JBS S.A., JBS Holding Lux, and director defendants Lovette, Nogueira de Souza, Tomazoni, Farahat, Molina, and de Vasconcellos, Jr. filed their opening brief in support of their motion to dismiss. On May 24, 2018, Employees Retirement System of the City of St. Louis filed a derivative complaint, which was virtually identical to the Sciabacucchi complaint. On July 2, 2018, the Chancery Court granted a stipulation consolidating the cases and making the first complaint (Sciabacucchi) the operative complaint. On July 3, 2018, the plaintiffs dismissed the Special Committee defendants—Bell, Macaluso and Cooper. On July 9, 2018, the plaintiffs dismissed de Vasconcellos, Jr. and filed their opposition to the motion to dismiss by the entity and non-Special Committee defendants, who filed their reply on August 9, 2018. On November

15, 2018, the parties argued the dismissal of the remaining defendants (JBS S.A., JBS Holding Lux, and director defendants Lovette, Nogueira de Souza, Tomazoni, Farahat, and Molina) before the Chancery Court. After arguments concluded, the Chancery Court asked the parties to submit supplemental briefing on the viability of an additional ground for dismissal. The parties filed their respective supplemental briefs on December 21, 2018. The Chancery Court has yet to issue its decision.

The Company believes it has strong defenses in each of the above litigations and intends to contest them vigorously. The Company cannot predict the outcome of these actions nor when they will be resolved. If the plaintiffs were to prevail in any of these litigations, the Company could be liable for damages, which could be material and could adversely affect its financial condition or results of operations.

**Item 4. Mine Safety Disclosures**

None.

**PART II****Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***Market Information*

Our common stock is listed on the NASDAQ Global Select Market ("NASDAQ") under the symbol "PPC."

*Holdings*

The Company estimates there were approximately 41,000 holders (including individual participants in security position listings) of the Company's common stock as of February 13, 2019.

*Dividends*

The Company has no current intention to pay any dividends to its stockholders. Any change in dividend policy will depend upon future conditions, including earnings and financial condition, general business conditions, any applicable contractual limitations and other factors deemed relevant by our Board of Directors in its discretion.

Both the U.S. Credit Facility and the indentures governing the Company's senior notes restrict, but do not prohibit, the Company from declaring dividends. The terms of the Moy Park Multicurrency Revolving Facility Agreement restrict Moy Park's ability and the ability of certain of Moy Park's subsidiaries to, among other things, make payments and distributions to us. See "Note 11. Long-Term Debt and Other Borrowing Arrangements" of our Consolidated and Combined Financial Statements included in this annual report for additional information.

*Issuer Purchases of Equity Securities in 2018*

On October 31, 2018, the Company's Board of Directors approved a \$200.0 million share repurchase authorization. The Company plans to repurchase shares through various means which may include but are not limited to open market purchases, privately negotiated transactions, the use of derivative instruments and/or accelerated share repurchase programs. The extent to which the Company repurchases its shares and the timing of such repurchases will vary and depend upon market conditions and other corporate considerations, as determined by the Company's management team. The Company reserves the right to limit or terminate the repurchase program at any time without notice. For the fifty-two weeks ended December 30, 2018, the Company had repurchased 15,578 shares under this program for an aggregate cost of \$0.2 million and an average price of \$15.18 per share. Set forth below is information regarding our stock repurchases for the thirteen weeks ended December 30, 2018.

**Issuer Purchases of Equity Securities**

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Approximate Dollar Value of the Shares That May Yet Be Purchased Under the Plans or Programs <sup>(a)</sup></b>
October 1, 2018 through October 28, 2018.	—	\$ —	—	\$ 200,000,000
October 29, 2018 through December 2, 2018.	—	—	—	200,000,000
December 3, 2018 through December 30, 2018	15,578	15.18	15,578	199,763,489
Total	15,578	\$ 15.18	15,578	\$ 199,763,489

(a) Reflects the remaining dollar value of shares that may yet be repurchased under our share repurchase authorization.

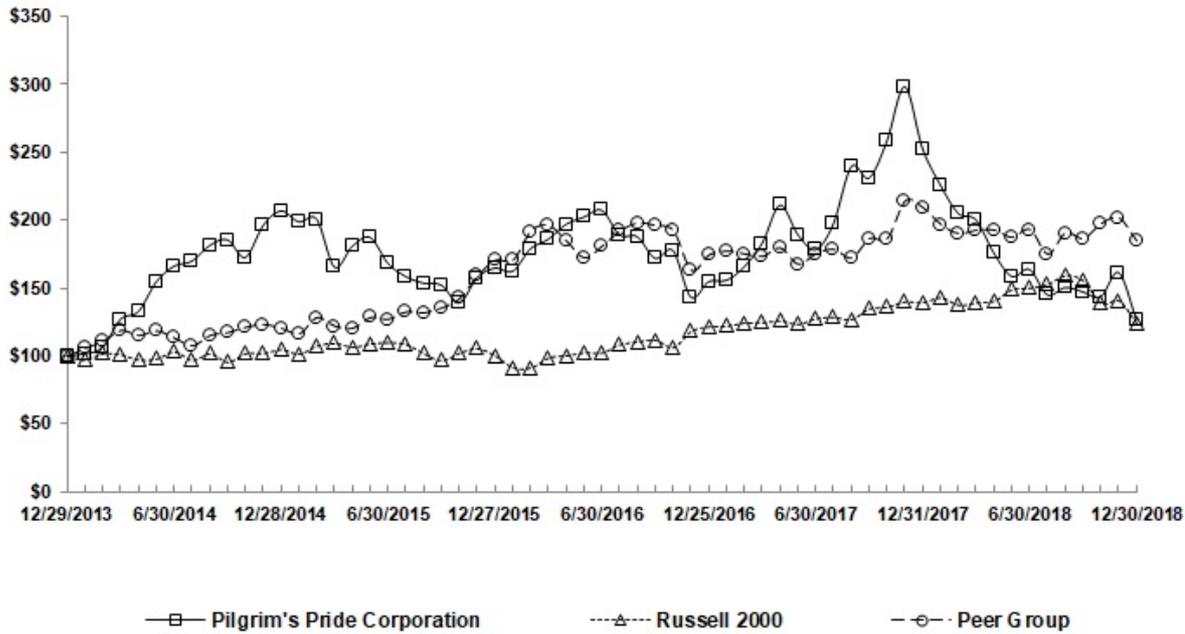
*Total Return on Registrant's Common Equity*

The graph below matches the cumulative 5-Year total return of holders of Pilgrim's Pride Corporation's common stock with the cumulative total returns of the Russell 2000 index and a customized peer group of three companies that includes: Hormel Foods Corp, Sanderson Farms Inc. and Tyson Foods Inc. The graph assumes that the value of the investment in our common stock, in each index, and in the peer group (including reinvestment of dividends) was \$100 on December 29, 2013 and tracks it through December 30, 2018.

The graph covers the period from December 29, 2013 to December 30, 2018, and reflects the performance of the Company's single class of common stock. The stock price performance represented by this graph is not necessarily indicative of future stock performance.

## COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Pilgrim's Pride Corporation, the Russell 2000 Index, and a Peer Group



\*\$100 invested on 12/31/13 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

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	12/29/13	06/30/14	12/28/14	06/30/15	12/27/15	06/30/16	12/25/16	06/30/17	12/31/17	06/30/18	12/30/18
PPC	\$ 100.00	\$ 166.12	\$ 206.86	\$ 168.15	\$ 164.64	\$ 207.25	\$ 154.70	\$ 178.29	\$ 252.63	\$ 163.73	\$ 126.80
Russell 2000	100.00	103.28	104.89	109.88	100.26	102.49	121.63	127.70	139.44	150.13	124.09
Peer Group	100.00	113.28	120.48	127.12	170.38	180.94	174.39	175.36	209.17	193.13	184.60

**Item 6. Selected Financial Data**

(In thousands, except ratios and per share data)

	2018 <sup>(h)</sup>	2017 <sup>(h)</sup>	2016	2015	2014
<b>Operating Results Data:</b>					
Net sales	\$ 10,937,784	\$ 10,767,863	\$ 9,878,564	\$ 8,752,672	\$ 8,583,365
Gross profit <sup>(a)</sup>	843,476	1,471,614	1,103,983	1,298,724	1,393,995
Operating income <sup>(a)</sup>	495,686	1,072,322	792,082	1,061,132	1,203,115
Interest expense, net	149,001	99,453	73,335	42,721	77,271
Loss on early extinguishment of debt	15,818	—	—	1,470	29,475
Income (loss) before income taxes <sup>(a)</sup>	332,227	982,066	724,036	1,001,324	1,102,391
Income tax expense (benefit) <sup>(b)</sup>	85,423	263,899	243,919	338,352	390,953
Net income <sup>(a)</sup>	246,804	718,167	480,117	662,972	711,438
Net income (loss) attributable to noncontrolling interest	(1,141)	102	(803)	48	(210)
Net income attributable to Pilgrim's Pride Corporation <sup>(a)</sup>	247,945	694,579	440,532	645,914	711,648
Ratio of earnings to fixed charges <sup>(c)</sup>	2.72x	9.11x	8.86x	19.86x	12.96x
<b>Per Common Diluted Share Data:</b>					
Net income attributable to Pilgrim's Pride Corporation	\$ 1.00	\$ 2.79	\$ 1.73	\$ 2.50	\$ 2.74
Adjusted net income attributable to Pilgrim's Pride Corporation <sup>(d)</sup>	1.28	2.84	1.75	2.60	2.95
Book value	8.06	7.45	8.21	10.28	8.46
<b>Balance Sheet Summary:</b>					
Working capital	\$ 938,434	\$ 1,063,765	\$ 624,728	\$ 1,090,129	\$ 1,138,177
Total assets	5,931,202	6,248,652	5,021,942	5,668,292	3,091,718
Notes payable and current maturities of long-term debt	30,405	47,775	15,712	28,108	262
Long-term debt, less current maturities	2,295,190	2,635,617	1,396,124	1,436,852	3,980
Total stockholders' equity	2,019,585	1,855,661	2,086,132	2,659,875	2,196,801
<b>Cash Flow Summary:</b>					
Cash flows from operating activities	\$ 491,650	\$ 801,321	\$ 795,362	\$ 1,020,380	\$ 1,066,692
Depreciation and amortization <sup>(e)</sup>	279,657	277,792	231,708	173,817	155,824
Impairment of property, plant and equipment	3,504	5,156	790	4,813	—
Purchases of investment securities	—	—	—	—	(55,100)
Proceeds from sale or maturity of investment securities	—	—	—	—	152,050
Acquisitions of property, plant and equipment	(348,666)	(339,872)	(340,960)	(190,262)	(171,443)
Purchase of acquired business, net of cash acquired	—	(658,520)	—	(373,532)	—
Payment of cash dividends	—	—	(714,785)	(1,498,470)	—
Cash flows from financing activities	(384,246)	466,395	(828,219)	(585,005)	(905,595)
<b>Other Data:</b>					
EBITDA <sup>(f)(g)</sup>	\$ 755,316	\$ 1,353,343	\$ 1,023,755	\$ 1,213,779	\$ 1,321,774
Adjusted EBITDA <sup>(f)(g)</sup>	798,187	1,388,029	1,029,682	1,245,633	1,352,249
<b>Key Indicators (as a percent of net sales):</b>					
Gross profit <sup>(a)</sup>	7.7%	13.7%	11.2%	14.8%	16.2%
Selling, general and administrative expenses	3.1%	3.6%	3.1%	2.6%	2.2%
Operating income <sup>(a)</sup>	4.5%	10.0%	8.0%	12.1%	14.0%
Interest expense, net	1.4%	0.9%	0.7%	0.5%	0.9%
Net income <sup>(a)</sup>	2.3%	6.5%	4.5%	7.4%	8.3%

(a) Operating income and net income include the following restructuring charges for each of the years presented:

	2018	2017	2016	2015	2014
	(In millions)				

**Additional effect on operating income:**

Administrative restructuring charges	(4.8)	(9.8)	(1.1)	(5.8)	(2.3)
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- (b) Income tax expense in 2018, 2017, 2016, 2015 and 2014 resulted primarily from expense recorded on our year-to-date income.
- (c) For purposes of computing the ratio of earnings to fixed charges, earnings consist of income before income taxes plus fixed charges (excluding capitalized interest). Fixed charges consist of interest (including capitalized interest) on all indebtedness, amortization of capitalized financing costs and that portion of rental expense that we believe to be representative of interest.
- (d) Adjusted net income attributable to Pilgrim's Pride Corporation per common diluted share is presented because it is used by us, and we believe it is frequently used by securities analysts, investors and other interested parties, in addition to and not in lieu of results prepared in conformity with GAAP, to compare the performance of companies. We also believe that this non-GAAP financial measure, in combination with the our financial results calculated in accordance with GAAP, provides investors with additional perspective regarding the impact of such charges on net income attributable to Pilgrim's

Pride Corporation per common diluted share. Adjusted net income attributable to Pilgrim's Pride Corporation per common diluted share is not a measurement of financial performance under GAAP, has limitations as an analytical tool and should not be considered in isolation or as a substitute for an analysis of our results as reported under GAAP. It does not reflect the impact of earnings or charges resulting from matters we consider to not be indicative of our ongoing operations.

A reconciliation of net income attributable to Pilgrim's Pride Corporation per common diluted share to adjusted net income attributable to Pilgrim's Pride Corporation per common diluted share is as follows:

	2018	2017	2016	2015	2014
	(In thousands except per share data)				
Net income attributable to Pilgrim's Pride Corporation	\$ 247,945	\$ 694,579	\$ 440,532	\$ 645,914	\$ 711,648
Adjustments, net of tax:					
Loss on early extinguishment of debt	12,449	113	—	1,470	29,475
Restructuring charges and transaction costs related to acquisitions	3,778	14,282	—	—	—
Other nonrecurring losses	14,475	—	—	—	—
Foreign currency transaction losses (gains)	12,748	(1,802)	4,055	26,148	27,979
	291,395	707,172	444,587	673,532	769,102
U.S. Tax Cuts & Jobs Act transition tax	26,400	—	—	—	—
Adjusted net income attributable to Pilgrim's Pride Corporation	317,795	707,172	444,587	673,532	769,102
Weighted average diluted shares of common stock outstanding	249,149	248,971	254,126	258,676	259,471
Adjusted net income attributable to Pilgrim's Pride Corporation per common diluted share	\$ 1.28	\$ 2.84	\$ 1.75	\$ 2.60	\$ 2.95

(e) Includes amortization of capitalized financing costs of approximately \$5.5 million, \$6.0 million, \$5.3 million, \$4.1 million, and \$13.7 million in 2018, 2017, 2016, 2015, and 2014, respectively.

(f) "EBITDA" is defined as the sum of net income (loss) plus interest, taxes, depreciation and amortization. "Adjusted EBITDA" is calculated by adding to EBITDA certain items of expense and deducting from EBITDA certain items of income that we believe are not indicative of our ongoing operating performance consisting of: (i) foreign currency transaction losses (gains) in the period from 2014 through 2018, (ii) restructuring charges in the period from 2014 through 2018, (iii) transaction costs related to the Moy Park acquisition in 2018 and 2017, (iv) net income (loss) attributable to noncontrolling interests in the period from 2014 through 2018 and (v) other nonrecurring losses. EBITDA is presented because it is used by us and we believe it is frequently used by securities analysts, investors and other interested parties, in addition to and not in lieu of results prepared in conformity with GAAP, to compare the performance of companies. We believe investors would be interested in our Adjusted EBITDA because this is how our management analyzes EBITDA applicable to continuing operations. We also believe that Adjusted EBITDA, in combination with our financial results calculated in accordance with GAAP, provides investors with additional perspective regarding the impact of certain significant items on EBITDA and facilitates a more direct comparison of its performance with its competitors. EBITDA and Adjusted EBITDA are not measurements of financial performance under GAAP. EBITDA and Adjusted EBITDA have limitations as analytical tools and should not be considered in isolation or as substitutes for an analysis of our results as reported under GAAP. Some of the limitations of these measures are:

- They do not reflect our cash expenditures, future requirements for capital expenditures or contractual commitments;
- They do not reflect changes in, or cash requirements for, our working capital needs;
- They do not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments on our debt;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements;
- They are not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;
- EBITDA does not reflect the impact of earnings or charges attributable to noncontrolling interests;
- They do not reflect the impact of earnings or charges resulting from matters we consider to not be indicative of our ongoing operations; and
- They do not reflect limitations on or costs related to transferring earnings from our subsidiaries to us.

(g) In addition, other companies in our industry may calculate these measures differently than we do, limiting their usefulness as a comparative measure. Because of these limitations, EBITDA and Adjusted EBITDA should not be considered as an alternative to cash flow from operating activities or as a measure of liquidity or an alternative to net income as indicators of our operating performance or any other measures of performance derived in accordance with GAAP. You should compensate for these limitations by relying primarily on our GAAP results and using EBITDA and Adjusted EBITDA only on a supplemental basis.

(h) Includes the material impact of new business acquisitions as follows:

- Fiscal 2017 includes approximately three and one-half months of operating results from the acquisition of Moy Park, acquired for cash of \$303.3 million and a note payable to the seller in the amount of £562.5 million on September 8, 2017. Fiscal 2018 and thereafter includes a full year of operating results.
- Fiscal 2017 includes approximately eleven and one-half months of operating results from the acquisition of GNP, acquired for a cash purchase price of \$350 million on January 6, 2017. Fiscal 2018 and thereafter includes a full year of operating results.

A reconciliation of net income to EBITDA and Adjusted EBITDA is as follows:

	2018	2017	2016	2015	2014
	(In thousands)				
Net income	\$ 246,804	\$ 718,167	\$ 480,117	\$ 662,972	\$ 711,438
Add:					
Interest expense, net <sup>(a)</sup>	149,001	99,453	73,335	42,721	77,271
Income tax expense (benefit)	85,423	263,899	243,919	338,352	390,953
Depreciation and amortization	279,657	277,792	231,708	173,817	155,824
Minus:					
Amortization of capitalized financing costs <sup>(b)</sup>	5,569	5,968	5,324	4,083	13,712
EBITDA	755,316	1,353,343	1,023,755	1,213,779	1,321,774
Add:					
Foreign currency transaction losses (gains) <sup>(c)</sup>	17,160	(2,659)	4,055	26,148	27,979
Restructuring charges <sup>(d)</sup>	4,765	9,775	1,069	5,754	2,286
Transaction costs related to acquisitions	320	19,606	—	—	—
Other nonrecurring losses <sup>(e)</sup>	19,485	8,066	—	—	—
Minus:					
Net income (loss) attributable to noncontrolling interest	(1,141)	102	(803)	48	(210)
Adjusted EBITDA	<u>\$ 798,187</u>	<u>\$ 1,388,029</u>	<u>\$ 1,029,682</u>	<u>\$ 1,245,633</u>	<u>\$ 1,352,249</u>

(a) Interest expense, net, consists of interest expense less interest income.

(b) Amortization of capitalized financing costs is included in both interest expense, net and depreciation and amortization above.

(c) The Company measures the financial statements of its Mexico subsidiaries as if the U.S. dollar were the functional currency. Accordingly, we remeasure assets and liabilities, other than nonmonetary assets, of the Mexico subsidiaries at current exchange rates. We remeasure nonmonetary assets using the historical exchange rate in effect on the date of each asset's acquisition. Currency exchange gains or losses resulting from these remeasurements are included in the line item *Foreign currency transaction losses (gains)* in the Consolidated and Combined Statements of Income.

(d) Restructuring charges includes tangible asset impairment, severance and change-in-control compensation costs, and losses incurred on both the sale of unneeded broiler eggs and flock depletion.

(e) Other nonrecurring losses include expenses incurred for Hurricane Maria in Puerto Rico, Hurricane Michael in Florida and certain Moy Park severance charges.

## Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

### Our Company

We are one of the largest chicken producers in the world, with operations in the United States (“U.S.”), the United Kingdom (“U.K.”), Mexico, France, Puerto Rico and the Netherlands. We are primarily engaged in the production, processing, marketing and distribution of fresh, frozen and value-added chicken products to retailers, distributors and foodservice operators. We offer a wide range of products to our customers through strong national and international distribution channels. Pilgrim’s fresh chicken products consist of refrigerated (non-frozen) whole chickens, whole cut-up chickens and selected chicken parts that are either marinated or non-marinated. Our prepared chicken products include fully cooked, ready-to-cook and individually frozen chicken parts, strips, nuggets and patties, some of which are either breaded or non-breaded and either marinated or non-marinated, ready-to-eat meals, multi-protein frozen foods, vegetarian foods and desserts.

We market our balanced portfolio of fresh, prepared and value-added chicken products to a diverse set of over 6,000 customers across the U.S., the U.K. and Europe, Mexico and in approximately 100 other countries, with no single customer accounting for more than ten percent of total sales. We have become a valuable partner to our customers and a recognized industry leader by consistently providing high-quality products and services designed to meet their needs and enhance their business. Our sales efforts are largely targeted towards the foodservice industry, principally chain restaurants and food processors, such as Chick-fil-A® and retail customers, including grocery store chains and wholesale clubs, such as Kroger®, Costco®, Publix®, and H-E-B®.

As a vertically integrated company, we control every phase of the production process, which helps us better manage food safety and quality, as well as more effectively control margins and improve customer service. We operate feed mills, hatcheries, processing plants and distribution centers in 14 U.S. states, the U.K., Mexico, France, Puerto Rico and the Netherlands. Our plants are strategically located to ensure that customers timely receive fresh products. With our global network of approximately 5,300 growers, 38 feed mills, 49 hatcheries, 36 processing plants, 16 prepared foods cook plants, 22 distribution centers, nine rendering facilities and four pet food plants, we believe we are well-positioned to supply the growing demand for our products.

Our U.K. and Europe segment reflects the operations of Granite Holdings Sàrl and its subsidiaries (together, “Moy Park”), which we acquired on September 8, 2017. Moy Park is a leading and highly regarded U.K. food company, providing fresh, high quality and locally farmed poultry and convenience food products. Moy Park has operated in the U.K. retail market for over 50 years and delivers a range of fresh, ready-to-cook, coated and ready-to-eat poultry products to major retailers and large foodservice customers throughout the United Kingdom, Ireland, France and the Netherlands. We believe that we operate one of the most efficient business models for chicken production in the U.K. and Europe.

We are one of the largest, and we believe one of the most efficient, producers and sellers of chicken in Mexico. Our presence in Mexico provides access to a market with growing demand and has enabled us to leverage our operational strengths within the region. The market for chicken products in Mexico is still developing, with most sales attributed to fresh, commodity-oriented, market price-based business. Additionally, we are an important player in the live market in Mexico. We believe our Mexico business is well positioned to continue benefiting from these trends in the Mexican consumer market.

As of December 30, 2018, we had approximately 52,100 employees and the capacity to process more than 45.3 million birds per week for a total of more than 13.4 billion pounds of live chicken annually. In 2018, we produced 10.7 billion pounds of chicken products, generating approximately \$10.9 million in net sales and approximately \$246.8 million in net income attributable to Pilgrim’s.

We operate on a 52/53-week fiscal year that ends on the Sunday falling on or before December 31. Any reference we make to a particular year (for example, 2018) in this report applies to our fiscal year and not the calendar year. Fiscal 2018 was a 52-week fiscal year.

### Executive Summary

We reported net income attributable to Pilgrim’s Pride Corporation of \$247.9 million, or \$1.00 per diluted common share, for 2018. These operating results included gross profit of \$843.5 million. During 2018, we generated \$491.7 million of cash from operations.

Our U.S. and Mexico segments use corn and soybean meal as the main ingredients for feed production, while our U.K. and Europe segment uses wheat and soybean meal as the main ingredients for feed production. The following table compares the highest and lowest prices reached on nearby futures for one bushel of corn, one ton of soybean meal and one metric ton of wheat during the current and previous years:

	Corn <sup>(a)</sup>		Soybean Meal <sup>(a)</sup>		Wheat <sup>(a)</sup>	
	Highest Price	Lowest Price	Highest Price	Lowest Price	Highest Price	Lowest Price
2018:						
Fourth Quarter	\$ 3.90	\$ 3.68	\$ 327.30	\$ 307.80	£ 179.30	£ 167.00
Third Quarter	3.87	3.43	341.40	303.30	194.65	165.75
Second Quarter	4.27	3.66	391.70	329.90	156.75	142.40
First Quarter	4.01	3.63	394.10	319.60	139.20	134.70
2017:						
Fourth Quarter	3.68	3.47	346.30	315.50	143.65	136.25
Third Quarter	4.15	3.46	346.20	296.50	154.00	137.25
Second Quarter	3.96	3.66	321.00	297.20	150.00	140.00
First Quarter	3.86	3.55	352.70	314.10	149.15	139.35
2016:						
Fourth Quarter	3.98	3.58	320.70	269.00	140.75	127.75
Third Quarter	3.94	3.16	401.00	302.80	132.70	110.00
Second Quarter	4.38	3.52	418.30	266.80	112.00	104.10
First Quarter	3.73	3.52	275.30	257.20	111.90	99.15

(a) We obtain corn and soybean prices from the Chicago Board of Trade, and we obtain wheat prices from the London International Financial Futures and Options Exchange.

We purchase derivative financial instruments, specifically exchange-traded futures and options, in an attempt to mitigate price risk related to our anticipated consumption of commodity inputs such as corn, soybean meal, wheat, soybean oil and natural gas. We will sometimes purchase a derivative instrument to minimize the impact of a commodity's price volatility on our operating results. We will also purchase derivative financial instruments in an attempt to mitigate currency exchange rate exposure related to the financial statements of our Mexico segment that are denominated in Mexican pesos and our U.K. and Europe segment that are denominated in British pounds.

For our Mexico segment, we do not designate derivative financial instruments that we purchase to mitigate commodity purchase or currency exchange rate exposures as cash flow hedges; therefore, we recognize changes in the fair value of these derivative financial instruments immediately in earnings.

For our U.K. and Europe segment, we do designate certain derivative financial instruments that we have purchased to mitigate foreign currency transaction exposures as cash flow hedges; therefore, before the settlement date of the financial derivative instruments, we recognize changes in the fair value of the effective portion of the cash flow hedge in accumulated other comprehensive income (loss), while we recognize changes in the fair value of the ineffective portion immediately in earnings. When the derivative financial instruments associated with the effective portion are settled, the amount in accumulated other comprehensive income (loss) is then reclassified to earnings. Gains or losses related to these derivative financial instruments are included in the line item *Cost of sales* in the Consolidated and Combined Statements of Income.

We recognized \$27.1 million in net losses related to changes in the fair value of our derivative financial instruments during 2018. We recognized \$6.7 million in net gains and \$4.3 million in net losses related to changes in the fair value of our derivative financial instruments during 2017 and 2016, respectively.

Although changes in the market price paid for feed ingredients impact cash outlays at the time we purchase the ingredients, such changes do not immediately impact cost of sales. The cost of feed ingredients is recognized in cost of sales, on a first-in-first-out basis, at the same time that the sales of the chickens that consume the feed grains are recognized. Thus, there is a lag between the time cash is paid for feed ingredients and the time the cost of such feed ingredients is reported in cost of goods sold. For example, corn delivered to a feed mill and paid for one week might be used to manufacture feed the following week. However, the chickens that eat that feed might not be processed and sold for another 42 to 63 days, and only at that time will the costs of the feed consumed by the chickens become included in cost of goods sold.

Commodities such as corn, soybean meal, and soybean oil are actively traded through various exchanges with future market prices quoted on a daily basis. These quoted market prices, although a good indicator of the commodity's base price, do not represent the final price for which we can purchase these commodities. There are several components in addition to the quoted market price, such as freight, storage and seller premiums, that are included in the final price that we pay for grain. Although

changes in quoted market prices may be a good indicator of the commodity's base price, the components mentioned above may have a significant impact on the total change in grain costs recognized from period to period.

Market prices for chicken products are currently at levels sufficient to offset the costs of feed ingredients. However, there can be no assurance that chicken prices will not decrease due to such factors as competition from other proteins and substitutions by consumers of non-protein foods because of uncertainty surrounding the general economy and unemployment.

### **Acquisition Activity**

*Moy Park Acquisition.* On September 8, 2017, we acquired 100% of the issued and outstanding shares of Moy Park from JBS S.A. for cash of \$301.3 million and a note payable to the seller in the amount of £562.5 million. Moy Park is one of the top-ten food companies in the U.K., Northern Ireland's largest private sector business and one of Europe's leading poultry producers. With 4 fresh processing plants, 10 prepared foods cook plants, 3 feed mills, 7 hatcheries and 1 rendering facility in the U.K., France and the Netherlands, the acquired business processes 6.0 million birds per seven-day work week, in addition to producing around 456.0 million pounds of prepared foods per year. Moy Park currently has approximately 10,200 employees. See "Note 2. Business Acquisitions" of our Consolidated and Combined Financial Statements included in this annual report for additional information relating to this acquisition. The Moy Park operations constitutes our U.K. and Europe segment.

The acquisition was treated as a common-control transaction under U.S. GAAP. A common-control transaction is a transfer of net assets or an exchange of equity interests between entities under the control of the same parent. The accounting and reporting for a transaction between entities under common control is not to be considered a business combination under U.S. GAAP. Accordingly, for the period from September 30, 2015 through September 7, 2017, the Consolidated and Combined Financial Statements includes the accounts of our company and our majority-owned subsidiaries combined with the accounts of Moy Park. For the periods subsequent to September 8, 2017, the Consolidated and Combined Financial Statements includes the accounts of our company and our majority-owned subsidiaries, including Moy Park.

*GNP Acquisition.* On January 6, 2017, we acquired 100% of the membership interests of GNP from Maschhoff Family Foods, LLC for a cash purchase price of \$350 million, subject to customary working capital adjustments. GNP is a vertically integrated poultry business based in St. Cloud, Minnesota. The acquired business has a production capacity of 2.1 million birds per five-day work week in its two plants and employed approximately 1,600 people at the time of acquisition. This acquisition further strengthens our strategic position in the U.S. chicken market. The GNP operations are included in our U.S. segment.

### **2017 Tax Reform**

On December 22, 2017, the U.S. government enacted comprehensive tax legislation (the "Tax Act"), which significantly revises the ongoing U.S. corporate income tax law by lowering the U.S. federal corporate income tax rate from 35.0% to 21.0%, implementing a territorial tax system, imposing one-time tax on foreign unremitted earnings and setting limitations on deductibility of certain costs (e.g., interest expense), among other things.

We applied the guidance in Staff Accounting Bulletin ("SAB") 118 when accounting for the enactment date effects of the Tax Act. As of December 30, 2018, we have completed our accounting for all of the tax effects of the Tax Act. As further discussed below, during 2018, we recognized adjustments of \$18.2 million to the provisional amounts recorded at December 31, 2017 and included these adjustments as a component of income tax expense.

As of December 31, 2017, we estimated no tax liability on foreign unremitted earnings due to a net earnings and profits ("E&P") deficit on accumulated post-1986 deferred foreign income. Therefore, we did not accrue any amount of tax expense for the Tax Act's one-time transition tax on the foreign subsidiaries' accumulated, unremitted earnings going back to 1986 for the year ended December 31, 2017. Upon further analysis of certain aspects of the Tax Act and a refinement of the historical calculation of E&P on accumulated post-1986 deferred foreign income during 2018, we finalized the E&P analysis of our foreign subsidiaries and recalculated significant overall positive E&P. Therefore, due to this recalculation, we recorded a \$26.4 million tax liability for the one-time transition tax. This one-time transition tax adjustment increased the 2018 effective tax rate by approximately 7.9%. We have elected to pay this liability over the eight-year period provided in the Tax Act. As of December 30, 2018 the remaining balance of our transition tax obligation is \$7.7 million, which will be paid over the next seven years. No additional income taxes have been provided for any remaining undistributed foreign earnings not subject to the one-time transition tax or any additional outside basis difference inherent in these foreign subsidiaries, as these amounts continue to be permanently reinvested in foreign operations. The undistributed earnings of our Mexico, Puerto Rico and U.K. subsidiaries totaled \$683.0 million, \$13.2 million and \$2.2 million, respectively, at December 30, 2018.

As of December 31, 2017, we accrued \$41.5 million in provisional tax benefit related to the net change in deferred tax liabilities stemming from the Tax Act's reduction of the U.S. federal tax rate from 35% to 21% for the year ended December 31, 2017. Due to return to provision adjustments which resulted from the filing of our 2017 federal income tax return, we recorded

an additional \$8.2 million tax benefit resulting from the Tax Act's rate reduction. This benefit reduced the 2018 effective tax rate by approximately 2.5%.

The Tax Act subjects a U.S. shareholder to tax on global intangible low-taxed income ("GILTI") earned by certain foreign subsidiaries. The FASB Staff Q&A, Topic 740, No. 5, *Accounting for GILTI*, states that an entity can make an accounting policy election to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years or provide for the tax expense related to GILTI in the year the tax is incurred as a period expense only. We have elected to account for GILTI in the year the tax is incurred. As of December 30, 2018, we recorded a \$5.4 million federal GILTI tax liability, which increased the 2018 effective tax rate by approximately 1.6%.

The Tax Act provides for a foreign-derived intangible income ("FDII") deduction, which is available to domestic C corporations that derive income from the export of property and services. As of December 30, 2018, we recorded a \$0.1 million federal FDII benefit, which decreased the 2018 effective tax rate by an immaterial amount.

### Potential Impact of Tariffs

We continue to monitor recent trade and tariff activity and its potential impact to exports and inputs costs across our segments. Currently, we are experiencing impacts to domestic and export prices of chicken resulting from uncertainty in trade policies and increased tariffs. We are unable to give any assurance as to the scope, duration, or impact of any changes in trade policies or tariffs, how successful any mitigation efforts will be, or the extent to which mitigation will be necessary, and accordingly, changes in trade policies and increased tariffs could have a material adverse effect on our business and results of operations.

### Business Segment and Geographic Reporting

We operate in three reportable business segments: the U.S., the U.K. and Europe, and Mexico. We measure segment profit as operating income. Corporate expenses are allocated to Mexico based upon various apportionment methods for specific expenditures incurred related thereto with the remaining amounts allocated to the U.S. For additional information, see "Note 22. Business Segment and Geographic Reporting" of our Consolidated and Combined Financial Statements included in this annual report.

### Results of Operations

#### 2018 Compared to 2017

*Net sales.* Net sales for 2018 increased \$169.9 million, or 1.6%, from \$10.8 billion generated in 2017 to \$10.9 billion generated in 2018. The following table provides additional information regarding net sales:

Source of net sales	2018	Change from 2017	
		Amount	Percent
(In thousands, except percent data)			
U.S. <sup>(a)</sup>	\$ 7,425,661	\$ (17,561)	(0.2)%
U.K. and Europe <sup>(b)</sup>	2,148,666	152,347	7.6 %
Mexico <sup>(c)</sup>	1,363,457	35,135	2.6 %
Total net sales	\$ 10,937,784	\$ 169,921	1.6 %

(a) U.S. net sales generated in 2018 decreased \$17.6 million, or 0.2%, from U.S. net sales generated in 2017 primarily because of a decrease in net sales per pound partially offset by an increase in sales volume. The decrease in net sales per pound, which resulted primarily from lower market prices, contributed \$120.5 million, or 1.6 percentage points, to the decrease in net sales. This decrease in net sales per pound was partially offset by increased sales volume of \$102.9 million, or 5.0 percentage points. Included in U.S. sales generated during 2018 and 2017 were sales to JBS USA Food Company totaling \$13.8 million and \$15.3 million, respectively.

(b) U.K. and Europe sales generated in 2018 increased \$152.3 million, or 7.6%, from U.K. and Europe sales generated in 2017, primarily because of the positive impact of foreign currency translation, an increase in net sales per pound and an increase in sales volume. The positive impact of foreign currency translation contributed \$74.4 million, or 3.7 percentage points to the increase in U.K. and Europe net sales. The increase in net sales per pound contributed \$53.5 million, or 2.7 percentage points, to the increase in U.K. and Europe net sales. The increase in sales volume contributed \$24.5 million, or 1.2 percentage points, to the increase in U.K. and Europe net sales.

(c) Mexico sales generated in 2018 increased \$35.1 million, or 2.6%, from Mexico sales generated in 2017 primarily because of an increase in net sales per pound and an increase in sales volume, partially offset by the impact of foreign currency translation. The increase in net sales per pound contributed \$46.1 million, or 3.5 percentage points, to the increase in Mexico net sales. The increase in sales volume contributed \$10.0 million, or 0.8 percentage points, to the increase in Mexico net sales. The impact of foreign currency translation partially offset the overall net sales increase by \$21.0 million, or 1.6 percentage points.

*Gross profit.* Gross profit decreased by \$628.1 million, or 42.7%, from \$1.5 billion generated in 2017 to \$843.5 million generated in 2018. The following tables provide gross profit information:

Components of gross profit	2018	Change from 2017		Percent of Net Sales	
		Amount	Percent	2018	2017
(In thousands, except percent data)					
Net sales	\$ 10,937,784	\$ 169,921	1.6 %	100.0%	100.0%
Cost of sales	10,094,308	798,059	8.6 %	92.3%	86.3%
Gross profit	\$ 843,476	\$ (628,138)	(42.7)%	7.7%	13.7%

Sources of gross profit	2018	Change from 2017	
		Amount	Percent
(In thousands, except percent data)			
U.S.	\$ 515,882	\$ (578,929)	(52.9)%
U.K. and Europe	170,828	(17,352)	(9.2)%
Mexico	156,634	(31,894)	(16.9)%
Elimination	132	37	38.9 %
Total gross profit	\$ 843,476	\$ (628,138)	(42.7)%

Sources of cost of sales	2018	Change from 2017	
		Amount	Percent
(In thousands, except percent data)			
U.S. <sup>(a)</sup>	\$ 6,909,779	\$ 561,368	8.8%
U.K. and Europe <sup>(b)</sup>	1,977,838	169,699	9.4%
Mexico <sup>(c)</sup>	1,206,823	67,029	5.9%
Elimination <sup>(d)</sup>	(132)	(37)	38.9%
Total cost of sales	\$ 10,094,308	\$ 798,059	8.6%

(a) Cost of sales incurred by our U.S. operations in 2018 increased \$561.4 million, or 8.8%, from cost of sales incurred by our U.S. operations in 2017. Cost of sales primarily increased because of increased cost per pound sold, increased poultry sales volume, increased freight and storage costs, and increased grower costs. Increased cost per pound contributed \$353.0 million mainly due to increased feed costs of \$143.2 million and increased poultry sales volume contributed \$78.2 million to the increase in cost of sales. The increased freight and storage costs contributed \$77.2 million mainly due to driver shortages and the impact of new federal regulations. The increased grower costs contributed \$51.8 million to the increase in cost of sales, mainly due to increased grower pay rates, feed delivery costs and utility costs. Other factors affecting U.S. cost of sales were individually immaterial.

(b) Cost of sales incurred by the U.K. and Europe operations during 2018 increased \$169.7 million, or 9.4%, from cost of sales incurred by the U.K. and Europe operations during 2017 primarily because of increased sales volume and a \$74.3 million increase in feed ingredient and raw material costs. U.K. and Europe cost of sales also increased because of a \$68.0 million increase in payroll costs resulting from an increase in minimum wage and a \$25.1 million increase in freight and storage costs. Other factors affecting cost of sales were individually immaterial.

(c) Cost of sales incurred by the Mexico operations during 2018 increased \$67.0 million, or 5.9%, from cost of sales incurred by the Mexico operations during 2017 primarily because of increased sales volume and increased cost per pound with a \$34.7 million increase in feed costs. Mexico cost of sales also increased because of a \$14.1 million increase in grower costs, a \$10.4 million increase in freight costs, a \$4.0 million increase in natural gas costs, a \$4.0 million increase in transportation costs and a \$2.0 million increase in employee relations costs. Other factors affecting cost of sales were individually immaterial.

(d) Our Consolidated and Combined Financial Statements include the accounts of our company and our majority owned subsidiaries. We eliminate all significant affiliate accounts and transactions upon consolidation.

**Operating income.** Operating income decreased \$576.6 million, or 53.8%, from \$1.1 billion generated for 2017 to \$495.7 million generated for 2018. The following tables provide operating income information:

Components of operating income	2018	Change from 2017		Percent of Net Sales	
		Amount	Percent	2018	2017
(In thousands, except percent data)					
Gross profit	\$ 843,476	\$ (628,138)	(42.7)%	7.7%	13.7%
SG&A expenses	343,025	(46,492)	(11.9)%	3.1%	3.6%
Administrative restructuring charges	4,765	(5,010)	(51.3)%	—%	0.1%
Operating income	\$ 495,686	\$ (576,636)	(53.8)%	4.5%	10.0%

Source of operating income	2018	Change from 2017	
		Amount	Percent
(In thousands, except percent data)			
U.S.	\$ 291,381	\$ (550,111)	(65.4)%
U.K. and Europe	84,524	7,419	9.6 %
Mexico	119,649	(33,982)	(22.1)%
Elimination	132	38	40.4 %
<b>Total operating income</b>	<b>\$ 495,686</b>	<b>\$ (576,636)</b>	<b>(53.8)%</b>

Sources of SG&A expenses	2018	Change from 2017	
		Amount	Percent
(In thousands, except percent data)			
U.S. <sup>(a)</sup>	\$ 222,361	\$ (22,700)	(9.3)%
U.K. and Europe <sup>(b)</sup>	83,679	(25,880)	(23.6)%
Mexico <sup>(c)</sup>	36,985	2,088	6.0 %
<b>Total SG&amp;A expense</b>	<b>\$ 343,025</b>	<b>\$ (46,492)</b>	<b>(11.9)%</b>

Sources of administrative restructuring charges	2018	Change from 2017	
		Amount	Percent
(In thousands, except percent data)			
U.S. <sup>(d)</sup>	\$ 2,140	\$ (6,119)	(74.1)%
U.K. and Europe <sup>(e)</sup>	2,625	1,109	73.2 %
<b>Total administrative restructuring charges</b>	<b>\$ 4,765</b>	<b>\$ (5,010)</b>	<b>(51.3)%</b>

(a) SG&A expense incurred by the U.S. operations during 2018 decreased \$22.7 million, or 9.3%, from SG&A expense incurred by the U.S. operations during 2017 primarily because of an \$18.4 million decrease in transaction costs associated with the Moy Park acquisition and a \$17.9 million decrease in benefit expenses, partially offset by an increase in legal fees of \$9.5 million related to pending litigation and a \$7.2 million increase in payroll expenses. Other factors affecting SG&A expense were individually immaterial.

(b) SG&A expense incurred by the U.K. and Europe operations during 2018 decreased \$25.9 million, or 23.6%, from SG&A expense incurred by the U.K. and Europe operations during 2017 primarily because of a \$10.6 million decrease in payroll expenses, a \$7.2 million decrease in storage expenses, a \$4.0 million decrease in pallet expenses, a \$3.8 million decrease in management fees charged for administrative functions shared with JBS S.A. and a \$2.3 million decrease in vehicle expenses. These decreases to SG&A expense were partially offset by a \$2.6 million increase in expenses related to severance. Other factors affecting SG&A expense were individually immaterial.

(c) SG&A expense incurred by the Mexico operations during 2018 increased \$2.1 million, or 6.0%, from SG&A expense incurred by the Mexico operations during 2017 primarily because of a \$1.8 million increase in employee relations expenses and a \$1.4 million increase in media marketing expenses. These increases to SG&A expense were partially offset by a \$1.1 million decrease in the loss from sale of assets. Other factors affecting SG&A expense were individually immaterial.

(d) Administrative restructuring charges incurred by the U.S. operations during 2018 decreased \$6.1 million, or 74.1%, from administrative restructuring charges incurred during 2017. Administrative restructuring charges incurred by the U.S. segment during 2018 included severance costs totaling \$1.0 million related to GNP, facility closure costs totaling \$0.5 million related to the Luverne, Minnesota facility and severance, asset and impairment and lease obligations costs totaling \$0.7 million that resulted from the termination of the 40 North Foods operation. Administrative restructuring charges incurred by the U.S. segment during 2017 included asset impairment costs of \$3.5 million related to the Athens, Alabama facility, severance costs of \$2.6 million related to GNP, the elimination of prepaid costs totaling \$0.7 million related to obsolete software assumed in the GNP acquisition, and facility closure costs totaling \$0.9 million related to the Luverne, Minnesota facility.

(e) Administrative restructuring charges incurred by the U.K. and Europe operations during 2018 increased \$1.1 million, or 73.2%, from administrative restructuring charges incurred during 2017. During 2018, administrative restructuring charges represented impairment costs of \$2.6 million related to Rose Energy Ltd. During 2017, administrative restructuring charges represented impairment costs of \$1.5 million related to a property in Dublin, Ireland.

**Interest expense.** Consolidated and combined interest expense increased 51.9% to \$162.8 million in 2018 from \$107.2 million in 2017, primarily because of an increase in the weighted average interest rate to 5.20% in 2018 from 4.54% in 2017 and an increase in average borrowings of \$2.5 billion in 2018 from \$2.0 billion in 2017. As a percent of net sales, interest expense in 2018 and 2017 was 1.5% and 1.0%, respectively.

**Income taxes.** Our consolidated and combined income tax expense in 2018 was \$85.4 million, compared to income tax expense of \$263.9 million in 2017. The decrease in income tax expense in 2018 resulted from a decrease in pre-tax income during 2018.

## 2017 Compared to 2016

*Net sales.* Net sales for 2017 increased \$889.3 million, or 9.0%, from 2016. The following table provides additional information regarding net sales:

Source of net sales	2017	Change from 2016	
		Amount	Percent
(In thousands, except percent data)			
U.S. <sup>(a)</sup>	\$ 7,443,222	\$ 771,819	11.6%
U.K. and Europe <sup>(b)</sup>	1,996,319	48,878	2.5%
Mexico <sup>(c)</sup>	1,328,322	68,602	5.4%
Total net sales	\$ 10,767,863	\$ 889,299	9.0%

(a) U.S. net sales generated in 2017 increased \$771.8 million, or 11.6%, from U.S. net sales generated in 2016 primarily because of net sales generated by the acquired GNP operations and an increase in net sales per pound experienced by our existing customers, partially offset by a decrease in sales volume. The impact of the acquired GNP business contributed \$433.9 million, or 6.5 percentage points, to the increase in net sales. Higher net sales per pound, which resulted primarily from higher market prices, contributed \$533.0 million, or 8.0 percentage points, to the net sales increase. Decreased sales volume, which resulted from the unfavorable impact that ongoing operational improvements in one of our prepared foods facilities had on production, the conversion of our Sanford, North Carolina facility to an organic operation, as well as more deboning of leg quarters in several of our facilities, offset the overall net sales increase by \$195.2 million, or 2.9 percentage points. Included in U.S. sales generated during 2017 and 2016 were sales to JBS USA Food Company totaling \$15.3 million and \$16.5 million, respectively.

(b) U.K. and Europe sales generated in 2017 increased \$48.9 million, or 2.5%, from U.K. and Europe sales generated in 2016, primarily because of an increase in sales volume and an increase in net sales per pound, partially offset by the impact of foreign currency translation. The increase in sales volume contributed \$80.5 million, or 4.1 percentage points, to the increase in U.K. and Europe net sales. The increase in net sales per pound contributed \$151.6 million, or 7.8 percentage points, to the increase in U.K. and Europe net sales. The increase to net sales was partially offset by the impact of foreign currency translation, which reduced U.K. and Europe net sales by \$183.3 million, or 9.4 percentage points. Other factors affecting the increase in U.K. and Europe net sales were individually immaterial.

(c) Mexico sales generated in 2017 increased \$68.6 million, or 5.4%, from Mexico sales generated in 2016, primarily because of an increase in sales volume and an increase in net sales per pound partially offset by the impact of foreign currency translation. The increase in sales volume contributed \$50.1 million, or 4.0 percentage points, to the increase in Mexico net sales. The increase in net sales per pound contributed \$69.6 million, or 5.5 percentage points, to the increase in Mexico net sales. The impact of foreign currency translation partially offset the overall net sales increase by \$51.1 million, or 4.1 percentage points. Other factors affecting the increase in Mexico net sales were individually immaterial.

*Gross profit.* Gross profit increased by \$367.6 million, or 33.3%, from \$1.1 billion generated in 2016 to \$1.5 billion generated in 2017. The following tables provide gross profit information:

Components of gross profit	2017	Change from 2016		Percent of Net Sales	
		Amount	Percent	2017	2016
(In thousands, except percent data)					
Net sales	\$ 10,767,863	\$ 889,299	9.0%	100.0%	100.0%
Cost of sales	9,296,249	521,668	5.9%	86.3%	88.8%
Gross profit	\$ 1,471,614	\$ 367,631	33.3%	13.7%	11.2%

Sources of gross profit	2017	Change from 2016	
		Amount	Percent
(In thousands, except percent data)			
U.S.	\$ 1,094,811	\$ 352,726	47.5 %
U.K. and Europe	188,180	(1,443)	(0.8)%
Mexico	188,528	16,348	9.5 %
Elimination	95	—	— %
Total gross profit	\$ 1,471,614	\$ 367,631	33.3 %

Sources of cost of sales	2017	Change from 2016	
		Amount	Percent
(In thousands, except percent data)			
U.S. <sup>(a)</sup>	\$ 6,348,411	\$ 419,093	7.1%
U.K. and Europe <sup>(b)</sup>	1,808,139	50,321	2.9%
Mexico <sup>(c)</sup>	1,139,794	52,254	4.8%
Elimination <sup>(d)</sup>	(95)	—	—%
<b>Total cost of sales</b>	<b>\$ 9,296,249</b>	<b>\$ 521,668</b>	<b>5.9%</b>

(a) Cost of sales incurred by our U.S. operations in 2017 increased \$419.1 million, or 7.1%, from cost of sales incurred by our U.S. operations in 2016. Cost of sales primarily increased because of costs incurred by the acquired GNP operations and, to a lesser extent, by increases in cost of sales incurred by our existing U.S. operations. Cost of sales incurred by the acquired GNP operations contributed \$363.5 million, or 6.2 percentage points, to the increase in U.S. cost of sales. Cost of sales related to the existing U.S. operations increased due to \$88.7 million in increased labor costs, \$25.7 million in increased chick costs, \$19.7 million in increased depreciation, \$19.1 million in increased health care costs and \$25.7 million in increased freight. These increases were partially offset by associated lower sales volume, a \$79.6 million decrease in feed ingredients costs and \$20.6 million of commodity derivative gains. Other factors affecting U.S. cost of sales were individually immaterial.

(b) Cost of sales incurred by the U.K. and Europe operations during 2017 increased \$50.3 million, or 2.9%, from cost of sales incurred by the U.K. and Europe operations during 2016 primarily because of increased sales volume and a \$64.5 million increase in feed ingredient costs. U.K. and Europe cost of sales also increased because of a \$4.5 million increase in freight and storage costs, a \$3.5 million increase in other costs, and a \$0.8 million increase in utilities costs. These costs were partially offset by a decline in depreciation of \$15.4 million and a decline of wages and benefits by \$8.3 million from 2016 amounts. Other factors affecting cost of sales were individually immaterial.

(c) Cost of sales incurred by the Mexico operations during 2017 increased \$52.3 million, or 4.8%, from cost of sales incurred by the Mexico operations during 2016 primarily because of increased sales volume and a \$37.1 million increase in contract services. Mexico cost of sales also increased because of a \$12.9 million increase in wages and benefits, a \$9.3 million increase in warehousing costs, an \$8.6 million increase in utilities costs, a \$6.6 million increase in transportation costs and a \$1.8 million increase in depreciation and amortization costs. These costs were partially offset by the \$21.5 million favorable impact of foreign currency translation on inventory, a \$1.3 million gain in commodity derivatives and a \$1.1 million decrease in travel and entertainment costs. Other factors affecting cost of sales were individually immaterial.

(d) Our Consolidated and Combined Financial Statements include the accounts of our company and our majority owned subsidiaries. We eliminate all significant affiliate accounts and transactions upon consolidation.

**Operating income.** Operating income increased \$280.2 million, or 35.4%, from \$792.1 million generated for 2016 to \$1.1 billion generated for 2017. The following tables provide operating income information:

Components of operating income	2017	Change from 2016		Percent of Net Sales	
		Amount	Percent	2017	2016
(In thousands, except percent data)					
Gross profit	\$ 1,471,614	\$ 367,631	33.3%	13.7%	11.2%
SG&A expenses	389,517	78,685	25.3%	3.6%	3.1%
Administrative restructuring charges	9,775	8,706	814.4%	0.1%	—%
<b>Operating income</b>	<b>\$ 1,072,322</b>	<b>\$ 280,240</b>	<b>35.4%</b>	<b>10.0%</b>	<b>8.1%</b>

Source of operating income	2017	Change from 2016	
		Amount	Percent
(In thousands, except percent data)			
U.S.	\$ 841,492	\$ 268,932	47.0%
U.K. and Europe	77,105	(1,467)	(1.9)%
Mexico	153,631	12,775	9.1%
Elimination <sup>(f)</sup>	94	—	—%
<b>Total operating income</b>	<b>\$ 1,072,322</b>	<b>\$ 280,240</b>	<b>35.4%</b>

Sources of SG&A expenses	2017	Change from 2016	
		Amount	Percent
(In thousands, except percent data)			
U.S. <sup>(a)</sup>	\$ 245,061	\$ 76,604	45.5%
U.K. and Europe <sup>(b)</sup>	109,559	(1,492)	(1.3)%
Mexico <sup>(c)</sup>	34,897	3,573	11.4%
<b>Total SG&amp;A expense</b>	<b>\$ 389,517</b>	<b>\$ 78,685</b>	<b>25.3%</b>

Sources of administrative restructuring charges	2017	Change from 2016	
		Amount	Percent
(In thousands, except percent data)			
U.S. <sup>(d)</sup>	\$ 8,259	\$ 7,190	672.6%
U.K. and Europe <sup>(e)</sup>	1,516	1,516	100.0%
<b>Total administrative restructuring charges</b>	<b>\$ 9,775</b>	<b>\$ 8,706</b>	<b>814.4%</b>

- (a) SG&A expense incurred by the U.S. operations during 2017 increased \$76.6 million, or 45.5%, from SG&A expense incurred by the U.S. operations during 2016 primarily because of expenses incurred by the acquired GNP operations and, to a lesser extent, by increases in SG&A expense incurred by our existing U.S. operations. Expenses incurred by the acquired GNP business contributed \$35.5 million, or 21.2 percentage points, to the overall increase in SG&A expenses. Expenses incurred by our existing U.S. operations increased primarily because of an \$18.7 million increase in transaction costs associated with the Moy Park acquisition, a \$6.0 million increase in professional fees expenses, a \$5.7 million increase in management fees charged for administrative functions shared with JBS USA Food Company, a \$5.0 million increase in advertising and promotional expenses, a \$4.4 million increase in employee wages and benefits and a \$1.4 million increase in depreciation and amortization expenses. Other factors affecting SG&A expense were individually immaterial.
- (b) SG&A expense incurred by the U.K. and Europe operations during 2017 decreased \$1.5 million, or 1.3%, from SG&A expense incurred by the U.K. and Europe operations during 2016 primarily because of a \$9.0 million decrease in advertising and promotion costs and a \$4.0 million decrease in management fees charged for administrative functions shared with JBS S.A. These decreases to SG&A expense were partially offset by a \$7.4 million increase in employee wages and benefits, a \$2.3 million increase in miscellaneous expenses and a \$1.6 million increase in depreciation and amortization. Other factors affecting SG&A expense were individually immaterial.
- (c) SG&A expense incurred by the Mexico operations during 2017 increased \$3.6 million, or 11.4%, from SG&A expense incurred by the Mexico operations during 2016 primarily because of a \$1.7 million increase in wages and benefits and a \$1.9 million increase in advertising and promotion expenses. These increases to SG&A expense were partially offset by a \$0.3 million benefit from a decline in foreign exchange rates. Other factors affecting SG&A expense were individually immaterial.
- (d) Administrative restructuring charges incurred by the U.S. operations during 2017 increased \$7.2 million, or 672.6%, from administrative restructuring charges incurred during 2016. Administrative restructuring charges incurred by the U.S. segment during 2017 included asset impairment costs of \$3.5 million related to the Athens, Alabama facility, severance costs of \$2.6 million related to GNP, the elimination of prepaid costs totaling \$0.7 million related to obsolete software assumed in the GNP acquisition, and facility closure costs totaling \$0.9 million related to the Luverne, Minnesota facility. Administrative restructuring charges incurred by the U.S. operations during 2016 represented impairment costs of \$0.8 million related to assets held for sale in Texas and impairment costs of \$0.3 million related to the sale of an asset in Louisiana.
- (e) Administrative restructuring charges incurred by the U.K. and Europe operations during 2017 increased \$1.5 million, or 100.0%, from administrative restructuring charges incurred during 2016. During 2017, administrative restructuring charges represented impairment costs of \$1.5 million related to a property in Dublin, Ireland.
- (f) Our Consolidated and Combined Financial Statements include the accounts of both our company and our majority owned subsidiaries. We eliminate all significant affiliate accounts and transactions upon consolidation.

*Interest expense.* Consolidated and combined interest expense increased 41.7% to \$107.2 million in 2017 from \$75.6 million in 2016, primarily because of an increase in the weighted average interest rate to 4.54% in 2017 from 4.39% in 2016 and an increase in average borrowings of \$2.0 billion in 2017 from \$1.5 billion in 2016. Borrowings increased primarily to fund both the GNP and Moy Park acquisitions during 2017. As a percent of net sales, interest expense in 2017 and 2016 was 1.00% and 0.77%, respectively.

*Income taxes.* Our consolidated income tax expense in 2017 was \$263.9 million, compared to income tax expense of \$243.9 million in 2016. The increase in income tax expense in 2017 resulted from an increase in pre-tax income during 2017, partially offset by the recognition of a future reduction in the U.S. tax rate during 2017.

## Liquidity and Capital Resources

The following table presents our available sources of liquidity as of December 30, 2018:

Source of Liquidity <sup>(a)</sup>	Facility Amount	Amount Outstanding	Available
(In millions)			
Cash and cash equivalents	\$ —	\$ —	\$ 338.4
Debt facilities:			
U.S. Credit Facility <sup>(a)</sup>	750.0	41.6	708.4
2018 Mexico Credit Facility <sup>(b)</sup>	76.3	—	76.3
U.K. and Europe Credit Facilities <sup>(c)</sup>	138.4	2.2	136.2

- (a) Availability under the U.S. Credit Facility is also reduced by our outstanding standby letters of credit. Standby letters of credit outstanding at December 30, 2018 totaled \$41.6 million.
- (b) As of December 30, 2018, the U.S. dollar-equivalent of the amount available under the 2018 Mexican Credit Facility (as described below) was \$76.3 million. The 2018 Mexican Credit Facility provides for a loan commitment of \$1.5 billion Mexican pesos.
- (c) The U.K. and Europe Credit Facilities provide for loan commitments of £100.0 million (or \$127.0 million U.S. dollar-equivalent) and €10.0 million (or \$11.4 million U.S. dollar-equivalent).

### ***Long-Term Debt and Other Borrowing Arrangements***

#### **U.S. Senior Notes**

On March 11, 2015, we completed a sale of \$500.0 million aggregate principal amount of our 5.75% senior notes due 2025. On September 29, 2017, we completed an add-on offering of \$250.0 million of these senior notes. The issuance price of this add-on offering was 102.0%, which created gross proceeds of \$255.0 million. The additional \$5.0 million will be amortized over the remaining life of the senior notes. On March 7, 2018, we completed another add-on offering of \$250.0 million of these senior notes (together with the senior notes issued in March 2015 and September 2017, the “Senior Notes due 2025”). The issuance price of this add-on offering was 99.25%, which created gross proceeds of \$248.1 million. The \$1.9 million discount will be amortized over the remaining life of the senior notes. Each issuance of the Senior Notes due 2025 is treated as a single class for all purposes under the 2015 Indenture (defined below) and have the same terms.

The Senior Notes due 2025 are governed by, and were issued pursuant to, an indenture dated as of March 11, 2015 by and among us, our guarantor subsidiary and Wells Fargo Bank, National Association, as trustee (the “2015 Indenture”). The 2015 Indenture provides, among other things, that the Senior Notes due 2025 bear interest at a rate of 5.75% per annum from the date of issuance until maturity, payable semi-annually in cash in arrears, beginning on September 15, 2015 for the Senior Notes due 2025 that were issued in March 2015 and beginning on March 15, 2018 for the Senior Notes due 2025 that were issued in September 2017 and March 2018.

On September 29, 2017, we completed a sale of \$600.0 million aggregate principal amount of its 5.875% senior notes due 2027. On March 7, 2018, we completed an add-on offering of \$250.0 million of these senior notes (together with the senior notes issued in September 2017, the “Senior Notes due 2027”). The issuance price of this add-on offering was 97.25%, which created gross proceeds of \$243.1 million. The \$6.9 million discount will be amortized over the remaining life of the Senior Notes due 2027. Each issuance of the Senior Notes due 2027 is treated as a single class for all purposes under the 2017 Indenture (defined below) and have the same terms.

The Senior Notes due 2027 are governed by, and were issued pursuant to, an indenture dated as of September 29, 2017 by and among us, our guarantor subsidiary and U.S. Bank National Association, as trustee (the “2017 Indenture”). The 2017 Indenture provides, among other things, that the Senior Notes due 2027 bear interest at a rate of 5.875% per annum from the date of issuance until maturity, payable semi-annually in cash in arrears, beginning on March 30, 2018 for the Senior Notes due 2027 that were issued in September 2017 and beginning on March 15, 2018 for the Senior Notes due 2027 that were issued in March 2018.

The Senior Notes due 2025 and the Senior Notes due 2027 are each guaranteed on a senior unsecured basis by our guarantor subsidiary. In addition, any of our other existing or future domestic restricted subsidiaries that incur or guarantee any other indebtedness (with limited exceptions) must also guarantee the Senior Notes due 2025 and the Senior Notes due 2027. The Senior Notes due 2025 and the Senior Notes due 2027 and related guarantees are unsecured senior obligations of our company and our guarantor subsidiary and rank equally with all of our and our guarantor subsidiary’s other unsubordinated indebtedness. The Senior Notes due 2025, the 2015 Indenture, the Senior Notes due 2027 and the 2017 Indenture also contain customary covenants and events of default, including failure to pay principal or interest on the Senior Notes due 2025 and the Senior Notes due 2027, respectively, when due, among others.

We used the net proceeds from the sale of the Senior Notes due 2025 and the Senior Notes due 2027 that were issued in September 2017 to repay in full the JBS S.A. Promissory Note issued as part of the Moy Park acquisition and for general corporate purposes. We used the net proceeds from the sale of the Senior Notes due 2025 and the Senior Notes due 2027 that were issued in March 2018 to pay the second tender price of Moy Park Notes (as described below), repay a portion of outstanding secured debt, and for general corporate purposes. The Senior Notes due 2025 and the Senior Notes due 2027 were sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act.

#### **Moy Park Senior Notes**

Between May 29, 2014 and April 17, 2015, Moy Park (Bondco) plc completed the sale of £300.0 million aggregate principal amount of its 6.25% senior notes due 2021 (the “Moy Park Senior Notes”). Between November 3, 2017 and March 8, 2018,

Moy Park (Bondco) plc completed the purchase for cash of the Moy Park Senior Notes through a tender offer. As of March 8, 2018, £234.3 million principal amount of Moy Park Senior Notes had been validly tendered and purchased by Moy Park (Bondco) plc.

On May 29, 2018, Moy Park (Bondco) plc redeemed all remaining Moy Park Senior Notes outstanding at the redemption price equal to 101.56% of the principal amount, plus accrued and unpaid interest. The aggregate principal amount of the Moy Park Senior Notes redeemed on May 29, 2018 was £65.7 million. As of December 30, 2018, there are no Moy Park Senior Notes outstanding.

### **U.S. Credit Facility**

On July 20, 2018, we, and certain of our subsidiaries entered into a Fourth Amended and Restated Credit Agreement (the “U.S. Credit Facility”) with CoBank, ACB, as administrative agent and collateral agent, and the other lenders party thereto. The U.S. Credit Facility provides for a \$750.0 million revolving credit commitment and a term loan commitment of up to \$500.0 million (the “Term Loans”). We used the proceeds from the term loan commitment under the U.S. Credit Facility, together with cash on hand, to repay the outstanding loans under our previous credit agreement with Coöperatieve Rabobank U.A., New York Branch, as administrative agent, and the other lenders and financial institutions party thereto.

The U.S. Credit Facility includes an accordion feature that allows us, at any time, to increase the aggregate revolving loan and term loan commitments by up to an additional \$1.25 billion, subject to the satisfaction of certain conditions, including obtaining the lenders’ agreement to participate in the increase.

The revolving loan commitment under the U.S. Credit Facility matures on July 20, 2023. All principal on the Term Loans is due at maturity on July 20, 2023. Installments of principal are required to be made, in an amount equal to 1.25% of the original principal amount of the Term Loans, on a quarterly basis prior to the maturity date of the Term Loans. Covenants in the U.S. Credit Facility also require us to use the proceeds it receives from certain asset sales and specified debt or equity issuances and upon the occurrence of other events to repay outstanding borrowings under the U.S. Credit Facility. As of December 30, 2018, we had Term Loans outstanding totaling \$500.0 million and the amount available for borrowing under the revolving loan commitment was \$708.4 million. We had letters of credit of \$41.6 million and no borrowings outstanding under the revolving loan commitment as of December 30, 2018.

The U.S. Credit Facility includes a \$75.0 million sub-limit for swingline loans and a \$125.0 million sub-limit for letters of credit. Outstanding borrowings under the revolving loan commitment and the Term Loans bear interest at a per annum rate equal to (i) in the case of LIBOR loans, LIBOR plus 1.25% through August 2, 2018 and, thereafter, based on our net senior secured leverage ratio, between LIBOR plus 1.25% and LIBOR plus 2.75% and (ii) in the case of alternate base rate loans, the base rate plus 0.25% through August 2, 2018 and, based on our net senior secured leverage ratio, between the base rate plus 0.25% and base rate plus 1.75% thereafter.

The U.S. Credit Facility contains customary financial and other various covenants for transactions of this type, including restrictions on our ability to incur additional indebtedness, incur liens, pay dividends, make certain restricted payments, consummate certain asset sales, enter into certain transactions with our affiliates, or merge, consolidate and/or sell or dispose of all or substantially all of our assets, among other things. The U.S. Credit Facility requires us to comply with a minimum level of tangible net worth covenant. The U.S. Credit Facility also provides that we may not incur capital expenditures in excess of \$500.0 million in any fiscal year.

All obligations under the U.S. Credit Facility continue to be unconditionally guaranteed by certain of our subsidiaries and continue to be secured by a first priority lien on (i) the accounts receivable and inventory of our company and our non-Mexico subsidiaries, (ii) 100% of the equity interests in our domestic subsidiaries, To-Ricos, Ltd. and To-Ricos Distribution, Ltd., and 65% of the equity interests in its direct foreign subsidiaries and (iii) substantially all of the assets of us and the guarantors under the U.S. Credit Facility. We are currently in compliance with the covenants under the U.S. Credit Facility.

### **Mexico Credit Facility**

On December 14, 2018, certain of our Mexican subsidiaries entered into an unsecured credit agreement (the “2018 Mexico Credit Facility”) with Banco del Bajío, Sociedad Anónima, Institución de Banca Múltiple, as lender. The loan commitment under the 2018 Mexico Credit Facility is \$1.5 billion Mexican pesos and can be borrowed on a revolving basis. The U.S. dollar-equivalent of the loan commitment under the 2018 Mexico Credit Facility is \$76.3 million. Outstanding borrowings under the 2018 Mexico Credit Facility accrue interest at a rate equal to the 28-Day Interbank Equilibrium Interest Rate plus 1.50%. The 2018 Mexico Credit Facility contains covenants and defaults that we believe are customary for transactions of this type. The 2018 Mexico Credit Facility will be used for general corporate and working capital purposes. The 2018 Mexico Credit Facility will mature on December 14, 2023.

The 2018 Mexico Credit Facility replaced the unsecured credit agreement (the “2016 Mexico Credit Facility”) between certain of our Mexican subsidiaries and BBVA Bancomer, S.A. Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer, as lender, dated September 27, 2016. The 2016 Mexico Credit Facility was terminated on December 19, 2018.

#### **Moy Park Bank of Ireland Revolving Facility Agreement**

On June 2, 2018, Moy Park Holdings (Europe) Ltd. and its subsidiaries entered into an unsecured multicurrency revolving facility agreement (the “Bank of Ireland Facility Agreement”) with the Governor and Company of the Bank of Ireland, as agent, and the other lenders party thereto. The Bank of Ireland Facility Agreement provides for a multicurrency revolving loan commitment of up to £100.0 million. The multicurrency revolving loan commitments under the Bank of Ireland Facility Agreement matures on June 2, 2023. Outstanding borrowings under the Bank of Ireland Facility Agreement bear interest at a rate per annum equal to the sum of (i) LIBOR or, in relation to any loan in euros, EURIBOR, plus (ii) a margin, ranging from 1.25% to 2.00% based on Leverage (as defined in the Bank of Ireland Facility Agreement). All obligations under the Bank of Ireland Facility Agreement are guaranteed by certain of Moy Park’s subsidiaries. As of December 30, 2018, the U.S. dollar-equivalent loan commitment and borrowing availability were both \$127.0 million. There were no outstanding borrowings under the Bank of Ireland Facility Agreement as of December 30, 2018.

The Bank of Ireland Facility Agreement contains representations and warranties, covenants, indemnities and conditions that we believe are customary for transactions of this type. Pursuant to the terms of the Bank of Ireland Facility Agreement, Moy Park is required to meet certain financial and other restrictive covenants. Additionally, Moy Park is prohibited from taking certain actions without consent of the lenders, including, without limitation, incurring additional indebtedness, entering into certain mergers or other business combination transactions, permitting liens or other encumbrances on its assets and making restricted payments, including dividends, in each case except as expressly permitted under the Bank of Ireland Facility Agreement. The Bank of Ireland Facility Agreement contains events of default that we believe are customary for transactions of this type. If a default occurs, any outstanding obligations under the Bank of Ireland Facility Agreement may be accelerated.

#### **Moy Park France Invoice Discounting Facility**

In June 2009, Moy Park France Sàrl entered into a €20.0 million invoice discounting facility with GE De Facto (the “Invoice Discounting Facility”). The facility limit was decreased by 50 percent in June 2018. The Invoice Discounting Facility is payable on demand and the term is extended on an annual basis. The agreement can be terminated by either party with three months’ notice. Outstanding borrowings under the Invoice Discounting Facility bear interest at a per annum rate equal to EURIBOR plus 0.80%. As of December 30, 2018, the U.S. dollar-equivalent loan commitment, borrowing availability, and outstanding borrowings under the Invoice Discounting Facility were \$11.4 million, \$9.2 million and \$2.2 million, respectively.

The Invoice Discounting Facility contains financial covenants and various other covenants that may adversely affect Moy Park’s ability to, among other things, incur additional indebtedness, consummate certain asset sales, enter into certain transactions with JBS and our other affiliates, merge, consolidate and/or sell or dispose of all or substantially all of Moy Park’s assets.

#### **Moy Park Credit Agricole Bank Overdraft**

On December 3, 2018, Moy Park entered into an unsecured €0.5 million bank overdraft agreement (the “Overdraft Agreement”) with Credit Agricole. The Overdraft Agreement is payable on demand and can be cancelled anytime by us or Credit Agricole. Outstanding borrowings under the Overdraft Agreement bear interest at a per annum rate equal to EURIBOR plus 1.50%. As of December 30, 2018, the U.S. dollar-equivalent outstanding borrowing under the Overdraft Agreement was less than \$0.1 million.

#### **Moy Park Multicurrency Revolving Facility Agreement**

On March 19, 2015, Moy Park Holdings (Europe) Ltd. and its subsidiaries, entered into an agreement with Barclays Bank plc, which expired on March 19, 2018. The agreement provided for a multicurrency revolving loan commitment of up to £20.0 million.

#### **Moy Park Receivables Finance Agreement**

Moy Park Ltd., entered into a £45.0 million receivables finance agreement on January 29, 2016 (the “Receivables Finance Agreement”), with Barclays Bank plc. Moy Park Holdings (Europe) Ltd. repaid the Receivables Finance Agreement in full using available cash and proceeds from the Bank of Ireland Facility Agreement and terminated the Receivables Finance Agreement with Barclays Bank plc on June 4, 2018.

#### **Collateral**

Substantially all of our domestic inventories and domestic fixed assets are pledged as collateral to secure the obligations under the U.S. Credit Facility.

### Off-Balance Sheet Arrangements

We maintain operating leases for various types of equipment, some of which contain residual value guarantees for the market value of assets at the end of the term of the lease. The terms of the lease maturities range from one to ten years. We estimate the maximum potential amount of the residual value guarantees is approximately \$55.9 million; however, the actual amount would be offset by any recoverable amount based on the fair market value of the underlying leased assets. No liability has been recorded related to this contingency as the likelihood of payments under these guarantees is not considered to be probable, and the fair value of the guarantees is immaterial. We historically have not experienced significant payments under similar residual guarantees.

We are a party to many routine contracts in which we provide general indemnities in the normal course of business to third parties for various risks. Among other considerations, we have not recorded a liability for any of these indemnities as, based upon the likelihood of payment, the fair value of such indemnities would not have a material impact on our financial condition, results of operations and cash flows.

### Capital Expenditures

We anticipate spending between \$260 million and \$280 million on the acquisition of property, plant and equipment in 2019. Capital expenditures will primarily be incurred to improve efficiencies and reduce costs. We expect to fund these capital expenditures with cash flow from operations and proceeds from the revolving lines of credit under our various debt facilities.

### Contractual Obligations

In addition to our debt commitments at December 30, 2018, we had other commitments and contractual obligations that obligate us to make specified payments in the future. The following table summarizes the total amounts due as of December 30, 2018, under all debt agreements, commitments and other contractual obligations. The table indicates the years in which payments are due under the contractual obligations.

Contractual Obligations <sup>(a)</sup>	Payments Due By Period				
	Total	Less than One Year	One to Three Years	Three to Five Years	Greater than Five Years
	(In thousands)				
Long-term debt <sup>(b)</sup>	\$ 2,352,684	\$ 27,684	\$ 50,000	\$ 425,000	\$ 1,850,000
Interest <sup>(c)</sup>	902,861	125,747	248,884	242,230	286,000
Capital leases	4,043	2,971	1,069	3	—
Operating leases	349,654	84,220	117,104	81,693	66,637
Derivative liabilities	11,440	11,440	—	—	—
Purchase obligations <sup>(d)</sup>	440,438	433,778	6,660	—	—
<b>Total</b>	<b>\$ 4,061,120</b>	<b>\$ 685,840</b>	<b>\$ 423,717</b>	<b>\$ 748,926</b>	<b>\$ 2,202,637</b>

(a) The total amount of unrecognized tax benefits at December 30, 2018 was \$12.4 million. We did not include this amount in the contractual obligations table above as reasonable estimates cannot be made at this time of the amounts or timing of future cash outflows.

(b) Long-term debt is presented at face value and excludes \$41.6 million in letters of credit outstanding related to normal business transactions.

(c) Interest expense in the table above assumes the continuation of interest rates and outstanding borrowings as of December 30, 2018.

(d) Includes agreements to purchase goods or services that are enforceable and legally binding on us and that specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum, or variable price provisions; and the approximate timing of the transaction.

We expect cash flows from operations, combined with availability under the U.S. Credit Facility, and U.K. and Europe Credit Facilities to provide sufficient liquidity to fund current obligations, projected working capital requirements, maturities of long-term debt and capital spending for at least the next twelve months.

### Historical Flow of Funds

#### Calendar Year 2018

Cash provided by operating activities was \$491.7 million during 2018. The cash flows provided by operating activities resulted primarily from net income of \$246.8 million, net noncash expenses of \$348.1 million, a change in accounts payable, accrued expenses and other current liabilities of \$86.8 million and a change in inventories of \$83.2 million. These cash flows were partially offset by the use of \$248.5 million in cash related to income taxes, the use of \$11.6 million in cash related to prepaid

expenses and other current assets, the use of \$10.9 million in cash related to trade accounts and other receivables and the use of \$6.8 million in cash related to long-term pension and other postretirement obligations.

Accounts payable and accrued expenses, including accounts payable to related parties, had proceeds of \$86.8 million related to operating activities during 2018. This change resulted primarily from the timing of payments.

The change in inventories represented a \$83.2 million source of cash related to operating activities during 2018. The change in cash related to a decrease in our finished products inventory.

Trade accounts and other receivables, including accounts receivable from related parties, used cash of \$10.9 million related to operating activities during 2018. This change is primarily due to customer payment timing.

Prepaid expenses and other current assets had uses of cash of \$11.6 million related to operating activities during 2018. This change resulted primarily from a net increase in both commodity derivatives and value-added tax receivables.

Income taxes, which includes income taxes receivables, income taxes payable, deferred tax assets, deferred tax liabilities, reserves for uncertain tax positions and the tax components within accumulated other comprehensive loss, had proceeds of cash of \$248.5 million. This change resulted primarily from the timing of estimated tax payments.

Net non-cash expenses provided \$348.1 million in operating cash flows during 2018. Net non-cash expense items increased primarily because of \$279.7 million related to depreciation and amortization, \$32.5 million related to deferred income tax expense, noncash loss on early extinguishment of debt of \$15.8 million, share-based compensation of \$13.2 million, and foreign currency transaction loss related to borrowing arrangements of \$5.3 million.

Cash used in investing activities was \$338.9 million during 2018. Cash used to acquire property, plant and equipment totaled \$348.7 million. Capital expenditures were primarily incurred to improve operational efficiencies and reduce costs. Capital expenditures for 2018 could not exceed \$500.0 million under the terms of our U.S. credit facility. Cash proceeds generated from property disposals for the period totaled \$9.8 million.

Cash used in financing activities was \$384.2 million during 2018. Cash proceeds from long-term debt totaled \$748.4 million, cash proceeds from equity contributions under a tax sharing agreement with JBS USA Food Company Holdings totaled \$5.6 million and capital contributions to subsidiary by noncontrolling stockholders totaled \$1.4 million. These sources of cash were offset by \$1.1 billion in cash used for payments on revolving lines of credit, long-term borrowings and capital lease obligations, \$12.6 million in cash used to pay capitalized loan costs, \$9.8 million in cash used for payments relating to early extinguishment of debt and \$0.2 million in cash used to purchase common stock under the share repurchase program.

#### ***Calendar Year 2017***

Cash provided by operating activities was \$801.3 million during 2017. The cash flows provided by operating activities were primarily from net income of \$718.2 million, net noncash expenses of \$233.9 million and changes in income taxes of \$188.1 million. These cash flows were partially offset by the use of \$207.4 million in cash related to inventories, the use of \$82.2 million in cash related to trade accounts and other receivables, deferred income tax benefit of \$50.0 million and the use of \$22.8 million in cash related to accounts payable, accrued expenses and other current liabilities.

The change in trade accounts and other receivables, including accounts receivable from related parties, represented an \$82.2 million use of cash related to operating activities for 2017. This change is primarily due to customer payment timing.

The change in inventories represented a \$207.4 million use of cash related to operating activities for 2017. This change in cash related to inventories was primarily due to increases in our live chicken and finished chicken products and inventories related to the GNP acquisition.

The change in prepaid expenses and other current assets represented a \$14.8 million use of cash related to operating activities for 2017. This change resulted primarily from a net increase in value-added tax receivables, as well as increases in prepaid expenses and other current assets related to the GNP acquisition.

The change in accounts payable, revenue contract liabilities, accrued expenses and other current liabilities, including accounts payable to related parties, represented a \$22.8 million use of cash related to operating activities for 2017. This change resulted primarily from the timing of payments.

The change in income taxes, which includes income taxes receivable, income taxes payable, deferred tax assets, deferred tax liabilities reserves for uncertain tax positions, and the tax components within accumulated other comprehensive loss, represented

a \$188.1 million source of cash related to operating activities for 2017. This change resulted primarily from the timing of estimated tax payments.

Net non-cash expenses provided \$233.9 million in cash related to operating activities for 2017. Net non-cash expense items included depreciation and amortization of \$277.8 million, partially offset by a deferred income tax benefit of \$50.0 million.

Cash used in investing activities totaled \$992.1 million during 2017. Cash used to acquire GNP, net of cash acquired, totaled \$658.5 million and cash used to acquire property, plant and equipment totaled \$339.9 million. Capital expenditures were primarily incurred to improve operational efficiencies, reduce costs and tailor processes to meet specific customer needs in order to further solidify our competitive advantages. Capital expenditures for 2017 could not exceed \$500.0 million under the terms of our U.S. credit facility. Cash proceeds from property disposals and from settlement of life insurance totaled \$4.5 million and \$1.8 million, respectively.

Cash proceeds from financing activities totaled \$466.4 million during 2017. Cash proceeds from long-term debt totaled \$1.9 billion and cash proceeds from equity contributions under the Tax Sharing Agreement with JBS USA Food Company Holdings totaled \$5.0 million. These sources of cash were offset by the \$753.5 million in cash used for the payment of note payable to affiliate, the \$628.7 million repayment of long-term debt, \$14.6 million used for the purchase of common stock under a share repurchase program and for the payment of capitalized loan costs totaling \$13.6 million.

#### **Recent Accounting Pronouncements Adopted in 2018**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which provides for a single five-step model to be applied to all revenue contracts with customers. The new standard also requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. Companies have an option to use either a retrospective approach or cumulative effect adjustment approach to implement the standard. We adopted this standard as of January 1, 2018, the beginning of our 2018 fiscal year, using the cumulative effect adjustment, often referred to as modified retrospective approach. Under this method, we did not restate the prior financial statements presented, and would record any adjustments in the opening balance sheet for January 2018. There was no cumulative effect to be recorded as an adjustment to the opening balance of retained earnings. The comparative information was not restated and continues to be presented under the accounting standards in effect for those periods. Additional disclosures will include the amount by which each financial statement line item is affected in the current reporting period during 2018, as compared to the prior guidance. We expect minimal impact from the adoption of the new standard to the financial statements on a go forward basis, except for expanded disclosures. Revenue is currently recognized at destination and will continue to be recognized at point in time under the new guidance. Additional information regarding revenue recognition is included in “Note 13. Revenue Recognition.”

In March 2017, the FASB issued ASU 2017-07, *Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, which, in an effort to improve consistency and transparency, requires the service cost component of defined benefit pension cost and postretirement benefit cost (“net benefit cost”) to be reported in the same line of the income statement as other compensation costs earned by the employee and the other components of net benefit cost to be reported below income from operations. We adopted this standard as of January 1, 2018, the beginning of our 2018 fiscal year. The initial adoption of this guidance did not have a material impact on our financial statements.

#### **Recent Accounting Pronouncements Not Yet Adopted as of December 30, 2018**

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, along with several updates, which, in an effort to increase transparency and comparability among organizations utilizing leasing, requires an entity that is a lessee to recognize the assets and liabilities arising from operating leases on the balance sheet. This guidance also requires disclosures about the amount, timing and uncertainty of cash flows arising from leases. In transition, the entity may elect to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach or the beginning of the period of adoption using a cumulative-effect adjustment approach. The provisions of the new guidance will be effective as of the beginning of our 2019 fiscal year. We will adopt the new standard as of December 31, 2018, the beginning of our 2019 fiscal year and recognize and measure leases at the beginning of the period of adoption. We will elect the package of practical expedients available under the transition guidance which, among other things, allows the carry-forward of historical lease classification. We will make an accounting policy election to not apply the new guidance to leases with a term of 12 months or less and will recognize those payments in the Consolidated Statement of Income on a straight-line basis over the lease term. We have implemented a system solution for administering our leases and facilitating compliance with the new guidance. Adoption of the standard will have a material impact on our Consolidated Balance Sheet as a result of the increase in assets and liabilities from recognition of right-of-use assets and lease liabilities. However, we do not believe the standard will have a material impact on our Consolidated Statement of Income.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which, in an effort to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments, replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The amendments affect loans, debt securities, trade receivables, net investments in leases, off-balance sheet credit exposures, reinsurance receivables and any other financial assets not excluded from the scope that have the contractual right to receive cash. The provisions of the new guidance will be effective as of the beginning of our 2020 fiscal year. Early adoption is permitted after our 2018 fiscal year. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected an adoption date.

In August 2017, the FASB issued ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*, an accounting standard update that simplifies the application of hedge accounting guidance in current GAAP and improves the reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements. Among the simplification updates, the standard eliminates the requirement in current GAAP to separately recognize periodic hedge ineffectiveness. Mismatches between the changes in value of the hedged item and hedging instrument may still occur but they will no longer be separately reported. The standard requires the presentation of the earnings effect of the hedging instrument in the same income statement line item in which the earnings effect of the hedged item is reported. The standard is effective for annual and interim reporting periods beginning after December 15, 2018, but early adoption is permitted. We have elected to adopt this standard as of December 31, 2018, the beginning of our 2019 fiscal year. We do not expect the initial adoption of this guidance did not have a material impact on our financial statements.

In February 2018, the FASB issued ASU 2018-02, *Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*, an accounting standard update that allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the U.S. Tax Cuts and Jobs Act. We will need to decide whether to reclassify the stranded tax effects associated with the U.S. Tax Cuts and Jobs Act from accumulated other comprehensive income to retained earnings. If we choose to reclassify we will need to calculate the amount of the reclassification and prepare the related disclosures. We have elected to adopt this standard as of December 31, 2018, the beginning of our 2019 fiscal year. We do not expect the initial adoption of this guidance did not have a material impact on our financial statements.

In July 2018, the FASB issued ASU 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*, an accounting standard update to improve non-employee share-based payment accounting. The accounting standard update more closely aligns the accounting for employee and non-employee share based payments. The accounting standards update is effective as of the beginning of our 2019 calendar year with early adoption permitted. We have elected to adopt this standard as of December 31, 2018, the beginning of our 2019 fiscal year. We do not expect the initial adoption of this guidance did not have a material impact on our financial statements.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*, new accounting guidance to improve the effectiveness of disclosures related to fair value measurements. The new guidance removes certain disclosure requirements related to transfers between Level 1 and Level 2 of the fair value hierarchy along with the policy for timing of transfers between levels and the valuation processes for Level 3 fair value measurements. Additions to the disclosure requirements include more quantitative information related to significant unobservable inputs used in Level 3 fair value measurements and gains and losses included in other comprehensive income. The new guidance will be effective as of our 2020 fiscal year with early adoption permitted. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected an adoption date.

In August 2018, the FASB issued ASU 2018-14, *Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans*, new accounting guidance to improve the effectiveness of disclosures related to defined benefit plans by eliminating certain required disclosures, clarifying existing disclosures, and adding new disclosures. Changes include removing disclosures related to the amounts in accumulated other comprehensive income expected to be recognized in the next fiscal year, adding narrative disclosure of the reasons for significant gains and losses related to changes in the defined benefit obligation, and clarifying the disclosures required for plans with projected and accumulated benefit obligations in excess of plan assets. The new guidance will be effective as of our 2020 fiscal year with early adoption permitted. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected an adoption date.

## **Critical Accounting Policies and Estimates**

*General.* Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us

to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, inventory, goodwill and other intangible assets, litigation and income taxes. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements.

*Revenue Recognition.* The vast majority of our revenue is derived from contracts which are based upon a customer ordering our products. While there may be master agreements, the contract is only established when the customer's order is accepted by us. We account for a contract, which may be verbal or written, when it is approved and committed by both parties, the rights of the parties are identified along with payment terms, the contract has commercial substance and collectability is probable.

We evaluate the transaction for distinct performance obligations, which are the sale of our products to customers. Since our products are commodity market-priced, the sales price is representative of the observable, standalone selling price. Each performance obligation is recognized based upon a pattern of recognition that reflects the transfer of control to the customer at a point in time, which is upon destination (customer location or port of destination) and faithfully depicts the transfer of control and recognition of revenue. There are instances of customer pick-up at our facilities, in which case control transfers to the customer at that point and we recognize revenue. Our performance obligations are typically fulfilled within days to weeks of the acceptance of the order.

We make judgments regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from revenue and cash flows with customers. Determination of a contract requires evaluation and judgment along with the estimation of the total contract value and if any of the contract value is constrained. Due to the nature of our business, there is minimal variable consideration, as the contract is established at the acceptance of the order from the customer. When applicable, variable consideration is estimated at contract inception and updated on a regular basis until the contract is completed. Allocating the transaction price to a specific performance obligation based upon the relative standalone selling prices includes estimating the standalone selling prices including discounts and variable consideration.

*Inventory.* Live chicken inventories are stated at the lower of cost or market and breeder hen inventories at the lower of cost, less accumulated amortization, or market. The costs associated with breeder hen inventories are accumulated up to the production stage and amortized over their productive lives using the unit-of-production method. Finished poultry products, feed, eggs and other inventories are stated at the lower of cost (average) or market. We record valuations and adjustments for our inventory and for estimated obsolescence at or equal to the difference between the cost of inventory and the estimated market value based upon known conditions affecting inventory obsolescence, including significantly aged products, discontinued product lines, or damaged or obsolete products. We allocate meat costs between our various finished chicken products based on a by-product costing technique that reduces the cost of the whole bird by estimated yields and amounts to be recovered for certain by-product parts. This primarily includes leg quarters, wings, tenders and offal, which are carried in inventory at the estimated recovery amounts, with the remaining amount being reflected as our breast meat cost. Generally, we perform an evaluation of whether any lower of cost or market adjustments are required at the country level based on a number of factors, including: (i) pools of related inventory, (ii) product continuation or discontinuation, (iii) estimated market selling prices and (iv) expected distribution channels. If actual market conditions or other factors are less favorable than those projected by management, additional inventory adjustments may be required.

*Goodwill and Other Intangibles, net.* Goodwill represents the excess of the aggregate purchase price over the fair value of the net identifiable assets acquired in a business combination. Identified intangible assets represent trade names, customer relationships and non-compete agreements arising from acquisitions that are recorded at fair value as of the date acquired less accumulated amortization, if any. We use various market valuation techniques to determine the fair value of its identified intangible assets.

Goodwill and other intangible assets with indefinite lives are not amortized but are tested for impairment on an annual basis in the fourth quarter of each fiscal year or more frequently if impairment indicators arise. For goodwill, an impairment loss is recognized for any excess of the carrying amount of a reporting unit's goodwill over the implied fair value of that goodwill. Management first reviews relevant qualitative factors to determine if an indication of impairment exists for a reporting unit. If management determines there is an indication that the carrying amount of reporting unit goodwill might be impaired, a quantitative analysis is performed. Management performed a qualitative analysis noting no indications of goodwill impairment in any of its reporting units as of December 30, 2018. For indefinite-lived intangible assets, an impairment loss is recognized if the carrying amount of an indefinite-lived intangible asset exceeds the estimated fair value of that intangible asset. Management first reviews

relevant qualitative factors to determine if an indication of impairment exists. If management determines there is an indication that the carrying amount of the intangible asset might be impaired, and quantitative analysis is performed. Management performed a qualitative analysis noting no indications of impairment for any of its indefinite-lived intangible assets as of December 30, 2018.

Identifiable intangible assets with definite lives, such as customer relationships, non-compete agreements and trade names that we expect to use for a limited amount of time, are amortized over their estimated useful lives on a straight-line basis. The useful lives range from three to 20 years for trade names and non-compete agreements and 5 to 16 years for customer relationships. Identified intangible assets with definite lives are tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Management assessed if events or changes in circumstances indicated that the aggregate carrying amount of its identified intangible assets with definite lives might not be recoverable and determined that there were no impairment indicators during the fifty-two weeks ended December 30, 2018 and fifty-three weeks ended December 31, 2017.

*Litigation and Contingent Liabilities.* We are subject to lawsuits, investigations and other claims related to employment, environmental, product, and other matters. We are required to assess the likelihood of any adverse judgments or outcomes, as well as potential ranges of probable losses, to these matters. We estimate the amount of reserves required for these contingencies when losses are determined to be probable and after considerable analysis of each individual issue. We expense legal costs related to such loss contingencies as they are incurred. With respect to our environmental remediation obligations, the accrual for environmental remediation liabilities is measured on an undiscounted basis. These reserves may change in the future due to changes in our assumptions, the effectiveness of strategies, or other factors beyond our control.

*Income Taxes.* We follow provisions under ASC No. 740-10-30-27 in the Expenses-Income Taxes topic with regard to members of a group that file a consolidated tax return but issue separate financial statements. We file our own U.S. federal tax return, but we are included in certain state unitary returns with JBS USA Holdings. Our income tax expense is computed using the separate return method. The provision for income taxes has been determined using the asset and liability approach of accounting for income taxes. For the unitary states, we have an obligation to make tax payments to JBS USA Holdings for our share of the unitary taxable income, which is included in taxes payable in our Consolidated Balance Sheets. Under this approach, deferred income taxes reflect the net tax effect of temporary differences between the book and tax bases of recorded assets and liabilities, net operating losses and tax credit carry forwards. The amount of deferred tax on these temporary differences is determined using the tax rates expected to apply to the period when the asset is realized or the liability is settled, as applicable, based on the tax rates and laws in the respective tax jurisdiction enacted as of the balance sheet date. We recognize potential interest and penalties related to income tax positions as a part of the income tax provision.

## **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

### **Market Risk-Sensitive Instruments and Positions**

The risk inherent in our market risk-sensitive instruments and positions is primarily the potential loss arising from adverse changes in commodity prices, foreign currency exchange rates, interest rates and the credit quality of available-for-sale securities as discussed below. The sensitivity analyses presented do not consider the effects that such adverse changes may have on overall economic activity, nor do they consider additional actions our management may take to mitigate our exposure to such changes. Actual results may differ.

### **Commodity Prices**

We purchase certain commodities, primarily corn, soybean meal and wheat, for use as ingredients in the feed we either sell commercially or consume in our live operations. As a result, our earnings are affected by changes in the price and availability of such feed ingredients. In the past, we have from time to time attempted to minimize our exposure to the changing price and availability of such feed ingredients using various techniques, including, but not limited to, (i) executing purchase agreements with suppliers for future physical delivery of feed ingredients at established prices and (ii) purchasing or selling derivative financial instruments such as futures and options.

For this sensitivity analysis, market risk is estimated as a hypothetical 10.0% change in the weighted-average cost of our primary feed ingredients as of December 30, 2018 and December 31, 2017. However, fluctuations greater than 10.0% could occur. Based on our feed consumption during 2018 and 2017, such a change would have resulted in a change to cost of sales of approximately \$304.0 million and \$279.7 million, respectively, excluding the impact of any feed ingredients derivative financial instruments in that period. A 10.0% change in ending feed ingredients inventories at December 30, 2018 and December 31, 2017 would be \$11.6 million and \$14.6 million, respectively, excluding any potential impact on the production costs of our chicken inventories.

We purchase commodity derivative financial instruments, specifically exchange-traded futures and options, in an attempt to mitigate price risk related to its anticipated consumption of commodity inputs for the next 12 months. A 10.0% increase in corn, soybean meal, and soybean oil prices on December 30, 2018 and December 31, 2017 would have resulted in an increase of approximately \$2.1 million and \$0.5 million, respectively, in the fair value of our net commodity derivative position, including margin cash, as of that date.

### **Interest Rates**

Our variable-rate debt instruments represent approximately 21.3% and 34.7% of our total debt at December 30, 2018 and December 31, 2017, respectively. Holding other variables constant, including levels of indebtedness, an increase in interest rates of 25 basis points would have increased our interest expense by \$0.1 million and \$0.6 million in 2018 and 2017, respectively.

Market risk for fixed-rate debt is estimated as the potential increase in fair value resulting from a hypothetical decrease in interest rates of 10.0%. Using a discounted cash flow analysis, a hypothetical 10.0% decrease in interest rates would have decreased the fair value of our fixed-rate debt by approximately \$12.9 million and \$10.2 million as of December 30, 2018 and December 31, 2017, respectively.

### **Foreign Currency**

Our earnings are also affected by foreign exchange rate fluctuations related to the Mexican peso net monetary position of our Mexico subsidiaries. We manage this exposure primarily by attempting to minimize our Mexican peso net monetary position. We are also exposed to the effect of potential currency exchange rate fluctuations to the extent that amounts are repatriated from Mexico to the U.S. We currently anticipate that the future cash flows of our Mexico subsidiaries will be reinvested in our Mexico operations.

The Mexican peso exchange rate can directly and indirectly impact our financial condition and results of operations in several ways, including potential economic recession in Mexico because of devaluation of their currency. Foreign currency exchange losses, representing the change in the U.S. dollar value of the net monetary assets in 2018 and net monetary liability in 2016 of our Mexican subsidiaries denominated in Mexican pesos, were \$15.9 million and \$3.9 million, respectively. Foreign currency exchange gains, representing the change in the U.S. dollar value of the net monetary assets in 2017 of our Mexican subsidiaries was \$2.7 million in 2017. The average exchange rates for 2018, 2017, and 2016 were 19.22 Mexican pesos to 1 U.S. dollar, 18.93 Mexican pesos to 1 U.S. dollar, and 18.64 Mexican pesos to 1 U.S. dollar, respectively. For this sensitivity analysis, market risk is estimated as a hypothetical 10.0% deterioration in the current exchange rate used to convert Mexican pesos to U.S. dollars as of December 30, 2018 and December 31, 2017. However, fluctuations greater than 10.0% could occur. Based on the net monetary asset position of our Mexico operations at December 30, 2018 and December 31, 2017, such a change would have resulted in an increase in foreign currency transaction loss recognized in 2018 and 2017 of approximately \$2.1 million and \$3.7 million, respectively. No assurance can be given as to how future movements in the Mexican peso could affect our future financial condition or results of operations.

Additionally, we are exposed to foreign exchange-related variability of investments and earnings from our foreign investments in Europe (including the U.K.). Foreign currency market risk is the possibility that our financial results or financial position could be better or worse than planned because of changes in foreign currency exchange rates. At December 30, 2018 and December 31, 2017, our U.K. and Europe segment had net assets of approximately \$2.0 billion and \$2.2 billion, respectively, denominated in British pounds, after consideration of our derivative and nonderivative financial instruments. Based on our sensitivity analysis, a 10% adverse change in exchange rates would have caused a reduction of \$198.7 million and \$222.8 million to our net assets for December 30, 2018 and December 31, 2017, respectively.

At December 30, 2018 and December 31, 2017, we had foreign currency forward contracts, which were designated and qualify as cash flow hedges, with an aggregate notional amount of \$35.0 million and \$38.0 million, respectively, to hedge a portion of our investments in Europe (including the U.K.). On the basis of our sensitivity analysis, a weakening of the U.S. dollar against the British pound by 10% would have resulted in a \$2.6 million and \$3.0 million negative change in our cash flow on settlement for December 30, 2018 and December 31, 2017, respectively. A weakening of the U.S. dollar against the euro by 10% would result in a \$0.9 million and \$0.8 million negative change in our cash flows on settlement for December 30, 2018 and December 31, 2017, respectively. No assurance can be given as to how future movements in currency rates could affect our future financial condition or results of operations.

### **Quality of Investments**

Certain retirement plans that we sponsor invest in a variety of financial instruments. We have analyzed our portfolios of investments and, to the best of our knowledge, none of our investments, including money market funds units, commercial paper and municipal securities, have been downgraded, and neither we nor any fund in which we participate hold significant amounts

of structured investment vehicles, auction rate securities, collateralized debt obligations, credit derivatives, hedge funds investments, fund of funds investments or perpetual preferred securities. Certain postretirement funds in which we participate hold significant amounts of mortgage-backed securities. However, none of the mortgages collateralizing these securities are considered subprime.

**Impact of Inflation**

Due to low to moderate inflation in the U.S., U.K. and Europe, and Mexico and our rapid inventory turnover rate, the results of operations have not been significantly affected by inflation during the past three-year period.

## Item 8. Financial Statements and Supplementary Data

### Report of Independent Registered Public Accounting Firm

The Stockholders and Board of Directors

Pilgrim's Pride Corporation:

#### *Opinion on the Consolidated and Combined Financial Statements*

We have audited the accompanying consolidated balance sheets of Pilgrim's Pride Corporation (the Company) as of December 30, 2018 and December 31, 2017, the related consolidated and combined statements of income, comprehensive income, stockholders' equity, and cash flows for the fifty-two weeks ended December 30, 2018, the fifty-three weeks ended December 31, 2017, and the fifty-two weeks ended December 25, 2016, and the related notes and financial statement schedule II (collectively, the consolidated and combined financial statements). In our opinion, the consolidated and combined financial statements present fairly, in all material respects, the financial position of the Company as of December 30, 2018 and December 31, 2017, and the results of its operations and its cash flows for the fifty-two weeks ended December 30, 2018, the fifty-three weeks ended December 31, 2017, and the fifty-two weeks ended December 25, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 30, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 13, 2019 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

#### *Change in Accounting Principle*

As discussed in Note 1 to the consolidated and combined financial statements, the Company has changed its method of accounting for revenue in the fifty-two weeks ended December 30, 2018 due to the adoption of ASU 2014-09, *Revenue from Contracts with Customers*.

#### *Basis for Opinion*

These consolidated and combined financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated and combined financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated and combined financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated and combined financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated and combined financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated and combined financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2012.

Denver, Colorado

February 13, 2019



**PILGRIM'S PRIDE CORPORATION  
CONSOLIDATED BALANCE SHEETS**

	December 30, 2018	December 31, 2017
	(In thousands, except share and par value data)	
Cash and cash equivalents	\$ 338,386	\$ 581,510
Restricted cash and cash equivalents	23,192	8,021
Trade accounts and other receivables, less allowance for doubtful accounts	561,549	565,478
Accounts receivable from related parties	1,331	2,951
Inventories	1,159,519	1,255,070
Income taxes receivable	38,479	—
Prepaid expenses and other current assets	112,023	102,550
Assets held for sale	178	708
<b>Total current assets</b>	<b>2,234,657</b>	<b>2,516,288</b>
Deferred tax assets	4,248	—
Other long-lived assets	16,717	18,165
Identified intangible assets, net	564,128	617,163
Goodwill	949,750	1,001,889
Property, plant and equipment, net	2,161,702	2,095,147
<b>Total assets</b>	<b>\$ 5,931,202</b>	<b>\$ 6,248,652</b>
Accounts payable	\$ 830,059	\$ 733,027
Accounts payable to related parties	7,269	2,889
Revenue contract liability	33,328	36,607
Accrued expenses and other current liabilities	386,941	410,152
Income taxes payable	8,221	222,073
Current maturities of long-term debt	30,405	47,775
<b>Total current liabilities</b>	<b>1,296,223</b>	<b>1,452,523</b>
Long-term debt, less current maturities	2,295,190	2,635,617
Noncurrent income taxes payable	7,731	—
Deferred tax liabilities	237,422	208,492
Other long-term liabilities	75,051	96,359
<b>Total liabilities</b>	<b>3,911,617</b>	<b>4,392,991</b>
Commitments and contingencies		
Preferred stock, \$.01 par value, 50,000,000 shares authorized; no shares issued	—	—
Common stock, \$.01 par value, 800,000,000 shares authorized; 260,396,032 and 260,167,881 shares issued at year-end 2018 and year-end 2017, respectively; 248,965,081 and 248,752,508 shares outstanding at year-end 2018 and year-end 2017, respectively	2,604	2,602
Treasury stock, at cost, 11,430,951 shares and 11,415,373 shares at year-end 2018 and year-end 2017, respectively	(231,994)	(231,758)
Additional paid-in capital	1,945,136	1,932,509
Retained earnings	421,888	173,943
Accumulated other comprehensive loss	(127,834)	(31,140)
<b>Total Pilgrim's Pride Corporation stockholders' equity</b>	<b>2,009,800</b>	<b>1,846,156</b>
Noncontrolling interest	9,785	9,505
<b>Total stockholders' equity</b>	<b>2,019,585</b>	<b>1,855,661</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 5,931,202</b>	<b>\$ 6,248,652</b>

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

**PILGRIM'S PRIDE CORPORATION**  
**CONSOLIDATED AND COMBINED STATEMENTS OF INCOME**

	Fifty-Two Weeks Ended December 30, 2018	Fifty-Three Weeks Ended December 31, 2017	Fifty-Two Weeks Ended December 25, 2016
(In thousands, except per share data)			
Net sales	\$ 10,937,784	\$ 10,767,863	\$ 9,878,564
Cost of sales	10,094,308	9,296,249	8,774,581
Gross profit	843,476	1,471,614	1,103,983
Selling, general and administrative expense	343,025	389,517	310,832
Administrative restructuring charges	4,765	9,775	1,069
Operating income	495,686	1,072,322	792,082
Interest expense, net of capitalized interest	162,812	107,183	75,636
Interest income	(13,811)	(7,730)	(2,301)
Foreign currency transaction losses (gains)	17,160	(2,659)	4,055
Miscellaneous, net	(2,702)	(6,538)	(9,344)
Income before income taxes	332,227	982,066	724,036
Income tax expense	85,423	263,899	243,919
Net income	246,804	718,167	480,117
Less: Net income from Granite Holdings Sàrl prior to acquisition by Pilgrim's Pride Corporation	—	23,486	40,388
Less: Net income (loss) attributable to noncontrolling interest	(1,141)	102	(803)
Net income attributable to Pilgrim's Pride Corporation	\$ 247,945	\$ 694,579	\$ 440,532
<b>Weighted average shares of common stock outstanding:</b>			
Basic	248,945	248,738	253,669
Effect of dilutive common stock equivalents	204	233	457
Diluted	249,149	248,971	254,126
<b>Net income attributable to Pilgrim's Pride Corporation per share of common stock outstanding:</b>			
Basic	\$ 1.00	\$ 2.79	\$ 1.74
Diluted	\$ 1.00	\$ 2.79	\$ 1.73

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

**PILGRIM'S PRIDE CORPORATION**  
**CONSOLIDATED AND COMBINED STATEMENTS OF COMPREHENSIVE INCOME**

	Fifty-Two Weeks Ended December 30, 2018	Fifty-Three Weeks Ended December 31, 2017	Fifty-Two Weeks Ended December 25, 2016
	(In thousands)		
Net income	\$ 246,804	\$ 718,167	\$ 480,117
Other comprehensive loss:			
Foreign currency translation adjustment			
Gains (losses) arising during the period	(99,475)	100,081	(233,232)
Income tax effect	1,624	3,137	—
Derivative financial instruments designated as cash flow hedges			
Gains (losses) arising during the period	817	60	(151)
Reclassification to net earnings for losses (gains) realized	348	(639)	311
Available-for-sale securities			
Gains arising during the period	1,146	132	443
Income tax effect	(279)	(50)	(167)
Reclassification to net earnings for gains realized	(1,118)	(34)	(552)
Income tax effect	272	13	209
Defined benefit plans			
Losses realized during the period	(1,242)	(8,738)	(9,085)
Income tax effect	303	968	3,429
Reclassification to net earnings of losses realized	1,203	932	659
Income tax effect	(293)	(353)	(249)
Total other comprehensive income (loss), net of tax	(96,694)	95,509	(238,385)
Comprehensive income	150,110	813,676	241,732
Less: Comprehensive income (loss) for Granite Holdings Sàrl prior to acquisition by Pilgrim's Pride Corporation	—	88,050	(192,684)
Less: Comprehensive income (loss) attributable to noncontrolling interests	(1,141)	102	(803)
Comprehensive income attributable to Pilgrim's Pride Corporation	\$ 151,251	\$ 725,524	\$ 435,219

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

**PILGRIM'S PRIDE CORPORATION**  
**CONSOLIDATED AND COMBINED STATEMENTS OF STOCKHOLDERS' EQUITY**

	Pilgrim's Pride Corporation Stockholders								
	Common Stock		Treasury Stock		Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Loss	Noncontrolling Interest	Total
	Shares	Amount	Shares	Amount					
	(In thousands)								
Balance at December 27, 2015	272,685	\$ 307,288	(4,862)	\$ (99,233)	\$ 3,090,390	\$ (548,920)	\$ (91,473)	\$ 1,823	\$ 2,659,875
Comprehensive income:									
Net income (loss)	—	—	—	—	—	480,920	—	(803)	480,117
Other comprehensive loss, net of tax expense of \$3,222	—	—	—	—	—	—	(238,385)	—	(238,385)
Capital contribution under Tax Sharing Agreement between JBS USA Food Company Holdings and Pilgrim's Pride Corporation (the "TSA")	—	—	—	—	5,039	—	—	—	5,039
Share-based compensation plans:									
Requisite Service Period Recognition	—	—	—	—	6,102	—	—	—	6,102
Common stock purchased under share repurchase program	—	—	(5,774)	(117,884)	—	—	—	—	(117,884)
Capital contributions to subsidiary by noncontrolling participants	—	—	—	—	—	—	—	7,252	7,252
Common stock purchased from retirement plan participants	(3)	—	—	—	(73)	—	—	—	(73)
Dividend paid by Granite Holdings Sàrl to JBS S.A.	—	—	—	—	—	(14,870)	—	—	(14,870)
Special cash dividend	—	—	—	—	—	(699,915)	—	—	(699,915)
Other	—	—	—	—	(1,126)	—	—	—	(1,126)
Balance at December 25, 2016	272,682	\$ 307,288	(10,636)	\$ (217,117)	\$ 3,100,332	\$ (782,785)	\$ (329,858)	\$ 8,272	\$ 2,086,132
Comprehensive income:									
Net income	—	—	—	—	—	718,065	—	102	718,167
Other comprehensive income, net of tax expense of \$3,715	—	—	—	—	—	—	95,509	—	95,509
Capital contribution under TSA	—	—	—	—	5,558	—	—	—	5,558
Share-based compensation plans:									
Common stock issued under compensation plans	486	5	—	—	(5)	—	—	—	—
Requisite service period recognition	—	—	—	—	3,019	—	—	—	3,019
Common stock purchased under share repurchase program	—	—	(780)	(14,641)	—	—	—	—	(14,641)
Deemed equity contribution resulting from the transfer of Granite Holdings Sàrl net assets from JBS S.A. to Pilgrim's Pride Corporation in a common-control transaction	—	—	—	—	237,195	—	—	—	237,195
Transfer of Granite Holdings Sàrl to Pilgrim's from JBS S.A.	(13,000)	(304,691)	—	—	(1,413,590)	238,663	203,209	1,131	(1,275,278)
Balance at December 31, 2017	260,168	\$ 2,602	(11,416)	\$ (231,758)	\$ 1,932,509	\$ 173,943	\$ (31,140)	\$ 9,505	\$ 1,855,661
Comprehensive income:									
Net income (loss)	—	—	—	—	—	247,945	—	(1,141)	246,804
Other comprehensive loss, net of tax benefit of \$1,627	—	—	—	—	—	—	(96,694)	—	(96,694)
Capital distribution under the TSA	—	—	—	—	(524)	—	—	—	(524)
Share-based compensation plans:									
Common stock issued under compensation plans	228	2	—	—	(2)	—	—	—	—
Requisite service period recognition	—	—	—	—	13,153	—	—	—	13,153
Common stock purchased under share repurchase program	—	—	(15)	(236)	—	—	—	—	(236)
Capital contribution to subsidiary by noncontrolling interest	—	—	—	—	—	—	—	1,421	1,421
Balance at December 30, 2018	260,396	\$ 2,604	(11,431)	\$ (231,994)	\$ 1,945,136	\$ 421,888	\$ (127,834)	\$ 9,785	\$ 2,019,585

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

**PILGRIM'S PRIDE CORPORATION**  
**CONSOLIDATED AND COMBINED STATEMENTS OF CASH FLOWS**

	Fifty-Two Weeks Ended December 30, 2018	Fifty-Three Weeks Ended December 31, 2017	Fifty-Two Weeks Ended December 25, 2016
(In thousands)			
<b>Cash flows from operating activities:</b>			
Net income	\$ 246,804	\$ 718,167	\$ 480,117
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization	279,657	277,792	231,708
Asset impairment	3,504	5,156	790
Foreign currency transaction losses (gains) related to borrowing arrangements	5,267	(1,387)	—
Loss on early extinguishment of debt recognized as a component of interest expense	15,818	—	—
Amortization of bond premium	(668)	(180)	—
Accretion of bond discount	812	—	—
Gain on property disposals	(1,889)	(506)	(8,914)
Loss (gain) on equity method investments	(63)	(59)	452
Share-based compensation	13,153	3,020	6,102
Deferred income tax expense (benefit)	32,540	(49,963)	(5,034)
Changes in operating assets and liabilities:			
Trade accounts and other receivables	(10,918)	(82,169)	(32,428)
Inventories	83,174	(207,399)	(33,083)
Prepaid expenses and other current assets	(11,612)	(14,827)	19,270
Accounts payable and accrued expenses	86,834	(22,827)	75,893
Income taxes	(248,470)	188,120	75,238
Long-term pension and other postretirement obligations	(6,751)	(10,864)	(10,165)
Other	4,458	(753)	(4,584)
Cash provided by operating activities	491,650	801,321	795,362
<b>Cash flows from investing activities:</b>			
Acquisitions of property, plant and equipment	(348,666)	(339,872)	(340,960)
Proceeds from property disposals	9,775	4,475	13,375
Purchase of acquired business, net of cash acquired	—	(658,520)	—
Proceeds from settlement of life insurance contract	—	1,845	—
Cash used in investing activities	(338,891)	(992,072)	(327,585)
<b>Cash flows from financing activities:</b>			
Payments on revolving line of credit, long-term borrowings and capital lease obligations	(1,117,009)	(628,677)	(570,015)
Proceeds from revolving line of credit and long-term borrowings	748,382	1,871,818	593,015
Payment of capitalized loan costs	(12,581)	(13,631)	(693)
Payment on early extinguishment of debt	(9,781)	—	—
Proceeds from capital contribution under Tax Sharing Agreement between JBS USA Food Company Holdings and Pilgrim's Pride Corporation	5,558	5,038	3,690
Capital contributions to subsidiary by noncontrolling stockholders	1,421	—	7,252
Purchase of common stock under share repurchase program	(236)	(14,641)	(117,884)
Payment of note payable to affiliate	—	(753,512)	—
Payment of cash dividend	—	—	(714,785)
Payments on notes payable to bank	—	—	(65,564)
Proceeds from notes payable to bank	—	—	36,838
Purchase of common stock from retirement plan participants	—	—	(73)
Cash provided by (used in) financing activities	(384,246)	466,395	(828,219)
Effect of exchange rate changes on cash and cash equivalents	3,534	16,364	(38,587)
Increase (decrease) in cash and cash equivalents	(227,953)	292,008	(399,029)
Cash and cash equivalents, beginning of period	589,531	297,523	696,552
Cash and cash equivalents, end of period	\$ 361,578	\$ 589,531	\$ 297,523
<b>Supplemental Disclosure Information:</b>			
Interest paid (net of amount capitalized)	\$ 154,627	\$ 81,260	\$ 69,857
Income taxes paid	253,932	122,956	161,026

The accompanying notes are an integral part of these Consolidated and Combined Financial Statements.

## 1. BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### **Business**

Pilgrim's Pride Corporation (referred to herein as "Pilgrim's," "PPC," "the Company," "we," "us," "our," or similar terms) is one of the largest chicken producers in the world, with operations in the United States ("U.S."), the United Kingdom ("U.K."), Mexico, France, Puerto Rico and the Netherlands. Pilgrim's products are sold to foodservice, retail and frozen entrée customers. The Company's primary distribution is through retailers, foodservice distributors and restaurants throughout the countries listed above. Additionally, the Company exports chicken products to approximately 100 countries. Pilgrim's fresh chicken products consist of refrigerated (nonfrozen) whole chickens, whole cut-up chickens and selected chicken parts that are either marinated or non-marinated. The Company's prepared chicken products include fully cooked, ready-to-cook and individually frozen chicken parts, strips, nuggets and patties, some of which are either breaded or non-breaded and either marinated or non-marinated. The Company's other products include ready-to-eat meals, multi-protein frozen foods, vegetarian foods and desserts. As a vertically integrated company, we control every phase of the production of our products. We operate feed mills, hatcheries, processing plants and distribution centers in 14 U.S. states, the U.K., Mexico, France, Puerto Rico and the Netherlands. As of December 30, 2018, Pilgrim's had approximately 52,100 employees and the capacity to process more than 45.3 million birds per week for a total of more than 13.4 billion pounds of live chicken annually. Approximately 5,300 contract growers supply poultry for the Company's operations. As of December 30, 2018, JBS S.A., through its indirect wholly-owned subsidiaries (together, "JBS") beneficially owned 78.5% of the Company's outstanding common stock.

### **Consolidated and Combined Financial Statements**

The Company operates on the basis of a 52/53-week fiscal year ending on the Sunday falling on or before December 31. Any reference we make to a particular year (for example, 2018) in the notes to these Consolidated and Combined Financial Statements applies to our fiscal year and not the calendar year.

On September 8, 2017, a subsidiary of the Company acquired 100% of the issued and outstanding shares of Granite Holdings Sàrl and its subsidiaries (together, "Moy Park") from JBS S.A. in a common-control transaction. Moy Park was acquired by JBS S.A. from an unrelated third party on September 30, 2015. For the period from September 30, 2015 through September 7, 2017, the Consolidated and Combined Financial Statements include the accounts of the Company and its majority-owned subsidiaries combined with the accounts of Moy Park. For the periods subsequent to September 8, 2017, the Consolidated and Combined Financial Statements include the accounts of the Company and its majority-owned subsidiaries, including Moy Park. We eliminate all significant affiliate accounts and transactions upon consolidation.

The Consolidated and Combined Financial Statements have been prepared in conformity with U.S. GAAP using management's best estimates and judgments. These estimates and judgments affect the reported amounts of assets and liabilities and disclosure of the contingent assets and liabilities at the date of the financial statements. The estimates and judgments will also affect the reported amounts for certain revenues and expenses during the reporting period. Actual results could differ materially from these estimates and judgments. Significant estimates made by the Company include the allowance for doubtful accounts, reserves related to inventory obsolescence or valuation, useful lives of long-lived assets, goodwill, valuation of deferred tax assets, insurance accruals, valuation of pension and other postretirement benefits obligations, income tax accruals, certain derivative positions and valuations of acquired businesses.

The functional currency of the Company's U.S. and Mexico operations and certain holding-company subsidiaries in Luxembourg, the U.K. and Ireland is the U.S. dollar. The functional currency of its U.K. operations is the British pound. The functional currency of the Company's operations in France and the Netherlands is the euro. For foreign currency-denominated entities other than the Company's Mexico operations, translation from local currencies into U.S. dollars is performed for most assets and liabilities using the exchange rates in effect as of the balance sheet date. Income and expense accounts are remeasured using average exchange rates for the period. Adjustments resulting from translation of these financial records are reflected as a separate component of *Accumulated other comprehensive loss* in the Consolidated Balance Sheets. For the Company's Mexico operations, remeasurement from the Mexican peso to U.S. dollars is performed for monetary assets and liabilities using the exchange rate in effect as of the balance sheet date. Remeasurement is performed for non-monetary assets using the historical exchange rate in effect on the date of each asset's acquisition. Income and expense accounts are remeasured using average exchange rates for the period. Net adjustments resulting from remeasurement of these financial records are reflected in *Foreign currency transaction losses (gains)* in the Consolidated and Combined Statements of Income.

The Company or its subsidiaries may use derivatives for the purpose of mitigating exposure to changes in foreign currency exchange rates. Foreign currency transaction gains or losses are reported in the Consolidated and Combined Statements of Income.

During 2017, the Company reported an adjustment resulting from the translation of a British pound-denominated note payable owed to JBS as a component of *Accumulated other comprehensive loss* in the Consolidated Balance Sheet. The Company designated this note payable as a hedge of its net investment in Moy Park. This adjustment remains in *Accumulated other comprehensive loss* as of December 30, 2018 and will be reclassified if the Company disposes of its investment in Moy Park.

We made the following reclassification to the Consolidated Balance Sheet presented as of December 31, 2017 in order to conform to the Consolidated Balance Sheet presented as of December 30, 2018:

	December 31, 2017		
	As Presented in 2017 Annual Report on Form 10-K	Adjustment Resulting from Adoption of FASB Guidance	As Presented in the Consolidated Balance Sheet
	(In thousands)		
Accounts payable	\$ 762,444	\$ (29,417)	\$ 733,027
Accrued expense and other current liabilities	417,342	(7,190)	410,152
Revenue contract liability	—	36,607	36,607

### **Revenue Recognition**

The vast majority of the Company's revenue is derived from contracts which are based upon a customer ordering its products. While there may be master agreements, the contract is only established when the customer's order is accepted by the Company. The Company accounts for a contract, which may be verbal or written, when it is approved and committed by both parties, the rights of the parties are identified along with payment terms, the contract has commercial substance and collectability is probable.

The Company evaluates the transaction for distinct performance obligations, which are the sale of its products to customers. Since its products are commodity market-priced, the sales price is representative of the observable, standalone selling price. Each performance obligation is recognized based upon a pattern of recognition that reflects the transfer of control to the customer at a point in time, which is upon destination (customer location or port of destination), and faithfully depicts the transfer of control and recognition of revenue. There are instances of customer pick-up at the Company's facilities, in which case control transfers to the customer at that point and the Company recognizes revenue. The Company's performance obligations are typically fulfilled within days to weeks of the acceptance of the order.

The Company makes judgments regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from revenue and cash flows with customers. Determination of a contract requires evaluation and judgment along with the estimation of the total contract value and if any of the contract value is constrained. Due to the nature of our business, there is minimal variable consideration, as the contract is established at the acceptance of the order from the customer. When applicable, variable consideration is estimated at contract inception and updated on a regular basis until the contract is completed. Allocating the transaction price to a specific performance obligation based upon the relative standalone selling prices includes estimating the standalone selling prices including discounts and variable consideration.

### **Shipping and Handling Costs**

In the rare case when shipping and handling activities are performed after a customer obtains control of the good, the Company has elected to account for shipping and handling as activities to fulfill the promise to transfer the good. When revenue is recognized for the related good before the shipping and handling activities occur, the related costs of those shipping and handling activities are accrued. Shipping and handling costs are recorded within cost of sales.

### **Advertising Costs**

The Company expenses advertising costs as incurred. Advertising costs are included in selling, general and administrative ("SG&A") expense and totaled \$20.8 million, \$18.5 million and \$12.3 million for 2018, 2017 and 2016, respectively.

### **Research and Development Costs**

Research and development costs are expensed as incurred. Research and development costs totaled \$4.0 million, \$3.7 million and \$3.5 million for 2018, 2017 and 2016, respectively.

**Cash and Cash Equivalents**

The Company considers highly liquid investments with a maturity of three months or less when acquired to be cash equivalents. The majority of the Company's disbursement bank accounts are zero balance accounts where cash needs are funded as checks are presented for payment by the holder. Checks issued pending clearance that result in overdraft balances for accounting purposes are classified as accounts payable and the change in the related balance is reflected in operating activities on the Consolidated and Combined Statements of Cash Flows.

**Restricted Cash**

The Company is required to maintain cash balances with a broker as collateral for exchange traded futures contracts. These balances are classified as restricted cash as they are not available for use by the Company to fund daily operations. The balance of restricted cash may also include investments in U.S. Treasury Bills that qualify as cash equivalents, as required by the broker, to offset the obligation to return cash collateral.

The following table reconciles cash, cash equivalents and restricted cash as reported in the Consolidated Balance Sheets to the total of the same amounts shown in the Consolidated and Combined Statements of Cash Flows:

	December 30, 2018	December 31, 2017
	(In thousands)	
Cash and cash equivalents	\$ 338,386	\$ 581,510
Restricted cash	23,192	8,021
Total cash, cash equivalents and restricted cash shown in the Consolidated and Combined Statements of Cash Flows	<u>\$ 361,578</u>	<u>\$ 589,531</u>

**Investments**

The Company's current investments are all highly liquid investments with a maturity of three months or less when acquired and are, therefore, considered cash equivalents. The Company's current investments are comprised of fixed income securities, primarily commercial paper and a money market fund. These investments are classified as available-for-sale. These securities are recorded at fair value, and unrealized holding gains and losses are recorded, net of tax, as a separate component of accumulated other comprehensive income. Investments in fixed income securities with remaining maturities of less than one year and those identified by management at the time of purchase for funding operations in less than one year are classified as current assets. Investments in fixed income securities with remaining maturities in excess of one year that management has not identified at the time of purchase for funding operations in less than one year are classified as long-term assets. Unrealized losses are charged against net earnings when a decline in fair value is determined to be other than temporary. Management reviews several factors to determine whether a loss is other than temporary, such as the length of time a security is in an unrealized loss position, the extent to which fair value is less than amortized cost, the impact of changing interest rates in the short and long term, and the Company's intent and ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value. The Company determines the cost of each security sold and each amount reclassified out of accumulated other comprehensive income into earnings using the specific identification method. Purchases and sales are recorded on a settlement date basis.

Investments in entities in which the Company has an ownership interest greater than 50% and exercises control over the entity are consolidated in the Consolidated and Combined Financial Statements. Investments in entities in which the Company has an ownership interest between 20% and 50% and exercises significant influence are accounted for using the equity method. The Company invests from time to time in ventures in which its ownership interest is less than 20% and over which it does not exercise significant influence. Such investments are accounted for under the cost method. The fair values for investments not traded on a quoted exchange are estimated based upon the historical performance of the ventures, the ventures' forecasted financial performance and management's evaluation of the ventures' viability and business models. To the extent the book value of an investment exceeds its assessed fair value, the Company will record an appropriate impairment charge.

**Accounts Receivable**

The Company records accounts receivable when revenue is recognized. We record an allowance for doubtful accounts, reducing our receivables balance to an amount we estimate is collectible from our customers. Estimates used in determining the allowance for doubtful accounts are based on historical collection experience, current trends, aging of accounts receivable, and periodic credit evaluations of our customers' financial condition. We write off accounts receivable when it becomes apparent,

based upon age or customer circumstances, that such amounts will not be collected. Generally, the Company does not require collateral for its accounts receivable.

### ***Inventories***

Live chicken inventories are stated at the lower of cost or net realizable value and breeder hen inventories at the lower of cost, less accumulated amortization, or net realizable value. The costs associated with breeder hen inventories are accumulated up to the production stage and amortized over their productive lives using the unit-of-production method. Finished poultry products, feed, eggs and other inventories are stated at the lower of cost (average) or net realizable value.

We record valuation adjustments for our inventory and for estimated obsolescence at or equal to the difference between the cost of inventory and the estimated market value based upon known conditions affecting inventory, including significantly aged products, discontinued product lines, or damaged or obsolete products. We allocate meat costs between our various finished chicken products based on a by-product costing technique that reduces the cost of the whole bird by estimated yields and amounts to be recovered for certain by-product parts. This primarily includes leg quarters, wings, tenders and offal, which are carried in inventory at the estimated recovery amounts, with the remaining amount being reflected as our breast meat cost.

Generally, the Company performs an evaluation of whether any lower of cost or net realizable value adjustments are required at the country level based on a number of factors, including: (i) pools of related inventory, (ii) product continuation or discontinuation, (iii) estimated market selling prices and (iv) expected distribution channels. If actual market conditions or other factors are less favorable than those projected by management, additional inventory adjustments may be required.

### ***Property, Plant and Equipment***

Property, plant and equipment are stated at cost, and repair and maintenance costs are expensed as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of these assets. Estimated useful lives for building, machinery and equipment are five to 33 years and for automobiles and trucks are three to ten years. The charge to income resulting from amortization of assets recorded under capital leases is included with depreciation expense.

The Company records impairment charges on long-lived assets held for use when events and circumstances indicate that the assets may be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amount of those assets. When the above is true, the impairment charge is determined based upon the amount the net book value of the assets exceeds their fair market value. In making these determinations, the Company utilizes certain assumptions, including, but not limited to: (i) future cash flows estimated to be generated by these assets, which are based on additional assumptions such as asset utilization, remaining length of service and estimated salvage values, (ii) estimated fair market value of the assets and (iii) determinations with respect to the lowest level of cash flows relevant to the respective impairment test, generally groupings of related operational facilities. Given the interdependency of the Company's individual facilities during the production process, which operate as a vertically integrated network, it evaluates impairment of assets held for use at the country level (i.e., the U.S. and Mexico). Management believes this is the lowest level of identifiable cash flows for its assets that are held for use in production activities. At the present time, the Company's forecasts indicate that it can recover the carrying value of its assets held for use based on the projected undiscounted cash flows of the operations.

The Company records impairment charges on long-lived assets held for sale when the carrying amount of those assets exceeds their fair value less appropriate selling costs. Fair value is based on amounts documented in sales contracts or letters of intent accepted by the Company, amounts included in counteroffers initiated by the Company, or, in the absence of current contract negotiations, amounts determined using a sales comparison approach for real property and amounts determined using a cost approach for personal property. Under the sales comparison approach, sales and asking prices of reasonably comparable properties are considered to develop a range of unit prices within which the current real estate market is operating. Under the cost approach, a current cost to replace the asset new is calculated and then the estimated replacement cost is reduced to reflect the applicable decline in value resulting from physical deterioration, functional obsolescence and economic obsolescence. Appropriate selling costs includes reasonable broker's commissions, costs to produce title documents, filing fees, legal expenses and the like. We estimate appropriate closing costs as 4% to 6% of asset fair value. This range of rates is considered reasonable for our assets held for sale based on historical experience.

### ***Goodwill and Other Intangibles, net***

Goodwill represents the excess of the aggregate purchase price over the fair value of the net identifiable assets acquired in a business combination. Identified intangible assets represent trade names, customer relationships and non-compete agreements arising from acquisitions that are recorded at fair value as of the date acquired less accumulated amortization, if any. The Company uses various market valuation techniques to determine the fair value of its identified intangible assets.

Goodwill and other intangible assets with indefinite lives are not amortized but are tested for impairment on an annual basis in the fourth quarter of each fiscal year or more frequently if impairment indicators arise. For goodwill, an impairment loss is recognized for any excess of the carrying amount of a reporting unit's goodwill over the implied fair value of that goodwill. Management first reviews relevant qualitative factors to determine if an indication of impairment exists for a reporting unit. If management determines there is an indication that the carrying amount of reporting unit goodwill might be impaired, a quantitative analysis is performed. Management performed a qualitative analysis noting no indications of goodwill impairment in any of its reporting units as of December 30, 2018. For indefinite-lived intangible assets, an impairment loss is recognized if the carrying amount of an indefinite-lived intangible asset exceeds the estimated fair value of that intangible asset. Management first reviews relevant qualitative factors to determine if an indication of impairment exists. If management determines there is an indication that the carrying amount of the intangible asset might be impaired, a quantitative analysis is performed. Management performed a qualitative analysis noting no indications of impairment for any of its indefinite-lived intangible assets as of December 30, 2018.

Identifiable intangible assets with definite lives, such as customer relationships, non-compete agreements and trade names that the Company expects to use for a limited amount of time, are amortized over their estimated useful lives on a straight-line basis. The useful lives range from three to 20 years for trade names and non-compete agreements and 5 to 16 years for customer relationships. Identified intangible assets with definite lives are tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Management assessed if events or changes in circumstances indicated that the aggregate carrying amount of its identified intangible assets with definite lives might not be recoverable and determined that there were no impairment indicators during the fifty-two weeks ended December 30, 2018 and fifty-three weeks ended December 31, 2017.

#### ***Book Overdraft Balances***

The majority of the Company's disbursement bank accounts are zero balance accounts where cash needs are funded as checks are presented for payment by the holder. Checks issued pending clearance that result in overdraft balances for accounting purposes are classified as accounts payable and the change in the related balance is reflected in operating activities on the Consolidated and Combined Statements of Cash Flows.

#### ***Litigation and Contingent Liabilities***

The Company is subject to lawsuits, investigations and other claims related to employment, environmental, product and other matters. The Company is required to assess the likelihood of any adverse judgments or outcomes, as well as potential ranges of probable losses, to these matters. The Company estimates the amount of reserves required for these contingencies when losses are determined to be probable and after considerable analysis of each individual issue. The Company expenses legal costs related to such loss contingencies as they are incurred. The accrual for environmental remediation liabilities is measured on an undiscounted basis. These reserves may change in the future due to changes in the Company's assumptions, the effectiveness of strategies, or other factors beyond the Company's control.

#### ***Accrued Self Insurance***

Insurance expense for casualty claims and employee-related health care benefits are estimated using historical and current experience and actuarial estimates. Stop-loss coverage is maintained with third-party insurers to limit the Company's total exposure. Certain categories of claim liabilities are actuarially determined. The assumptions used to arrive at periodic expenses are reviewed regularly by management. However, actual expenses could differ from these estimates and could result in adjustments to be recognized.

#### ***Asset Retirement Obligations***

The Company monitors certain asset retirement obligations in connection with its operations. These obligations relate to clean-up, removal or replacement activities and related costs for "in-place" exposures only when those exposures are moved or modified, such as during renovations of our facilities. These in-place exposures include asbestos, refrigerants, wastewater, oil, lubricants and other contaminants common in manufacturing environments. Under existing regulations, the Company is not required to remove these exposures and there are no plans to undertake a renovation that would require removal of the asbestos or the remediation of the other in-place exposures at this time. The facilities are expected to be maintained and repaired by activities that will not result in the removal or disruption of these in-place exposures at this time. As a result, there is an indeterminate settlement date for these asset retirement obligations because the range of time over which the Company may incur these liabilities is unknown and cannot be reasonably estimated. Therefore, the Company has not recorded the fair value of any potential liability.

#### ***Income Taxes***

The Company follows provisions under ASC No. 740-10-30-27 in the Expenses-Income Taxes topic with regard to members of a group that file a consolidated tax return but issue separate financial statements. The Company files its own U.S. federal tax return, but it is included in certain state unitary returns with JBS USA Food Company Holdings (“JBS USA Holdings”). The income tax expense of the Company is computed using the separate return method. The provision for income taxes has been determined using the asset and liability approach of accounting for income taxes. For the unitary states, we have an obligation to make tax payments to JBS USA Holdings for our share of the unitary taxable income, which is included in taxes payable in our Consolidated Balance Sheets. Under this approach, deferred income taxes reflect the net tax effect of temporary differences between the book and tax bases of recorded assets and liabilities, net operating losses and tax credit carry forwards. The amount of deferred tax on these temporary differences is determined using the tax rates expected to apply to the period when the asset is realized or the liability is settled, as applicable, based on the tax rates and laws in the respective tax jurisdiction enacted as of the balance sheet date.

The Company reviews its deferred tax assets for recoverability and establishes a valuation allowance based on historical taxable income, potential for carry back of tax losses, projected future taxable income, applicable tax strategies, and the expected timing of the reversals of existing temporary differences. A valuation allowance is provided when it is more likely than not that some or all of the deferred tax assets will not be realized. Valuation allowances have been established primarily for net operating loss carry forwards of certain foreign subsidiaries. See “Note 12. Income Taxes” to the Consolidated and Combined Financial Statements.

The Company deems its earnings from Mexico, Puerto Rico and the United Kingdom as of December 30, 2018 to be permanently reinvested. As such, U.S. deferred income taxes have not been provided on these earnings. If such earnings were not considered indefinitely reinvested, certain deferred foreign and U.S. income taxes would be provided. See “Note 12. Income Taxes” to the Consolidated and Combined Financial Statements.

The Company follows provisions under ASC No. 740-10-25 that provide a recognition threshold and measurement criteria for the financial statement recognition of a tax benefit taken or expected to be taken in a tax return. Tax benefits are recognized only when it is more likely than not, based on the technical merits, that the benefits will be sustained on examination. Tax benefits that meet the more-likely-than-not recognition threshold are measured using a probability weighting of the largest amount of tax benefit that has greater than 50.0% likelihood of being realized upon settlement. Whether the more-likely-than-not recognition threshold is met for a particular tax benefit is a matter of judgment based on the individual facts and circumstances evaluated in light of all available evidence as of the balance sheet date. See “Note 12. Income Taxes” to the Consolidated and Combined Financial Statements.

#### ***Pension and Other Postemployment Benefits***

Our pension and other postemployment benefit costs and obligations are dependent on the various actuarial assumptions used in calculating such amounts. These assumptions relate to discount rates, long-term return on plan assets and other factors. We base the discount rate assumptions on current investment yields on high-quality corporate long-term bonds. We determine the long-term return on plan assets based on historical portfolio results and management’s expectation of the future economic environment. Actual results that differ from our assumptions are accumulated and, if in excess of the lesser of 10% of the projected benefit obligation or the fair market value of plan assets, amortized over either (i) the estimated average future service period of active plan participants if the plan is active or (ii) the estimated average future life expectancy of all plan participants if the plan is frozen.

#### ***Operating Leases***

Rent expense for operating leases is recorded on a straight-line basis over the lease term unless the lease contains an escalation clause which is not fixed or determinable. The lease term begins when we have the right to control the use of the leased property, which is typically before rent payments are due under the terms of the lease. If a lease has a fixed or determinable escalation clause, the difference between rent expense and rent paid is recorded as deferred rent and is included in the Consolidated Balance Sheets. Rent for operating leases that do not have an escalation clause or where escalation is based on an inflation index is expensed over the lease term as it is payable.

#### ***Derivative Financial Instruments***

The Company uses derivative financial instruments (e.g., futures, forwards and options) for the purpose of mitigating exposure to changes in commodity prices and foreign currency exchange rates.

- *Commodity Price Risk* - The Company utilizes various raw materials, which are all considered commodities, in its operations, including corn, soybean meal, soybean oil, wheat, natural gas, electricity and diesel fuel. The Company

considers these raw materials to be generally available from a number of different sources and believes it can obtain them to meet its requirements. These commodities are subject to price fluctuations and related price risk due to factors beyond our control, such as economic and political conditions, supply and demand, weather, governmental regulation and other circumstances. Generally, the Company enters into derivative contracts such as physical forward contracts and exchange-traded futures or option contracts in an attempt to mitigate price risk related to its anticipated consumption of commodity inputs for periods up to 12 months. The Company may enter into longer-term derivatives on particular commodities if deemed appropriate.

- *Foreign Currency Risk* - The Company has foreign operations and, therefore, has exposure to foreign exchange risk when the financial results of those operations are translated to US dollars. The Company will occasionally purchase derivative financial instruments such as foreign currency forward contracts in an attempt to mitigate currency exchange rate exposure related to the net assets of its Mexico operations that are denominated in Mexican pesos. The Company's Moy Park operation also attempts to mitigate foreign currency exposure on certain euro- and U.S. dollar-denominated transactions through the use of derivative financial instruments.

Pilgrim's recognizes all commodity derivative instruments that qualify for derivative accounting treatment as either assets or liabilities and measures those instruments at fair value unless they qualify for, and we elect, the normal purchases and normal sales scope exception ("NPNS"). The permitted accounting treatments include: cash flow hedge; fair value hedge; and undesignated contracts. Undesignated contract accounting is the default accounting treatment for all derivatives unless they qualify, and we specifically designate them, for one of the other accounting treatments. Derivatives designated for any of the elective accounting treatments must meet specific, restrictive criteria both at the time of designation and on an ongoing basis.

The Company has generally applied the NPNS exception to its forward physical grain purchase contracts. NPNS contracts are accounted for using the accrual method of accounting; therefore, there were no amounts recorded in the Consolidated and Combined Financial Statements at December 30, 2018 and December 31, 2017.

Undesignated contracts may include contracts not designated as a hedge or for which the NPNS exception was not elected, contracts that do not qualify for hedge accounting and derivatives that do not or no longer qualify for the NPNS scope exception. The fair value of these derivatives is recognized in the Consolidated Balance Sheets within *Prepaid expenses and other current assets* or *Accrued expenses and other current liabilities*. Changes in fair value of these derivatives are recognized immediately in the Consolidated and Combined Statements of Income within *Net sales*, *Cost of sales* or *Selling, general and administrative expense*, depending on the risk they are intended to mitigate. While management believes these instruments help mitigate various market risks, they are not designated nor accounted for as hedges as a result of the extensive record keeping requirements.

#### ***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. We make significant estimates in regard to receivables collectability; inventory valuation; realization of deferred tax assets; valuation of long-lived assets; valuation of contingent liabilities, liabilities subject to compromise and self-insurance liabilities; valuation of pension and other postretirement benefits obligations; and valuation of acquired businesses.

#### ***Recent Accounting Pronouncements Adopted in 2018***

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which provides for a single five-step model to be applied to all revenue contracts with customers. The new standard also requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. Companies have an option to use either a retrospective approach or cumulative effect adjustment approach to implement the standard. We adopted this standard as of January 1, 2018, the beginning of our 2018 fiscal year, using the cumulative effect adjustment, often referred to as modified retrospective approach. Under this method, we did not restate the prior financial statements presented, and would record any adjustments in the opening balance sheet for January 2018. There was no cumulative effect to be recorded as an adjustment to the opening balance of retained earnings. The comparative information was not restated and continues to be presented under the accounting standards in effect for those periods. Additional disclosures will include the amount by which each financial statement line item is affected in the current reporting period during 2018, as compared to the prior guidance. We expect minimal impact from the adoption of the new standard to the financial statements on a go forward basis, except for expanded disclosures. Revenue is currently recognized at destination and will continue to be recognized at point in time under the new guidance. Additional information regarding revenue recognition is included in "Note 13. Revenue Recognition."

In March 2017, the FASB issued ASU 2017-07, *Compensation—Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, which, in an effort to improve consistency and transparency, requires the service cost component of defined benefit pension cost and postretirement benefit cost (“net benefit cost”) to be reported in the same line of the income statement as other compensation costs earned by the employee and the other components of net benefit cost to be reported below income from operations. We adopted this standard as of January 1, 2018, the beginning of our 2018 fiscal year. The initial adoption of this guidance did not have a material impact on our financial statements.

#### **Recent Accounting Pronouncements Not Yet Adopted as of December 30, 2018**

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, along with several updates, which, in an effort to increase transparency and comparability among organizations utilizing leasing, requires an entity that is a lessee to recognize the assets and liabilities arising from operating leases on the balance sheet. This guidance also requires disclosures about the amount, timing and uncertainty of cash flows arising from leases. In transition, the entity may elect to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach or the beginning of the period of adoption using a cumulative-effect adjustment approach. The provisions of the new guidance will be effective as of the beginning of our 2019 fiscal year. We will adopt the new standard as of December 31, 2018, the beginning of our 2019 fiscal year and recognize and measure leases at the beginning of the period of adoption. We will elect the package of practical expedients available under the transition guidance which, among other things, allows the carry-forward of historical lease classification. We will make an accounting policy election to not apply the new guidance to leases with a term of 12 months or less and will recognize those payments in the Consolidated Statement of Income on a straight-line basis over the lease term. We have implemented a system solution for administering our leases and facilitating compliance with the new guidance. Adoption of the standard will have a material impact on our Consolidated Balance Sheet as a result of the increase in assets and liabilities from recognition of right-of-use assets and lease liabilities. However, we do not believe the standard will have a material impact on our Consolidated Statement of Income.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which, in an effort to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments, replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The amendments affect loans, debt securities, trade receivables, net investments in leases, off-balance sheet credit exposures, reinsurance receivables and any other financial assets not excluded from the scope that have the contractual right to receive cash. The provisions of the new guidance will be effective as of the beginning of our 2020 fiscal year. Early adoption is permitted after our 2018 fiscal year. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected an adoption date.

In August 2017, the FASB issued ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*, an accounting standard update that simplifies the application of hedge accounting guidance in current GAAP and improves the reporting of hedging relationships to better portray the economic results of an entity’s risk management activities in its financial statements. Among the simplification updates, the standard eliminates the requirement in current GAAP to separately recognize periodic hedge ineffectiveness. Mismatches between the changes in value of the hedged item and hedging instrument may still occur but they will no longer be separately reported. The standard requires the presentation of the earnings effect of the hedging instrument in the same income statement line item in which the earnings effect of the hedged item is reported. The standard is effective for annual and interim reporting periods beginning after December 15, 2018, but early adoption is permitted. We have elected to adopt this standard as of December 31, 2018, the beginning of our 2019 fiscal year. We do not expect the initial adoption of this guidance did not have a material impact on our financial statements.

In February 2018, the FASB issued ASU 2018-02, *Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*, an accounting standard update that allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the U.S. Tax Cuts and Jobs Act. The Company will need to decide whether to reclassify the stranded tax effects associated with the U.S. Tax Cuts and Jobs Act from accumulated other comprehensive income to retained earnings. If the Company chooses to reclassify we will need to calculate the amount of the reclassification and prepare the related disclosures. We have elected to adopt this standard as of December 31, 2018, the beginning of our 2019 fiscal year. We do not expect the initial adoption of this guidance did not have a material impact on our financial statements.

In July 2018, the FASB issued ASU 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*, an accounting standard update to improve non-employee share-based payment accounting. The accounting standard update more closely aligns the accounting for employee and non-employee share based payments. The accounting standards update is effective as of the beginning of our 2019 calendar year with early adoption permitted.

We have elected to adopt this standard as of December 31, 2018, the beginning of our 2019 fiscal year. We do not expect the initial adoption of this guidance did not have a material impact on our financial statements.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*, new accounting guidance to improve the effectiveness of disclosures related to fair value measurements. The new guidance removes certain disclosure requirements related to transfers between Level 1 and Level 2 of the fair value hierarchy along with the policy for timing of transfers between levels and the valuation processes for Level 3 fair value measurements. Additions to the disclosure requirements include more quantitative information related to significant unobservable inputs used in Level 3 fair value measurements and gains and losses included in other comprehensive income. The new guidance will be effective as of our 2020 fiscal year with early adoption permitted. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected an adoption date.

In August 2018, the FASB issued ASU 2018-14, *Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans*, new accounting guidance to improve the effectiveness of disclosures related to defined benefit plans by eliminating certain required disclosures, clarifying existing disclosures, and adding new disclosures. Changes include removing disclosures related to the amounts in accumulated other comprehensive income expected to be recognized in the next fiscal year, adding narrative disclosure of the reasons for significant gains and losses related to changes in the defined benefit obligation, and clarifying the disclosures required for plans with projected and accumulated benefit obligations in excess of plan assets. The new guidance will be effective as of our 2020 fiscal year with early adoption permitted. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected an adoption date.

## 2. BUSINESS ACQUISITIONS

### Moy Park

On September 8, 2017, the Company purchased 100% of the issued and outstanding shares of Moy Park from JBS S.A. for cash of \$301.3 million and a note payable to the seller in the amount of £562.5 million. Moy Park is one of the top-ten food companies in the U.K., Northern Ireland's largest private sector business and one of Europe's leading poultry producers. With 4 fresh processing plants, 10 prepared foods cook plants, 3 feed mills, 6 hatcheries and 1 rendering facility in Northern Ireland, England, France, and the Netherlands, Moy Park processes 6.1 million birds per seven-day work week, in addition to producing around 462.0 million pounds of prepared foods per year. Its product portfolio comprises fresh and added-value poultry, ready-to-eat meals, breaded and multi-protein frozen foods, vegetarian foods and desserts, supplied to major food retailers and restaurant chains in Europe (including the U.K.). Moy Park has approximately 10,300 employees as of December 30, 2018. The Moy Park operations comprise our U.K. and Europe segment.

The acquisition was treated as a common-control transaction under U.S. GAAP. A common-control transaction is a transfer of net assets or an exchange of equity interests between entities under the control of the same parent. The accounting and reporting for a transaction between entities under common control is not to be considered a business combination under U.S. GAAP. Since there is no change in control over the net assets from the parent's perspective, there is no change in basis in the assets or liabilities. Therefore, Pilgrim's, as the receiving entity, recognized the assets and liabilities received at their historical carrying amounts, as reflected in the parent's financial statements. The difference between the proceeds transferred and the carrying amounts of the net assets on the date of the acquisition is recognized in equity.

Transaction costs incurred in conjunction with the acquisition were approximately \$19.9 million. These costs were expensed as incurred. Beginning September 8, 2017, the results of operations and financial position of Moy Park have been included in the consolidated results of operations and financial position of the Company. The results of operations and financial position of Moy Park have been combined with the results of operations and financial position of Pilgrim's from September 30, 2015, the common control date, through September 7, 2017. The following table summarizes the results of operations of Moy Park since the September 30, 2015 common-control date:

	Net Sales	Net Income
	(In thousands)	
2018	\$ 2,148,666	\$ 52,072
September 8, 2017 through December 31, 2017	722,387	34,039
December 26, 2016 through September 7, 2017	1,273,932	23,486
2016	1,947,441	40,388
2015	572,568	17,010

**GNP**

On January 6, 2017, the Company acquired 100% of the membership interests of JFC LLC and its subsidiaries (together, “GNP”) from Maschhoff Family Foods, LLC for \$350.0 million, subject to customary working capital adjustments. The purchase was funded through cash on hand and borrowings under the U.S. Credit Agreement. GNP is a vertically integrated poultry business based in St. Cloud, Minnesota. The acquired business has a production capacity of 2.1 million birds per five-day work week in its two plants and employed approximately 1,600 people as of December 30, 2018. This acquisition further strengthened the Company’s strategic position in the U.S. chicken market. The GNP operations are included in our U.S. segment.

The following table summarizes the consideration paid for GNP (in thousands):

Negotiated sales price	\$	350,000
Working capital adjustment		7,252
Preliminary purchase price	\$	<u>357,252</u>

Transaction costs incurred in conjunction with the purchase were approximately \$0.6 million. These costs were expensed as incurred.

The results of operations of the acquired business since January 6, 2017 are included in the Company’s Consolidated and Combined Statements of Income. Net sales generated and net loss incurred by the acquired business during 2018 totaled \$398.4 million and \$1.4 million, respectively. Net sales and net income generated by the acquired business during 2017 totaled \$433.9 million and \$30.4 million, respectively.

The assets acquired and liabilities assumed in the GNP acquisition were measured at their fair values at January 6, 2017 as set forth below. The excess of the purchase price over the fair values of the net tangible assets and identifiable intangible assets was recorded as goodwill. The factors contributing to the recognition of the amount of goodwill are based on several strategic and synergistic benefits that are expected to be realized from the acquisition as well the assembled workforce. These benefits include (i) complementary product offerings, (ii) an enhanced footprint in the U.S., (iii) shared knowledge of innovative technologies such as gas stunning, aeroscalding and automated deboning, (iv) enhanced position in the fast-growing antibiotic-free and certified organic chicken segments due to the addition of GNP’s portfolio of Just BARE® Certified Organic and Natural/American Humane Certified™/No-Antibiotics-Ever product lines and (v) attractive cost-reduction synergy opportunities and value creation. The Company has tax basis in the goodwill, and therefore, the goodwill is deductible for tax purposes. The fair values recorded were determined based upon various external and internal valuations..

The fair values recorded for the assets acquired and liabilities assumed for GNP are as follows (in thousands):

Cash and cash equivalents	\$	10
Trade accounts and other receivables		18,453
Inventories		56,459
Prepaid expenses and other current assets		3,414
Property, plant and equipment		144,138
Identifiable intangible assets		131,120
Other long-lived assets		829
Total assets acquired		<u>354,423</u>
Accounts payable		23,848
Other current liabilities		11,866
Other long-term liabilities		3,393
Total liabilities assumed		<u>39,107</u>
Total identifiable net assets		315,316
Goodwill		41,936
Total net assets	\$	<u>357,252</u>

The Company recognized certain identifiable intangible assets as of January 6, 2017 due to this acquisition. The following table presents the fair values and useful lives, where applicable, of these assets:

	Fair Value	Useful Life
	(In thousands)	(In years)
Customer relationships	\$ 92,900	13.0
Trade names	38,200	20.0
Non-compete agreement	20	3.0
Total fair value	\$ 131,120	
Weighted average useful life		15.2

The Company performed a valuation of the assets and liabilities of GNP as of January 6, 2017. Significant assumptions used in the valuation and the bases for their determination are summarized as follows:

- Property, plant and equipment, net. Property, plant and equipment at fair value gave consideration to the highest and best use of the assets. The valuation of the Company's real property improvements and the majority of its personal property was based on the cost approach. The valuation of the Company's land, as if vacant, and certain personal property assets was based on the market or sales comparison approach.
- Trade names. The Company valued two trade names using the income approach, specifically the relief from royalty method. Under this method, the asset value of each trade name was determined by estimating the hypothetical royalties that would have to be paid if it was not owned. Royalty rates were selected based on consideration of several factors, including (i) prior transactions involving GNP trade names, (ii) incomes derived from license agreements on comparable trade names within the food industry and (iii) the relative profitability and perceived contribution of each trade name. The royalty rate used in the determination of the fair values of the two trade names was 2.0% of expected net sales related to the respective trade names. In estimating the fair value of the trade names, net sales related to the respective trade names were estimated to grow at a rate of 2.5%. Income taxes were estimated at 39.3% of pre-tax income, a tax amortization benefit factor was estimated at 1.2098 and the hypothetical savings generated by avoiding royalty costs were discounted using a rate of 13.8%.
- Customer relationships. The Company valued GNP customer relationships using the income approach, specifically the multi-period excess earnings model. Under this model, the fair value of the customer relationships asset was determined by estimating the net cash inflows from the relationships discounted to present value. In estimating the fair value of the customer relationships, net sales related to existing GNP customers were estimated to grow at a rate of 2.5% annually, but we also anticipate losing existing GNP customers at an attrition rate of 4.0%. Income taxes were estimated at 39.3% of pre-tax income, a tax amortization benefit factor was estimated at 1.2098 and net cash flows attributable to our existing customers were discounted using a rate of 13.8%.

See "Note 8. Goodwill and Identified Intangible Assets" for additional information regarding the goodwill and intangible assets recognized by the Company in the GNP acquisition.

### Unaudited Pro Forma Financial Information

The following unaudited pro forma information presents the combined financial results for the Company, Moy Park and GNP as if the acquisitions had been completed at the beginning of 2016.

	2018	2017	2016
	(In thousands, except per share amounts)		
Net sales	\$ 10,937,784	\$ 10,773,662	\$ 10,311,325
Net income attributable to Pilgrim's Pride Corporation	236,026	664,776	388,188
Net income attributable to Pilgrim's Pride Corporation per common share - diluted	0.95	2.67	1.53

The above unaudited pro forma financial information is presented for informational purposes only and does not purport to represent what the Company's results of operations would have been had it completed the acquisitions on the date assumed, nor is it necessarily indicative of the results that may be expected in future periods. Pro forma adjustments exclude cost savings from any synergies resulting from the acquisitions.

### 3. FAIR VALUE MEASUREMENTS

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Assets and liabilities measured at fair value must be categorized into one of three different levels depending on the assumptions (i.e., inputs) used in the valuation:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability; or
- Level 3 Unobservable inputs, such as discounted cash flow models or valuations.

The valuation of financial assets and liabilities classified in Level 1 is determined using a market approach, taking into account current interest rates, creditworthiness, and liquidity risks in relation to current market conditions, and is based upon unadjusted quoted prices for identical assets in active markets. The valuation of financial assets and liabilities in Level 2 is determined using a market approach based upon quoted prices for similar assets and liabilities in active markets or other inputs that are observable for substantially the full term of the financial instrument. The valuation of financial assets in Level 3 is determined using an income approach based on unobservable inputs such as discounted cash flow models or valuations. For each class of assets and liabilities not measured at fair value in the Consolidated Balance Sheet but for which fair value is disclosed, the Company is not required to provide the quantitative disclosure about significant unobservable inputs used in fair value measurements categorized within Level 3 of the fair value hierarchy.

In addition to the fair value disclosure requirements related to financial instruments carried at fair value, accounting standards require interim disclosures regarding the fair value of all of the Company's financial instruments. The methods and significant assumptions used to estimate the fair value of financial instruments and any changes in methods or significant assumptions from prior periods are also required to be disclosed.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement in its entirety.

As of December 30, 2018 and December 31, 2017, the Company held derivative assets and liabilities that were required to be measured at fair value on a recurring basis. Derivative assets and liabilities consist of long and short positions on exchange-traded commodity futures instruments and foreign currency forward contracts to manage translation and remeasurement risk.

The following items were measured at fair value on a recurring basis:

	December 30, 2018			
	Level 1	Level 2	Level 3	Total
(In thousands)				
<b>Fair value assets:</b>				
Commodity futures instruments	\$ 2,244	\$ —	\$ —	\$ 2,244
Commodity options instruments	—	—	—	—
Foreign currency instruments	1,311	—	—	1,311
<b>Fair value liabilities:</b>				
Commodity futures instruments	(1,479)	—	—	(1,479)
Commodity options instruments	(3,312)	—	—	(3,312)
Foreign currency instruments	(6,649)	—	—	(6,649)

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
<b>Fair value assets:</b>				
Commodity futures instruments	\$ 301	\$ —	\$ —	\$ 301
Commodity options instruments	421	—	—	421
Foreign currency instruments	45	—	—	45
<b>Fair value liabilities:</b>				
Commodity futures instruments	(296)	—	—	(296)
Commodity option instruments	(3,551)	—	—	(3,551)
Foreign currency instruments	(211)	—	—	(211)

See “Note 7. Derivative Financial Instruments” for additional information.

The carrying amounts and estimated fair values of our fixed-rate debt obligation recorded in the Consolidated Balance Sheets consisted of the following:

	December 30, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(In thousands)				
Fixed-rate senior notes payable at 5.75%, at Level 1 inputs	\$ (1,002,497)	\$ (937,300)	\$ (750,000)	\$ (774,375)
Fixed-rate senior notes payable at 5.875%, at Level 1 inputs	(843,717)	(768,188)	(604,820)	(619,080)
Fixed-rate senior notes payable at 6.25%, at Level 1 inputs	—	—	(403,444)	(418,787)
Secured loans, at Level 3 inputs	(319)	(319)	(873)	(855)

See “Note 11. Long-Term Debt and Other Borrowing Arrangements” for additional information.

The carrying amounts of our cash and cash equivalents, derivative trading accounts' margin cash, restricted cash and cash equivalents, accounts receivable, accounts payable and certain other liabilities approximate their fair values due to their relatively short maturities. Derivative assets were recorded at fair value based on quoted market prices and are included in the line item *Prepaid expenses and other current assets* on the Consolidated Balance Sheet. Derivative liabilities were recorded at fair value based on quoted market prices and are included in the line item *Accrued expenses and other current liabilities* on the Consolidated Balance Sheet. The fair values of the Company's Level 1 fixed-rate debt obligation was based on the quoted market price at December 30, 2018 or December 31, 2017, as applicable. The fair values of the Company's Level 3 fixed-rate debt obligation was based on discounted cash flows at December 30, 2018 or December 31, 2017, as applicable.

In addition to assets and liabilities that are recorded at fair value on a recurring basis, the Company records certain assets and liabilities at fair value on a nonrecurring basis. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges when required by U.S. GAAP. There were no significant fair value measurement losses recognized for such assets and liabilities in the periods reported.

#### 4. TRADE ACCOUNTS AND OTHER RECEIVABLES

Trade accounts and other receivables (including accounts receivable from related parties), less allowance for doubtful accounts, consisted of the following:

	December 30, 2018	December 31, 2017
	(In thousands)	
Trade accounts receivable	\$ 533,645	\$ 548,472
Notes receivable - current	4,630	5,130
Other receivables	31,331	20,021
Receivables, gross	569,606	573,623
Allowance for doubtful accounts	(8,057)	(8,145)
Receivables, net	\$ 561,549	\$ 565,478
Accounts receivable from related parties <sup>(a)</sup>	\$ 1,331	\$ 2,951

(a) Additional information regarding accounts receivable from related parties is included in "Note 19. Related Party Transactions."

Changes in the allowance for doubtful accounts were as follows:

	Total
	(In thousands)
Balance at December 31, 2017	\$ (8,145)
Provision charged to operating results	(1,633)
Account write-offs and recoveries	1,682
Effect of exchange rate	39
Balance at December 30, 2018	\$ (8,057)

## 5. INVENTORIES

Inventories consisted of the following:

	December 30, 2018	December 31, 2017
	(In thousands)	
Raw materials and work-in-process	\$ 747,801	\$ 722,083
Finished products <sup>(a)</sup>	317,410	444,796
Operating supplies	43,825	35,442
Maintenance materials and parts	50,483	52,749
Total inventories	\$ 1,159,519	\$ 1,255,070

(a) *Finished products* contains a \$54.4 million reclassification related to both in-transit and non-chicken finished products that were previously presented in *Feed, eggs and other* on our annual report on Form 10-K for the year ended December 31, 2017 to conform to the inventories presented as of December 30, 2018.

## 6. INVESTMENTS IN SECURITIES

We recognize investments in available-for-sale securities as cash equivalents, current investments or long-term investments depending upon each security's length to maturity. Additionally, those securities identified by management at the time of purchase for funding operations in less than one year are classified as current.

The following table summarizes our investments in available-for-sale securities:

	December 30, 2018		December 31, 2017	
	Cost	Fair Value	Cost	Fair Value
(In thousands)				
<b>Cash equivalents:</b>				
Fixed income securities	\$ 135,286	\$ 135,286	\$ 330,456	\$ 330,456
Other	67,474	67,474	942	942

Securities classified as cash and cash equivalents mature within 90 days. Securities classified as short-term investments mature between 91 and 365 days. Securities classified as long-term investments mature after 365 days. The specific identification method is used to determine the cost of each security sold and each amount reclassified out of accumulated other comprehensive loss to earnings. Gross realized gains recognized during 2018 and 2017 related to the Company's available-for-sale securities totaled \$8.0 million and \$4.0 million, respectively, while gross realized losses were immaterial. Proceeds received from the sale or maturity of available-for-sale securities during 2018 and 2017 are disclosed in the Consolidated and Combined Statements of Cash Flows. Net unrealized holding gains and losses on the Company's available-for-sale securities recognized during 2018 and 2017 that have been included in accumulated other comprehensive loss and the net amount of gains and losses reclassified out of accumulated other comprehensive loss to earnings during 2018 and 2017 are disclosed in "Note 15. Stockholders' Equity."

## 7. DERIVATIVE FINANCIAL INSTRUMENTS

The Company utilizes various raw materials in its operations, including corn, soybean meal, soybean oil, wheat, natural gas, electricity and diesel fuel, which are all considered commodities. The Company considers these raw materials generally available from a number of different sources and believes it can obtain them to meet its requirements. These commodities are subject to price fluctuations and related price risk due to factors beyond our control, such as economic and political conditions, supply and demand, weather, governmental regulation and other circumstances. Generally, the Company purchases derivative financial instruments, specifically exchange-traded futures and options, in an attempt to mitigate price risk related to its anticipated consumption of commodity inputs for approximately the next 12 months. The Company may purchase longer-term derivative financial instruments on particular commodities if deemed appropriate.

The Company has operations in Mexico and Europe (including the U.K.) and, therefore, has exposure to translational foreign exchange risk when the financial results of those operations are remeasured in U.S. dollars. The Company has purchased foreign currency forward contracts to manage this translational foreign exchange risk.

The fair value of derivative assets is included in the line item *Prepaid expenses and other current assets* on the Consolidated Balance Sheets while the fair value of derivative liabilities is included in the line item *Accrued expenses and other current liabilities* on the same statements. Our counterparties require that we post cash collateral for changes in the net fair value of the derivative contracts. This cash collateral is reported in the line item *Restricted cash and cash equivalents* on the Consolidated Balance Sheets.

We have not designated certain derivative financial instruments that we have purchased to mitigate commodity purchase or foreign currency transaction exposures on our Mexico operations as cash flow hedges. Items designated as cash flow hedges are disclosed and described further below. Therefore, we recognized changes in the fair value of these derivative financial instruments immediately in earnings. Gains or losses related to these derivative financial instruments are included in the line item *Cost of sales* in the Consolidated and Combined Statements of Income.

We have designated certain derivative financial instruments related to our U.K. and Europe segment that we have purchased to mitigate foreign currency transaction exposures as cash flow hedges. Before the settlement date of the financial derivative instruments, we recognize changes in the fair value of the effective portion of the cash flow hedge into accumulated other comprehensive income ("AOCI") while we recognize changes in the fair value of the ineffective portion immediately in earnings. When the derivative financial instruments associated with the effective portion are settled, the amount in AOCI is then reclassified to earnings. Gains or losses related to these derivative financial instruments are included in the line item *Cost of sales* in the Consolidated and Combined Statements of Income.

The Company recognized \$27.1 million in net losses and \$6.7 million in net gains related to changes in the fair value of its derivative financial instruments during 2018 and 2017, respectively. The Company recognized \$4.3 million in net losses during 2016.

Information regarding the Company's outstanding derivative instruments and cash collateral posted with brokers is included in the following table:

	December 30, 2018	December 31, 2017
(Fair values in thousands)		
<b>Fair values:</b>		
Commodity derivative assets	\$ 2,263	\$ 722
Commodity derivative liabilities	(4,791)	(3,847)
Foreign currency derivative assets	1,311	45
Foreign currency derivative liabilities	(6,649)	(211)
Cash collateral posted with brokers <sup>(a)</sup>	23,192	8,021
<b>Derivatives Coverage<sup>(b)</sup>:</b>		
Corn	6.0%	3.1%
Soybean meal	6.0%	1.7%
Period through which stated percent of needs are covered:		
Corn	March 2020	March 2019
Soybean meal	December 2019	December 2018
(a)	Collateral posted with brokers consists primarily of cash, short term treasury bills, or other cash equivalents.	
(b)	Derivatives coverage is the percent of anticipated commodity needs covered by outstanding derivative instruments through a specified date.	

The following tables present the components of the gain or loss on derivatives that qualify as cash flow hedges:

	Gain (Loss) Recognized in Other Comprehensive Income on Derivative (Effective Portion)		
	December 30, 2018	December 31, 2017	December 25, 2016
	(In thousands)		
Foreign currency derivatives	\$ 829	\$ 60	\$ (152)
Total	\$ 829	\$ 60	\$ (152)

	Net Realized Gain (Loss) Recognized in Income on Derivative (Ineffective Portion)		
	December 30, 2018	December 31, 2017	December 25, 2016
	(In thousands)		
Foreign currency derivatives	\$ —	\$ —	\$ —
Total	\$ —	\$ —	\$ —

	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)		
	December 30, 2018	December 31, 2017	December 25, 2016
	(In thousands)		
Foreign currency derivatives	\$ (348)	\$ 639	\$ (310)
Total	\$ (348)	\$ 639	\$ (310)

At December 30, 2018, the before-tax deferred net gains on derivatives recorded in AOCI that are expected to be reclassified to the Consolidated and Combined Statements of Income during the next twelve months are \$0.5 million. This expectation is based on the anticipated settlements on the hedged investments in foreign currencies that will occur over the next twelve months, at which time the Company will recognize the deferred gains (losses) to earnings.

**8. GOODWILL AND INTANGIBLE ASSETS**

The activity in goodwill by segment for the years ended December 30, 2018 and December 31, 2017 were as follows:

	December 31, 2017	Additions	Other	Currency Translation	December 30, 2018
(In thousands)					
U.S.	\$ 41,936	\$ —	\$ —	\$ —	\$ 41,936
U.K. and Europe	834,346	—	(1,156)	(50,983)	782,207
Mexico	125,607	—	—	—	125,607
Total	\$ 1,001,889	\$ —	\$ (1,156)	\$ (50,983)	\$ 949,750

	December 25, 2016	Additions	Other	Currency Translation	December 31, 2017
(In thousands)					
U.S.	\$ —	\$ 41,936	\$ —	\$ —	\$ 41,936
U.K. and Europe	761,614	—	—	72,732	834,346
Mexico	125,607	—	—	—	125,607
Total	\$ 887,221	\$ 41,936	\$ —	\$ 72,732	\$ 1,001,889

Identified intangible assets consisted of the following:

	December 31, 2017	Additions	Amortization	Currency Translation	Reclassification	December 30, 2018
(In thousands)						
Carrying amount:						
Trade names	\$ 79,686	\$ —	\$ —	\$ —	\$ (1,343)	\$ 78,343
Customer relationships	251,952	—	—	(5,589)	1,343	247,706
Non-compete agreements	320	—	—	—	—	320
Trade names not subject to amortization	403,594	—	—	(23,527)	—	380,067
Accumulated amortization:						
Trade names	(40,888)	—	(3,287)	—	623	(43,552)
Customer relationships	(77,194)	—	(22,441)	1,817	(623)	(98,441)
Non-compete agreements	(307)	—	(8)	—	—	(315)
Total	\$ 617,163	\$ —	\$ (25,736)	\$ (27,299)	\$ —	\$ 564,128

	December 25, 2016	Additions	Amortization	Currency Translation	Reclassification	December 31, 2017
(In thousands)						
Carrying amount:						
Trade names	\$ 41,369	\$ 38,200	\$ —	\$ 117	\$ —	\$ 79,686
Customer relationships	151,147	92,900	—	7,905	—	251,952
Non-compete agreements	300	20	—	—	—	320
Trade names not subject to amortization	369,258	—	—	34,336	—	403,594
Accumulated amortization:						
Trade names	(37,128)	—	(3,808)	48	—	(40,888)
Customer relationships	(53,055)	—	(22,571)	(1,568)	—	(77,194)
Non-compete agreements	(300)	—	(7)	—	—	(307)
Total	\$ 471,591	\$ 131,120	\$ (26,386)	\$ 40,838	\$ —	\$ 617,163

Intangible assets are amortized over the estimated useful lives of the assets as follows:

Customer relationships	5-16 years
Trade names	3-20 years
Non-compete agreements	3 years

The Company recognized amortization expense related to identified intangible assets of \$25.7 million in 2018, \$26.4 million in 2017 and \$18.7 million in 2016.

The Company expects to recognize amortization expense associated with identified intangible assets of \$23.5 million in 2019, \$19.7 million in 2020, \$19.7 million in 2021 and \$19.7 million in 2022, and \$19.7 million in 2023.

At December 30, 2018, the Company assessed qualitative factors to determine if it was necessary to perform either the two-step quantitative impairment test related to the carrying amount of its goodwill or quantitative impairment tests related to the carrying amounts of its identified intangible assets not subject to amortization. Based on these assessments, the Company determined that it was not necessary to perform either the two-step quantitative impairment test related to the carrying amount of its goodwill nor the quantitative impairment tests related to the carrying amounts of its identified intangible assets not subject to amortization at that date.

At December 30, 2018, the Company assessed if events or changes in circumstances indicated that the aggregate carrying amount of its identified intangible assets subject to amortization might not be recoverable. There were no indicators present that required the Company to test the recoverability of the aggregate carrying amount of its identified intangible assets subject to amortization at that date.

## 9. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment (“PP&E”), net consisted of the following:

	December 30, 2018	December 31, 2017
	(In thousands)	
Land	\$ 196,769	\$ 205,087
Buildings	1,697,703	1,681,610
Machinery and equipment	2,618,213	2,533,522
Autos and trucks	59,195	58,159
Construction-in-progress	269,166	187,094
PP&E, gross	4,841,046	4,665,472
Accumulated depreciation	(2,679,344)	(2,570,325)
PP&E, net	<u>\$ 2,161,702</u>	<u>\$ 2,095,147</u>

The Company recognized depreciation expense of \$248.3 million, \$245.4 million and \$210.5 million during 2018, 2017 and 2016, respectively.

During 2018, the Company spent \$348.7 million on capital projects and transferred \$246.5 million of completed projects from construction-in-progress to depreciable assets. Capital expenditures were primarily incurred during 2018 to improve operational efficiencies and reduce costs. During 2017, the Company spent \$339.9 million on capital projects and transferred \$411.8 million of completed projects from construction-in-progress to depreciable assets.

During 2018, the Company sold certain PP&E for \$9.8 million and recognized a gain of \$1.9 million. PP&E sold in 2018 included processing plants in Alabama and Minnesota, a residential building in Georgia, vacant land in Georgia and North Carolina, and miscellaneous equipment. During 2017, the Company sold certain PP&E for \$4.5 million and recognized a gain of \$0.5 million. PP&E sold in 2017 included processing plants in Texas and Ireland, a feed mill in Arkansas, a hatchery in the U.K., poultry farms in Alabama and Texas, vacant land in Texas and miscellaneous equipment.

At December 30, 2018, the Company reported properties and related assets totaling \$0.2 million in *Assets held for sale* on its Consolidated Balance Sheets. The fair values of the miscellaneous equipment that were classified as assets held for sale as of December 30, 2018 were based on quoted market prices.

The Company tested the recoverability of its Minnesota processing complex held for sale at various effective dates during 2018. The Company determined that the aggregate carrying amount of this asset group at various times during 2018 was not recoverable over the remaining life of the primary asset in the group and recognized impairment costs of \$0.8 million within its U.S. segment, which is reported in the line item *Administrative restructuring charges* on its Consolidated and Combined Statements of Income. The Minnesota processing complex was sold in the fourth quarter of 2018.

The Company tested the recoverability of assets owned by Rose Energy Ltd. at various effective dates during 2018. The Company determined that the aggregate carrying amount of this asset group at December 30, 2018 was not recoverable over the remaining life of the primary asset in the group and recognized impairment costs of \$2.6 million within its U.K. and Europe segment, which is reported in the line item *Administrative restructuring charges* on its Consolidated and Combined Statements of Income.

The Company has closed or idled various facilities in the U.S. and in the U.K. Neither the Board of Directors nor JBS has determined if it would be in the best interest of the Company to divest any of these idled assets. Management is therefore not certain that it can or will divest any of these assets within one year, is not actively marketing these assets and, accordingly, has not classified them as assets held for sale. The Company continues to depreciate these assets. At December 30, 2018, the carrying amount of these idled assets was \$44.7 million based on depreciable value of \$154.4 million and accumulated depreciation of \$109.7 million. During 2018, the Company recognized an impairment loss of \$0.1 million related to leasehold improvements at an idled administrative office.

At December 30, 2018, the Company assessed if events or changes in circumstances indicated that the aggregate carrying amount of its property, plant and equipment held for use might not be recoverable. There were no indicators present that required the Company to test the recoverability of the aggregate carrying amount of its property, plant and equipment held for use at that date.

## 10. CURRENT LIABILITIES

Current liabilities, other than income taxes and current maturities of long-term debt, consisted of the following components:

	December 30, 2018	December 31, 2017
	(In thousands)	
<b>Accounts payable:</b>		
Trade accounts	\$ 744,105	\$ 661,759
Book overdrafts	69,475	56,022
Other payables	16,479	15,246
Total accounts payable	830,059	733,027
Accounts payable to related parties <sup>(a)</sup>	7,269	2,889
Revenue contract liability <sup>(b)</sup>	33,328	36,607
<b>Accrued expenses and other current liabilities:</b>		
Compensation and benefits	149,507	181,678
Interest and debt-related fees	33,596	29,750
Insurance and self-insured claims	80,990	79,911
Derivative liabilities:		
Commodity futures	1,479	296
Commodity options	3,312	3,551
Foreign currency derivatives	6,649	211
Other accrued expenses	111,408	114,755
Total accrued expenses and other current liabilities	386,941	410,152
<b>Total current liabilities</b>	<b>\$ 1,257,597</b>	<b>\$ 1,182,675</b>

(a) Additional information regarding accounts payable to related parties is included in "Note 19. Related Party Transactions."

(b) Additional information regarding revenue contract liabilities is included in "Note 13. Revenue Recognition."

**11. LONG-TERM DEBT AND OTHER BORROWING ARRANGEMENTS**

Long-term debt consisted of the following components:

	Maturity	December 30, 2018	December 31, 2017
Long-term debt and other long-term borrowing arrangements:		(In thousands)	
Senior notes payable, net of premium and discount at 5.75%	2025	\$ 1,002,497	\$ 754,820
Senior notes payable, net of discount at 5.875%	2027	843,717	600,000
Senior notes payable at 6.25%	2021	—	403,444
U.S. Credit Facility (defined below):			
Term note payable at 3.65%	2023	500,000	780,000
Revolving note payable at 5.25%	2023	—	73,262
2016 Mexico Credit Facility (defined below) with notes payable at TIIE plus 0.95%	2019	—	76,307
Moy Park France Invoice Discounting Revolver with payables at EURIBOR plus 0.8%	2019	2,277	1,815
Moy Park Credit Agricole Bank Overdraft with notes payable at EURIBOR plus 1.50%	On Demand	88	—
Moy Park Multicurrency Revolving Facility with notes payable at LIBOR rate plus 2.5%	2018	—	9,590
Moy Park Bank of Ireland Revolving Facility with notes payable at LIBOR or EURIBOR plus 1.25% to 2.00%	2023	—	—
Secured loans with payables at weighted average of 3.73%	Various	319	873
Capital lease obligations	Various	3,707	9,239
Long-term debt		2,352,605	2,709,350
Less: Current maturities of long-term debt		(30,405)	(47,775)
Long-term debt, less current maturities		2,322,200	2,661,575
Less: Capitalized financing costs		(27,010)	(25,958)
Long-term debt, less current maturities, net of capitalized financing costs:		\$ 2,295,190	\$ 2,635,617

**U.S. Senior Notes**

On March 11, 2015, the Company completed a sale of \$500.0 million aggregate principal amount of its 5.75% senior notes due 2025. On September 29, 2017, the Company completed an add-on offering of \$250.0 million of these senior notes. The issuance price of this add-on offering was 102.0%, which created gross proceeds of \$255.0 million. The additional \$5.0 million will be amortized over the remaining life of the senior notes. On March 7, 2018, the Company completed another add-on offering of \$250.0 million of these senior notes (together with the senior notes issued in March 2015 and September 2017, the “Senior Notes due 2025”). The issuance price of this add-on offering was 99.25%, which created gross proceeds of \$248.1 million. The \$1.9 million discount will be amortized over the remaining life of the senior notes. Each issuance of the Senior Notes due 2025 is treated as a single class for all purposes under the 2015 Indenture (defined below) and have the same terms.

The Senior Notes due 2025 are governed by, and were issued pursuant to, an indenture dated as of March 11, 2015 by and among the Company, its guarantor subsidiary and Wells Fargo Bank, National Association, as trustee (the “2015 Indenture”). The 2015 Indenture provides, among other things, that the Senior Notes due 2025 bear interest at a rate of 5.75% per annum from the date of issuance until maturity, payable semi-annually in cash in arrears, beginning on September 15, 2015 for the Senior Notes due 2025 that were issued in March 2015 and beginning on March 15, 2018 for the Senior Notes due 2025 that were issued in September 2017 and March 2018.

On September 29, 2017, the Company completed a sale of \$600.0 million aggregate principal amount of its 5.875% senior notes due 2027. On March 7, 2018, the Company completed an add-on offering of \$250.0 million of these senior notes (together with the senior notes issued in September 2017, the “Senior Notes due 2027”). The issuance price of this add-on offering was 97.25%, which created gross proceeds of \$243.1 million. The \$6.9 million discount will be amortized over the remaining life of the Senior Notes due 2027. Each issuance of the Senior Notes due 2027 is treated as a single class for all purposes under the 2017 Indenture (defined below) and have the same terms.

The Senior Notes due 2027 are governed by, and were issued pursuant to, an indenture dated as of September 29, 2017 by and among the Company, its guarantor subsidiary and U.S. Bank National Association, as trustee (the “2017 Indenture”). The 2017 Indenture provides, among other things, that the Senior Notes due 2027 bear interest at a rate of 5.875% per annum from the date of issuance until maturity, payable semi-annually in cash in arrears, beginning on March 30, 2018 for the Senior Notes due 2027 that were issued in September 2017 and beginning on March 15, 2018 for the Senior Notes due 2027 that were issued in March 2018.

The Senior Notes due 2025 and the Senior Notes due 2027 are each guaranteed on a senior unsecured basis by the Company’s guarantor subsidiary. In addition, any of the Company’s other existing or future domestic restricted subsidiaries that incur or guarantee any other indebtedness (with limited exceptions) must also guarantee the Senior Notes due 2025 and the Senior Notes due 2027. The Senior Notes due 2025 and the Senior Notes due 2027 and related guarantees are unsecured senior obligations of the Company and its guarantor subsidiary and rank equally with all of the Company’s and its guarantor subsidiary’s other unsubordinated indebtedness. The Senior Notes due 2025, the 2015 Indenture, the Senior Notes due 2027 and the 2017 Indenture also contain customary covenants and events of default, including failure to pay principal or interest on the Senior Notes due 2025 and the Senior Notes due 2027, respectively, when due, among others.

The Company used the net proceeds from the sale of the Senior Notes due 2025 and the Senior Notes due 2027 that were issued in September 2017 to repay in full the JBS S.A. Promissory Note issued as part of the Moy Park acquisition and for general corporate purposes. The Company used the net proceeds from the sale of the Senior Notes due 2025 and the Senior Notes due 2027 that were issued in March 2018 to pay the second tender price of Moy Park Notes (as described below), repay a portion of outstanding secured debt, and for general corporate purposes. The Senior Notes due 2025 and the Senior Notes due 2027 were sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act.

### **Moy Park Senior Notes**

Between May 29, 2014 and April 17, 2015, Moy Park (Bondco) plc completed the sale of £300.0 million aggregate principal amount of its 6.25% senior notes due 2021 (the “Moy Park Senior Notes”). Between November 3, 2017 and March 8, 2018, Moy Park (Bondco) plc completed the purchase for cash of the Moy Park Senior Notes through a tender offer. As of March 8, 2018, £234.3 million principal amount of Moy Park Senior Notes had been validly tendered and purchased by Moy Park (Bondco) plc.

On May 29, 2018, Moy Park (Bondco) plc redeemed all remaining Moy Park Senior Notes outstanding at the redemption price equal to 101.56% of the principal amount, plus accrued and unpaid interest. The aggregate principal amount of the Moy Park Senior Notes redeemed on May 29, 2018 was £65.7 million. As of December 30, 2018, there are no Moy Park Senior Notes outstanding.

### **U.S. Credit Facility**

On July 20, 2018, the Company, and certain of the Company’s subsidiaries entered into a Fourth Amended and Restated Credit Agreement (the “U.S. Credit Facility”) with CoBank, ACB, as administrative agent and collateral agent, and the other lenders party thereto. The U.S. Credit Facility provides for a \$750.0 million revolving credit commitment and a term loan commitment of up to \$500.0 million (the “Term Loans”). The Company used the proceeds from the term loan commitment under the U.S. Credit Facility, together with cash on hand, to repay the outstanding loans under the Company’s previous credit agreement with Coöperatieve Rabobank U.A., New York Branch, as administrative agent, and the other lenders and financial institutions party thereto.

The U.S. Credit Facility includes an accordion feature that allows the Company, at any time, to increase the aggregate revolving loan and term loan commitments by up to an additional \$1.25 billion, subject to the satisfaction of certain conditions, including obtaining the lenders’ agreement to participate in the increase.

The revolving loan commitment under the U.S. Credit Facility matures on July 20, 2023. All principal on the Term Loans is due at maturity on July 20, 2023. Installments of principal are required to be made, in an amount equal to 1.25% of the original principal amount of the Term Loans, on a quarterly basis prior to the maturity date of the Term Loans. Covenants in the U.S. Credit Facility also require the Company to use the proceeds it receives from certain asset sales and specified debt or equity issuances and upon the occurrence of other events to repay outstanding borrowings under the U.S. Credit Facility. As of December 30, 2018, the Company had Term Loans outstanding totaling \$500.0 million and the amount available for borrowing under the revolving loan commitment was \$708.4 million. The Company had letters of credit of \$41.6 million and no borrowings outstanding under the revolving loan commitment as of December 30, 2018.

The U.S. Credit Facility includes a \$75.0 million sub-limit for swingline loans and a \$125.0 million sub-limit for letters of credit. Outstanding borrowings under the revolving loan commitment and the Term Loans bear interest at a per annum rate

equal to (i) in the case of LIBOR loans, LIBOR plus 1.25% through August 2, 2018 and, thereafter, based on the Company's net senior secured leverage ratio, between LIBOR plus 1.25% and LIBOR plus 2.75% and (ii) in the case of alternate base rate loans, the base rate plus 0.25% through August 2, 2018 and, based on the Company's net senior secured leverage ratio, between the base rate plus 0.25% and base rate plus 1.75% thereafter.

The U.S. Credit Facility contains customary financial and other various covenants for transactions of this type, including restrictions on the Company's ability to incur additional indebtedness, incur liens, pay dividends, make certain restricted payments, consummate certain asset sales, enter into certain transactions with the Company's affiliates, or merge, consolidate and/or sell or dispose of all or substantially all of its assets, among other things. The U.S. Credit Facility requires the Company to comply with a minimum level of tangible net worth covenant. The U.S. Credit Facility also provides that the Company may not incur capital expenditures in excess of \$500.0 million in any fiscal year.

All obligations under the U.S. Credit Facility continue to be unconditionally guaranteed by certain of the Company's subsidiaries and continue to be secured by a first priority lien on (i) the accounts receivable and inventory of the Company and its non-Mexico subsidiaries, (ii) 100% of the equity interests in the Company's domestic subsidiaries, To-Ricos, Ltd. and To-Ricos Distribution, Ltd., and 65% of the equity interests in its direct foreign subsidiaries and (iii) substantially all of the assets of the Company and the guarantors under the U.S. Credit Facility. The Company is currently in compliance with the covenants under the U.S. Credit Facility.

### **Mexico Credit Facility**

On December 14, 2018, certain of the Company's Mexican subsidiaries entered into an unsecured credit agreement (the "2018 Mexico Credit Facility") with Banco del Bajío, Sociedad Anónima, Institución de Banca Múltiple, as lender. The loan commitment under the 2018 Mexico Credit Facility is \$1.5 billion Mexican pesos and can be borrowed on a revolving basis. The U.S. dollar-equivalent of the loan commitment under the 2018 Mexico Credit Facility is \$76.3 million. Outstanding borrowings under the 2018 Mexico Credit Facility accrue interest at a rate equal to the 28-Day Interbank Equilibrium Interest Rate plus 1.50%. The 2018 Mexico Credit Facility contains covenants and defaults that the Company believes are customary for transactions of this type. The 2018 Mexico Credit Facility will be used for general corporate and working capital purposes. The 2018 Mexico Credit Facility will mature on December 14, 2023.

The 2018 Mexico Credit Facility replaced the unsecured credit agreement (the "2016 Mexico Credit Facility") between certain of the Company's Mexican subsidiaries and BBVA Bancomer, S.A. Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer, as lender, dated September 27, 2016. The 2016 Mexico Credit Facility was terminated on December 19, 2018.

### **Moy Park Bank of Ireland Revolving Facility Agreement**

On June 2, 2018, Moy Park Holdings (Europe) Ltd. and its subsidiaries entered into an unsecured multicurrency revolving facility agreement (the "Bank of Ireland Facility Agreement") with the Governor and Company of the Bank of Ireland, as agent, and the other lenders party thereto. The Bank of Ireland Facility Agreement provides for a multicurrency revolving loan commitment of up to £100.0 million. The multicurrency revolving loan commitments under the Bank of Ireland Facility Agreement mature on June 2, 2023. Outstanding borrowings under the Bank of Ireland Facility Agreement bear interest at a rate per annum equal to the sum of (i) LIBOR or, in relation to any loan in euros, EURIBOR, plus (ii) a margin, ranging from 1.25% to 2.00% based on Leverage (as defined in the Bank of Ireland Facility Agreement). All obligations under the Bank of Ireland Facility Agreement are guaranteed by certain of Moy Park's subsidiaries. As of December 30, 2018, the U.S. dollar-equivalent loan commitment and borrowing availability were both \$127.0 million. There were no outstanding borrowings under the Bank of Ireland Facility Agreement as of December 30, 2018.

The Bank of Ireland Facility Agreement contains representations and warranties, covenants, indemnities and conditions that the Company believes are customary for transactions of this type. Pursuant to the terms of the Bank of Ireland Facility Agreement, Moy Park is required to meet certain financial and other restrictive covenants. Additionally, Moy Park is prohibited from taking certain actions without consent of the lenders, including, without limitation, incurring additional indebtedness, entering into certain mergers or other business combination transactions, permitting liens or other encumbrances on its assets and making restricted payments, including dividends, in each case except as expressly permitted under the Bank of Ireland Facility Agreement. The Bank of Ireland Facility Agreement contains events of default that the Company believes are customary for transactions of this type. If a default occurs, any outstanding obligations under the Bank of Ireland Facility Agreement may be accelerated.

### **Moy Park France Invoice Discounting Facility**

In June 2009, Moy Park France Sàrl entered into a €20.0 million invoice discounting facility with GE De Facto (the "Invoice Discounting Facility"). The facility limit was decreased by 50 percent in June 2018. The Invoice Discounting Facility is payable on demand and the term is extended on an annual basis. The agreement can be terminated by either party with three

months' notice. Outstanding borrowings under the Invoice Discounting Facility bear interest at a per annum rate equal to EURIBOR plus 0.80%. As of December 30, 2018, the U.S. dollar-equivalent loan commitment, borrowing availability, and outstanding borrowings under the Invoice Discounting Facility were \$11.4 million, \$9.2 million and \$2.2 million, respectively.

The Invoice Discounting Facility contains financial covenants and various other covenants that may adversely affect Moy Park's ability to, among other things, incur additional indebtedness, consummate certain asset sales, enter into certain transactions with JBS and the Company's other affiliates, merge, consolidate and/or sell or dispose of all or substantially all of Moy Park's assets.

#### Moy Park Credit Agricole Bank Overdraft

On December 3, 2018, Moy Park entered into an unsecured €0.5 million bank overdraft agreement (the "Overdraft Agreement") with Credit Agricole. The Overdraft Agreement is payable on demand and can be cancelled anytime by the Company or Credit Agricole. Outstanding borrowings under the Overdraft Agreement bears interest at a per annum rate equal to EURIBOR plus 1.50%. As of December 30, 2018, the U.S. dollar-equivalent outstanding borrowing under the Overdraft Agreement was less than \$0.1 million.

#### Moy Park Multicurrency Revolving Facility Agreement

On March 19, 2015, Moy Park Holdings (Europe) Ltd. and its subsidiaries, entered into an agreement with Barclays Bank plc, which expired on March 19, 2018. The agreement provided for a multicurrency revolving loan commitment of up to £20.0 million.

#### Moy Park Receivables Finance Agreement

Moy Park Ltd., entered into a £45.0 million receivables finance agreement on January 29, 2016 (the "Receivables Finance Agreement"), with Barclays Bank plc. Moy Park Holdings (Europe) Ltd. repaid the Receivables Finance Agreement in full using available cash and proceeds from the Bank of Ireland Facility Agreement and terminated the Receivables Finance Agreement with Barclays Bank plc on June 4, 2018.

## 12. INCOME TAXES

Income before income taxes by jurisdiction is as follows:

	2018	2017	2016
	(In thousands)		
U.S.	\$ 175,805	\$ 773,160	\$ 532,853
Foreign	156,422	208,906	191,183
Total	\$ 332,227	\$ 982,066	\$ 724,036

The components of income tax expense (benefit) are set forth below:

	2018	2017	2016
	(In thousands)		
Current:			
Federal	\$ 8,835	\$ 213,146	\$ 165,989
Foreign	45,311	65,100	62,753
State and other	(1,263)	35,614	20,211
Total current	52,883	313,860	248,953
Deferred:			
Federal	41,104	(19,434)	(3,529)
Foreign	(17,160)	(34,264)	(2,490)
State and other	8,596	3,737	985
Total deferred	32,540	(49,961)	(5,034)
	\$ 85,423	\$ 263,899	\$ 243,919

The effective tax rate for 2018 was 25.7% compared to 26.9% for 2017 and 33.7% for 2016.

The following table reconciles the statutory U.S. federal income tax rate to the Company's effective income tax rate:

	2018	2017	2016
Federal income tax rate	21.0 %	35.0 %	35.0 %
State tax rate, net	3.6	2.6	2.2
One-time transition tax	7.9	—	—
Permanent items	1.4	—	0.8
Domestic production activity	—	(1.6)	(1.2)
Difference in U.S. statutory tax rate and foreign country effective tax rate	2.3	(1.4)	(2.8)
Rate change	(2.5)	(5.3)	—
Tax credits	(7.9)	(0.5)	(0.6)

Change in reserve for unrecognized tax benefits	(1.7)	(0.7)	(0.2)
Change in valuation allowance	2.7	(1.2)	(0.1)
Other	(1.1)	—	0.6
Total	25.7	26.9	33.7

On December 22, 2017, the U.S. government enacted comprehensive tax legislation (the “Tax Act”), which significantly revises the ongoing U.S. corporate income tax law by lowering the U.S. federal corporate income tax rate from 35.0% to 21.0%, implementing a territorial tax system, imposing one-time tax on foreign unremitted earnings and setting limitations on deductibility of certain costs (e.g., interest expense), among other things.

The Company applied the guidance in Staff Accounting Bulletin (“SAB”) 118 when accounting for the enactment date effects of the Tax Act. As of December 30, 2018, the Company has completed its accounting for all of the tax effects of the Tax Act. As further discussed below, during 2018, the Company recognized adjustments of \$18.2 million to the provisional amounts recorded at December 31, 2017 and included these adjustments as a component of income tax expense.

As of December 31, 2017, the Company estimated no tax liability on foreign unremitted earnings due to a net earnings and profits (“E&P”) deficit on accumulated post-1986 deferred foreign income. Therefore, the Company did not accrue any amount of tax expense for the Tax Act’s one-time transition tax on the foreign subsidiaries’ accumulated, unremitted earnings going back to 1986 for the year ended December 31, 2017. Upon further analysis of certain aspects of the Tax Act and a refinement of the historical calculation of E&P on accumulated post-1986 deferred foreign income during 2018, the Company finalized the E&P analysis of its foreign subsidiaries and recalculated significant overall positive E&P. Therefore, due to this recalculation, the Company recorded a \$26.4 million tax liability for the one-time transition tax. This one-time transition tax adjustment increased the 2018 effective tax rate by approximately 7.9%. The Company has elected to pay this liability over the eight-year period provided in the Tax Act. As of December 30, 2018, the remaining balance of the Company’s transition tax obligation is \$7.7 million, which will be paid over the next seven years. No additional income taxes have been provided for any remaining undistributed foreign earnings not subject to the one-time transition tax or any additional outside basis difference inherent in these foreign subsidiaries, as these amounts continue to be permanently reinvested in foreign operations. The undistributed earnings of our Mexico, Puerto Rico and U.K. subsidiaries totaled \$683.0 million, \$13.2 million and \$2.2 million, respectively, at December 30, 2018.

As of December 31, 2017, the Company accrued \$41.5 million in provisional tax benefit related to the net change in deferred tax liabilities stemming from the Tax Act’s reduction of the U.S. federal tax rate from 35% to 21% for the year ended December 31, 2017. Due to return to provision adjustments which resulted from the filing of the Company’s 2017 federal income tax return, the Company recorded an additional \$8.2 million tax benefit resulting from the Tax Act’s rate reduction. This benefit reduced the 2018 effective tax rate by approximately 2.5%.

The Tax Act subjects a U.S. shareholder to tax on global intangible low-taxed income (“GILTI”) earned by certain foreign subsidiaries. The FASB Staff Q&A, Topic 740, No. 5, *Accounting for GILTI*, states that an entity can make an accounting policy election to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years or provide for the tax expense related to GILTI in the year the tax is incurred as a period expense only. The Company has elected to account for GILTI in the year the tax is incurred. As of December 30, 2018, the Company recorded a \$5.4 million federal GILTI tax liability, which increased the 2018 effective tax rate by approximately 1.6%.

The Tax Act provides for a foreign-derived intangible income (“FDII”) deduction, which is available to domestic C corporations that derive income from the export of property and services. As of December 30, 2018, the Company recorded a \$0.1 million federal FDII benefit, which decreased the 2018 effective tax rate by an immaterial amount.

Significant components of the Company’s deferred tax liabilities and assets are as follows:

	December 30, 2018	December 31, 2017
	(In thousands)	
<b>Deferred tax liabilities:</b>		
PP&E and identified intangible assets	\$ 217,353	\$ 213,500
Inventories	69,464	57,641
Insurance claims and losses	29,964	29,253
Business combinations	46,779	50,695
Other	23,434	18,519
Total deferred tax liabilities	386,994	369,608
<b>Deferred tax assets:</b>		
Net operating losses	2,923	3,276
Foreign net operating losses	38,531	26,934
Credit carry forwards	14,461	2,425
Allowance for doubtful accounts	6,788	1,767
Deferred revenue	1,860	—
Accrued liabilities	52,181	50,389
Workers compensation	—	26,119
Pension and other postretirement benefits	—	13,379
Other	63,227	51,306
Total deferred tax assets	179,971	175,595
Valuation allowance	(26,150)	(14,479)
Net deferred tax assets	153,821	161,116
Net deferred tax liabilities	\$ 233,173	\$ 208,492

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in

which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities (including the impact of available carry back and carry forward periods), projected future taxable income and tax-planning strategies in making this assessment.

As of December 30, 2018, the Company believes it has sufficient positive evidence to conclude that realization of its federal, state and foreign net deferred tax assets are more likely than not to be realized. The increase in valuation allowance of \$11.7 million during 2018 was primarily due to U.S. foreign tax credits. As of December 30, 2018, the Company's valuation allowance is \$26.1 million, of which \$13.9 million relates to U.K. operations, \$11.8 million relates to U.S. foreign tax credits and \$0.5 million relates to state net operating losses.

As of December 30, 2018, the Company had state net operating loss carry forwards of approximately \$87.5 million that begin to expire in 2019. The Company also had Mexico net operating loss carry forwards at December 30, 2018 of approximately \$17.2 million that begin to expire in 2019.

As of December 30, 2018, the Company had approximately \$2.6 million of state tax credit carry forwards that begin to expire in 2019.

For the fifty-two weeks ended December 30, 2018 and fifty-three weeks ended December 31, 2017, there is a tax effect of \$1.6 million and \$4.0 million, respectively, reflected in other comprehensive income.

For the fifty-two weeks ended December 30, 2018, there is a tax effect of (\$0.8) million reflected in income tax expense due to excess tax benefits related to share-based compensation. For the fifty-three weeks ended December 31, 2017, there is a tax effect of \$1.1 million reflected in income tax expense due to excess tax benefits related to share-based compensation. See "Note 1. Business and Summary of Significant Accounting Policies" for additional information.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits is as follows:

	December 30, 2018	December 31, 2017
	(In thousands)	
Unrecognized tax benefits, beginning of year	\$ 11,866	\$ 16,813
Increase as a result of tax positions taken during the current year	261	1,163
Increase as a result of tax positions taken during prior years	1,152	60
Decrease as a result of tax positions taken during prior years	—	(892)
Decrease for lapse in statute of limitations	(867)	(4,123)
Decrease relating to settlements with taxing authorities	—	(1,155)
Unrecognized tax benefits, end of year	<u>\$ 12,412</u>	<u>\$ 11,866</u>

Included in unrecognized tax benefits of \$12.4 million at December 30, 2018, was \$1.4 million of tax benefits that, if recognized, would reduce the Company's effective tax rate. It is not practicable at this time to estimate the amount of unrecognized tax benefits that will change in the next twelve months.

The Company recognizes interest and penalties related to unrecognized tax benefits in its provision for income taxes. As of December 30, 2018, the Company had recorded a liability of \$1.5 million for interest and penalties. During 2018, accrued interest and penalty amounts related to uncertain tax positions decreased by \$5.6 million.

The Company operates in the U.S. (including multiple state jurisdictions), Puerto Rico and several foreign locations including Mexico and the U.K. With few exceptions, the Company is no longer subject to examinations by taxing authorities for years prior to 2014 in U.S. federal, state and local jurisdictions, for years prior to 2011 in Mexico, and for years prior to 2016 in the U.K.

The Company has a tax sharing agreement with JBS USA Company Holdings effective for tax years beginning 2010. The net tax payable for tax year 2018 of \$0.5 million was accrued in 2018 as a capital distribution and an account payable to a related party in our Consolidated Balance Sheet.

### 13. REVENUE RECOGNITION

The vast majority of the Company's revenue is derived from contracts which are based upon a customer ordering our products. While there may be master agreements, the contract is only established when the customer's order is accepted by the Company. The Company accounts for a contract, which may be verbal or written, when it is approved and committed by both parties, the rights of the parties are identified along with payment terms, the contract has commercial substance and collectability is probable.

The Company evaluates the transaction for distinct performance obligations, which are the sale of its products to customers. Since its products are commodity market-priced, the sales price is representative of the observable, standalone selling price. Each performance obligation is recognized based upon a pattern of recognition that reflects the transfer of control to the customer at a point in time, which is upon destination (customer location or port of destination), and faithfully depicts the transfer of control and recognition of revenue. There are instances of customer pick-up at the Company's facilities, in which case control transfers to the customer at that point and the Company recognizes revenue. The Company's performance obligations are typically fulfilled within days to weeks of the acceptance of the order.

The Company makes judgments regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from revenue and cash flows with customers. Determination of a contract requires evaluation and judgment along with the estimation of the total contract value and if any of the contract value is constrained. Due to the nature of our business, there is minimal variable consideration, as the contract is established at the acceptance of the order from the customer. When applicable, variable consideration is estimated at contract inception and updated on a regular basis until the contract is completed. Allocating the transaction price to a specific performance obligation based upon the relative standalone selling prices includes estimating the standalone selling prices including discounts and variable consideration.

#### Disaggregated Revenue

Revenue has been disaggregated into the categories below to show how economic factors affect the nature, amount, timing and uncertainty of revenue and cash flows.

## Fifty-Two Weeks Ended December 30, 2018

	Domestic		Export		Net Sales
	(In thousands)				
U.S.	\$	7,166,929	\$	258,732	\$ 7,425,661
U.K. and Europe		1,844,745		303,921	2,148,666
Mexico		1,363,457		—	1,363,457
Net Sales	\$	10,375,131	\$	562,653	\$ 10,937,784

**Shipping and Handling Costs**

In the rare case when shipping and handling activities are performed after a customer obtains control of the good, the Company has elected to account for shipping and handling as activities to fulfill the promise to transfer the good. When revenue is recognized for the related good before the shipping and handling activities occur, the related costs of those shipping and handling activities are accrued. Shipping and handling costs are recorded within *Cost of sales*.

**Contract Costs**

The Company can incur incremental costs to obtain or fulfill a contract such as broker expenses that are not expected to be recovered. The amortization period for such expenses is less than one year; therefore, the costs are expensed as incurred.

**Taxes**

There is no change in accounting for taxes due to the adoption of the new revenue standard, as there is no material change to the timing of revenue recognition. We exclude all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by the entity from a customer (for example, sales, use, value added, and some excise taxes) from the transaction price.

**Contract Balances**

The Company receives payment from customers based on terms established with the customer. Payments are typically due within two weeks of delivery. There are rarely contract assets related to costs incurred to perform in advance of scheduled billings. Revenue contract liabilities relate to payments received in advance of satisfying the performance under the customer contract. The revenue contract liability relates to customer prepayments and the advanced consideration received from governmental agency contracts for which performance obligations to the end customer have not been satisfied.

Changes in the revenue contract liability balances during the fifty-two weeks ended December 30, 2018 are as follows (in thousands):

Balance, beginning of period	\$	36,607
Revenue recognized		(59,332)
Cash received, excluding amounts recognized as revenue during the period		56,053
Balance, end of period	\$	33,328

**Accounts Receivable**

The Company records accounts receivable when revenue is recognized. The Company records an allowance for doubtful accounts to reduce the receivables balance to an amount it estimates is collectible from customers. Estimates used in determining the allowance for doubtful accounts are based on historical collection experience, current trends, aging of accounts receivable and periodic credit evaluations of customers' financial condition. The Company writes off accounts receivable when it becomes apparent, based upon age or customer circumstances, that such amounts will not be collected. Generally, the Company does not require collateral for its accounts receivable.

#### 14. PENSION AND OTHER POSTRETIREMENT BENEFITS

The Company sponsors programs that provide retirement benefits to most of its employees. These programs include qualified defined benefit pension plans, nonqualified defined benefit retirement plans, a defined benefit postretirement life insurance plan, and defined contribution retirement savings plans. Expenses recognized under all these retirement plans were as follows: Under all of our retirement plans, the Company's expenses were \$12.1 million, \$10.8 million and \$11.2 million in 2018, 2017 and 2016, respectively.

The Company used a year-end measurement date of December 30, 2018 for its pension and postretirement benefits plans. Certain disclosures are listed below. Other disclosures are not material to the financial statements.

##### Qualified Defined Benefit Pension Plans

The Company sponsors two qualified defined benefit pension plans named the Pilgrim's Pride Retirement Plan for Union Employees (the "Union Plan") and the Pilgrim's Pride Pension Plan for Legacy Gold Kist Employees (the "GK Pension Plan"). The Union Plan covers certain locations or work groups within PPC. The GK Pension Plan covers certain eligible U.S. employees who were employed at locations that the Company purchased through its acquisition of Gold Kist in 2007. Participation in the GK Pension Plan was frozen as of February 8, 2007 for all participants with the exception of terminated vested participants who are or may become permanently and totally disabled. The plan was frozen for that group as of March 31, 2007.

##### Nonqualified Defined Benefit Pension Plans

The Company sponsors two nonqualified defined benefit retirement plans named the Former Gold Kist Inc. Supplemental Executive Retirement Plan (the "SERP Plan") and the Former Gold Kist Inc. Directors' Emeriti Retirement Plan (the "Directors' Emeriti Plan"). Pilgrim's Pride assumed sponsorship of the SERP Plan and Directors' Emeriti Plan through its acquisition of Gold Kist in 2007. The SERP Plan provides benefits on compensation in excess of certain IRC limitations to certain former executives with whom Gold Kist negotiated individual agreements. Benefits under the SERP Plan were frozen as of February 8, 2007. The Directors' Emeriti Plan provides benefits to former Gold Kist directors.

##### Defined Benefit Postretirement Life Insurance Plan

The Company sponsors one defined benefit postretirement life insurance plan named the Gold Kist Inc. Retiree Life Insurance Plan (the "Retiree Life Plan"). Pilgrim's Pride assumed defined benefit postretirement medical and life insurance obligations, including the Retiree Life Plan, through its acquisition of Gold Kist in 2007. In January 2001, Gold Kist began to substantially curtail its programs for active employees. On July 1, 2003, Gold Kist terminated medical coverage for retirees age 65 or older, and only retired employees in the closed group between ages 55 and 65 could continue their coverage at rates above the average cost of the medical insurance plan for active employees. These retired employees all reached the age of 65 in 2012 and liabilities of the postretirement medical plan then ended.

##### Defined Benefit Plans Obligations and Assets

The change in benefit obligation, change in fair value of plan assets, funded status and amounts recognized in the Consolidated Balance Sheets for these plans were as follows:

	Pension Benefits		Other Benefits	
	2018	2017	2018	2017
	(In thousands)			
<b>Change in projected benefit obligation:</b>				
Projected benefit obligation, beginning of year	\$ 178,247	\$ 167,159	\$ 1,603	\$ 1,648
Interest cost	5,463	5,571	46	51
Actuarial losses (gains)	(15,635)	15,745	(72)	68
Benefits paid	(10,456)	(10,228)	—	—
Settlements <sup>(a)</sup>	—	—	(115)	(164)
Projected benefit obligation, end of year	<u>\$ 157,619</u>	<u>\$ 178,247</u>	<u>\$ 1,462</u>	<u>\$ 1,603</u>

(a) A settlement is a transaction that is an irrevocable action, relieves the employer or the plan of primary responsibility for a pension or postretirement obligation and eliminates significant risks related to the obligation and the assets used to affect the settlement. A settlement can be triggered when a plan pays lump sums totaling more than the sum of the plan's interest cost and service cost. The Retiree Life Plan met this threshold in 2018 and 2017.

	Pension Benefits		Other Benefits	
	2018	2017	2018	2017
(In thousands)				
<b>Change in plan assets:</b>				
Fair value of plan assets, beginning of year	\$ 112,570	\$ 97,526	\$ —	\$ —
Actual return on plan assets	(10,881)	12,325	—	—
Contributions by employer	11,181	12,947	115	164
Benefits paid	(10,456)	(10,228)	—	—
Settlements	—	—	(115)	(164)
Fair value of plan assets, end of year	\$ 102,414	\$ 112,570	\$ —	\$ —
(In thousands)				
<b>Funded status:</b>				
Unfunded benefit obligation, end of year	\$ (55,205)	\$ (65,677)	\$ (1,462)	\$ (1,603)
(In thousands)				
<b>Amounts recognized in the Consolidated Balance Sheets at end of year:</b>				
Current liability	\$ (8,267)	\$ (12,168)	\$ (149)	\$ (149)
Long-term liability	(46,938)	(53,509)	(1,313)	(1,454)
Recognized liability	\$ (55,205)	\$ (65,677)	\$ (1,462)	\$ (1,603)
(In thousands)				
<b>Amounts recognized in accumulated other comprehensive loss at end of year:</b>				
Net actuarial loss (gain)	\$ 54,343	\$ 54,235	\$ (34)	\$ 35

The accumulated benefit obligation for our defined benefit pension plans was \$157.6 million and \$178.2 million at December 30, 2018 and December 31, 2017, respectively. Each of our defined benefit pension plans had accumulated benefit obligations that exceeded the fair value of plan assets at December 30, 2018 and December 31, 2017. As of December 30, 2018, the weighted average duration of our defined benefit obligation is 29.95 years.

### Net Benefit Costs

Net benefit costs include the following components:

	Pension Benefits			Other Benefits		
	2018	2017	2016	2018	2017	2016
(In thousands)						
Interest cost	\$ 5,463	\$ 5,571	\$ 5,585	\$ 46	\$ 51	\$ 51
Estimated return on plan assets	(6,065)	(5,254)	(5,256)	—	—	—
Settlement loss (gain)	—	—	2,064	(3)	2	(2)
Amortization of net loss	1,203	932	659	—	—	—
Net cost	\$ 601	\$ 1,249	\$ 3,052	\$ 43	\$ 53	\$ 49

For 2018, the Company reported net benefit costs in the line item *Miscellaneous, net* on its Consolidated and Combined Statements of Income. For 2017 and 2016, the Company reported net benefit costs in the line items *Cost of sales* and *Selling, general and administrative expense* on its Consolidated and Combined Statements of Income.

### Economic Assumptions

The weighted average assumptions used in determining pension and other postretirement plan information were as follows:

	Pension Benefits			Other Benefits		
	2018	2017	2016	2018	2017	2016
<b>Benefit obligation:</b>						
Discount rate	4.40%	3.69%	4.31%	4.07%	3.39%	3.81%
<b>Net pension and other postretirement cost:</b>						
Discount rate	3.69%	4.32%	4.47%	3.39%	3.81%	4.47%
Expected return on plan assets	5.50%	5.50%	5.50%	NA	NA	NA

The discount rate represents the interest rate used to determine the present value of future cash flows currently expected to be required to settle the Company's pension and other benefit obligations. The weighted average discount rate for each plan was established by comparing the projection of expected benefit payments to the AA Above Median yield curve. The expected benefit payments were discounted by each corresponding discount rate on the yield curve. For payments beyond 30 years, the Company extended the curve assuming the discount rate derived in year 30 is extended to the end of the plan's payment expectations. Once the present value of the string of benefit payments was established, the Company determined the single rate on the yield curve, that when applied to all obligations of the plan, would exactly match the previously determined present value. As part of the evaluation of pension and other postretirement assumptions, the Company applied assumptions for mortality that incorporate generational white and blue collar mortality trends. In determining its benefit obligations, the Company used generational tables that take into consideration increases in plan participant longevity. As of December 30, 2018 and December 31, 2017, all defined benefit pension and other postretirement benefit plans used variations of the RP-2014 mortality table and the MP-2015 mortality improvement scale.

The sensitivity of the projected benefit obligation for pension benefits to changes in the discount rate is set out below. The impact of a change in the discount rate of 0.25% on the projected benefit obligation for other benefits is less than \$1,000. This sensitivity analysis is based on changing one assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to variations in significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as that for calculating the liability recognized in the Consolidated Balance Sheet.

	Increase in Discount Rate of 0.25%	Decrease in Discount Rate of 0.25%
	(In thousands)	
Impact on projected benefit obligation for pension benefits	\$ (3,924)	\$ 4,122

The expected rate of return on plan assets was primarily based on the determination of an expected return and behaviors for each plan's current asset portfolio that the Company believes are likely to prevail over long periods. This determination was made using assumptions for return and volatility of the portfolio. Asset class assumptions were set using a combination of empirical and forward-looking analysis. To the extent historical results were affected by unsustainable trends or events, the effects of those trends or events were quantified and removed. The Company also considered anticipated asset allocations, investment strategies and the views of various investment professionals when developing this rate.

### Plan Assets

The following table reflects the pension plans' actual asset allocations:

	2018	2017
Cash and cash equivalents	—%	5%
Pooled separate accounts <sup>(a)</sup> :		
Equity securities	4%	5%
Fixed income securities	5%	4%
Common collective trust funds <sup>(a)</sup> :		
Equity securities	45%	56%
Fixed income securities	41%	30%
Real estate	5%	—%
<b>Total assets</b>	<b>100%</b>	<b>100%</b>

(a) Pooled separate accounts (“PSAs”) and common collective trust funds (“CCTs”) are two of the most common types of alternative vehicles in which benefit plans invest. These investments are pooled funds that look like mutual funds, but they are not registered with the Securities and Exchange Commission. Often times, they will be invested in mutual funds or other marketable securities, but the unit price generally will be different from the value of the underlying securities because the fund may also hold cash for liquidity purposes, and the fees imposed by the fund are deducted from the fund value rather than charged separately to investors. Some PSAs and CCTs have no restrictions as to their investment strategy and can invest in riskier investments, such as derivatives, hedge funds, private equity funds, or similar investments.

Absent regulatory or statutory limitations, the target asset allocation for the investment of pension assets in the pooled separate accounts is 50% in each of fixed income securities and equity securities and the target asset allocation for the investment of pension assets in the common collective trust funds is 30% in fixed income securities and 70% in equity securities. The plans only invest in fixed income and equity instruments for which there is a ready public market. We develop our expected long-term rate of return assumptions based on the historical rates of returns for equity and fixed income securities of the type in which our plans invest.

The fair value measurements of plan assets fell into the following levels of the fair value hierarchy as of December 30, 2018 and December 31, 2017:

	2018				2017			
	Level 1 <sup>(a)</sup>	Level 2 <sup>(b)</sup>	Level 3 <sup>(c)</sup>	Total	Level 1 <sup>(a)</sup>	Level 2 <sup>(b)</sup>	Level 3 <sup>(c)</sup>	Total
	(In thousands)							
Cash and cash equivalents	\$ 110	\$ —	\$ —	\$ 110	\$ 6,128	\$ —	\$ —	\$ 6,128
Pooled separate accounts:								
Large U.S. equity funds <sup>(d)</sup>	—	2,491	—	2,491	—	3,483	—	3,483
Small/Mid U.S. equity funds <sup>(e)</sup>	—	292	—	292	—	420	—	420
International equity funds <sup>(f)</sup>	—	1,489	—	1,489	—	1,665	—	1,665
Fixed income funds <sup>(g)</sup>	—	4,763	—	4,763	—	4,799	—	4,799
Common collective trusts funds:								
Large U.S. equity funds <sup>(d)</sup>	—	17,351	—	17,351	—	22,695	—	22,695
Small/Mid U.S. equity funds <sup>(e)</sup>	—	5,880	—	5,880	—	20,592	—	20,592
International equity funds <sup>(f)</sup>	—	22,516	—	22,516	—	19,923	—	19,923
Fixed income funds <sup>(g)</sup>	—	42,217	—	42,217	—	32,865	—	32,865
Real estate <sup>(h)</sup>	—	5,305	—	5,305	—	—	—	—
<b>Total assets</b>	<b>\$ 110</b>	<b>\$ 102,304</b>	<b>\$ —</b>	<b>\$ 102,414</b>	<b>\$ 6,128</b>	<b>\$ 106,442</b>	<b>\$ —</b>	<b>\$ 112,570</b>

(a) Unadjusted quoted prices in active markets for identical assets are used to determine fair value.

(b) Quoted prices in active markets for similar assets and inputs that are observable for the asset are used to determine fair value.

(c) Unobservable inputs, such as discounted cash flow models or valuations, are used to determine fair value.

(d) This category is comprised of investment options that invest in stocks, or shares of ownership, in large, well-established U.S. companies. These investment options typically carry more risk than fixed income options but have the potential for higher returns over longer time periods.

(e) This category is generally comprised of investment options that invest in stocks, or shares of ownership, in small to medium-sized U.S. companies. These investment options typically carry more risk than larger U.S. equity investment options but have the potential for higher returns.

(f) This category is comprised of investment options that invest in stocks, or shares of ownership, in companies with their principal place of business or office outside of the U.S.

(g) This category is comprised of investment options that invest in bonds, or debt of a company or government entity (including U.S. and non-U.S. entities). It may also include real estate investment options that directly own property. These investment options typically carry more risk than short-term fixed income investment options (including, for real estate investment options, liquidity risk), but less overall risk than equities.

(h) This category is comprised of investment options that invest in real estate investment trusts or private equity pools that own real estate. These long-term investments are primarily in office buildings, industrial parks, apartments or retail complexes. These investment options typically carry more risk, including liquidity risk, than fixed income investment options.

The valuation of plan assets in Level 2 is determined using a market approach based upon quoted prices for similar assets and liabilities in active markets, or other inputs that are observable for substantially the full term of the financial instrument. Level 2 securities primarily include equity and fixed income securities funds.

### Benefit Payments

The following table reflects the benefits as of December 30, 2018 expected to be paid in each of the next five years and in the aggregate for the five years thereafter from our pension and other postretirement plans. Because our pension plans are primarily funded plans, the anticipated benefits with respect to these plans will come primarily from the trusts established for these plans. Because our other postretirement plans are unfunded, the anticipated benefits with respect to these plans will come from our own assets.

	Pension Benefits	Other Benefits
	(In thousands)	
2019	\$ 17,972	\$ 149
2020	11,526	147
2021	11,200	145
2022	10,891	141
2023	10,627	137
2024-2028	48,429	589
Total	<u>\$ 110,645</u>	<u>\$ 1,308</u>

We anticipate contributing \$8.3 million and \$0.1 million, as required by funding regulations or laws, to our pension and other postretirement plans, respectively, during 2019.

### Unrecognized Benefit Amounts in Accumulated Other Comprehensive Loss (Income)

The amounts in accumulated other comprehensive income (loss) that were not recognized as components of net periodic benefits cost and the changes in those amounts are as follows:

	Pension Benefits			Other Benefits		
	2018	2017	2016	2018	2017	2016
	(In thousands)					
Net actuarial loss (gain), beginning of year	\$ 54,235	\$ 46,494	\$ 38,115	\$ 35	\$ (31)	\$ (79)
Amortization	(1,203)	(932)	(659)	—	—	—
Settlement adjustments	—	—	(2,064)	3	(2)	2
Actuarial loss (gain)	(15,635)	15,745	10,305	(72)	68	46
Asset loss (gain)	16,946	(7,072)	797	—	—	—
Net actuarial loss (gain), end of year	<u>\$ 54,343</u>	<u>\$ 54,235</u>	<u>\$ 46,494</u>	<u>\$ (34)</u>	<u>\$ 35</u>	<u>\$ (31)</u>

The Company expects to recognize in net pension cost throughout 2019 an actuarial loss of \$1.3 million that was recorded in accumulated other comprehensive income at December 30, 2018.

### Risk Management

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

*Asset volatility.* The plan liabilities are calculated using a discount rate set with reference to corporate bond yields; if plan assets under perform this yield, this will create a deficit. The pension plans hold a significant proportion of equities, which are expected to outperform corporate bonds in the long-term while contributing volatility and risk in the short-

term. The Company monitors the level of investment risk but has no current plan to significantly modify the mixture of investments. The investment position is discussed more below.

*Changes in bond yields.* A decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

The investment position is managed and monitored by a committee of individuals from various departments. This group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligations. The group has not changed the processes used to manage its risks from previous periods. The group does not use derivatives to manage its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. The majority of equities are in U.S. large and small cap companies with some global diversification into international entities. The plans are not exposed to significant foreign currency risk.

### **Remeasurement**

The Company remeasures both plan assets and obligations on a quarterly basis.

### **Defined Contribution Plans**

The Company sponsors two defined contribution retirement savings plans in the U.S. segment named the Pilgrim's Pride Retirement Savings Plan (the "RS Plan") and the To-Ricos Employee Savings, Retirement Plan (the "To-Ricos Plan"). The RS Plan is an IRC Section 401(k) salary deferral plan maintained for certain eligible U.S. employees. Under the RS Plan, eligible U.S. employees may voluntarily contribute a percentage of their compensation. The Company matches up to 30.0% of the first 2.00% to 6.00% of salary based on the salary deferral and compensation levels up to \$245,000. The To-Ricos Plan is an IRC Section 1165(e) salary deferral plan maintained for certain eligible Puerto Rico employees. Under the To-Ricos Plan, eligible employees may voluntarily contribute a percentage of their compensation and there are various company matching provisions. The Company maintains three postretirement plans for eligible Mexico employees, as required by Mexico law, which primarily cover termination benefits. The Company maintains two defined contribution retirement savings plans in the U.K. and Europe for eligible U.K. and Europe employees, as required by U.K. and Europe law. Salaried employees can contribute up to 3.0% of salary and the Company matches between 4.0% and 5.5%. Weekly employees can contribute up to 1.0% of wages with a 1.0% Company match.

The Company's expenses related to its defined contribution plans totaled \$11.4 million, \$9.5 million and \$8.1 million in 2018, 2017 and 2016, respectively.

**15. STOCKHOLDERS' EQUITY**
**Accumulated Other Comprehensive Loss**

The following tables provide information regarding the changes in accumulated other comprehensive loss during 2018 and 2017:

	2018 <sup>(a)</sup>				
	Losses Related to Foreign Currency Translation	Unrealized Gains (Losses) on Derivative Financial Instruments Classified as Cash Flow Hedges	Losses Related to Pension and Other Postretirement Benefits	Unrealized Holding Gains on Available-for-Sale Securities	Total
	(In thousands)				
Balance, beginning of year	\$ 42,081	\$ (1,848)	\$ (71,434)	\$ 61	\$ (31,140)
Other comprehensive income (loss) before reclassifications	(97,851)	829	(939)	867	(97,094)
Amounts reclassified from accumulated other comprehensive loss to net income	—	348	910	(846)	412
Impact of currency translation	—	(12)	—	—	(12)
Net current year other comprehensive income (loss)	(97,851)	1,165	(29)	21	(96,694)
Balance, end of year	\$ (55,770)	\$ (683)	\$ (71,463)	\$ 82	\$ (127,834)

	2017 <sup>(a)</sup>				
	Losses Related to Foreign Currency Translation	Unrealized Gains (Losses) on Derivative Financial Instruments Classified as Cash Flow Hedges	Losses Related to Pension and Other Postretirement Benefits	Unrealized Holding Gains on Available-for-Sale Securities	Total
	(In thousands)				
Balance, beginning of year	\$ (265,714)	\$ 99	\$ (64,243)	\$ —	\$ (329,858)
Granite-Holdings Sarl common-control transaction	204,577	(1,368)	—	—	203,209
Other comprehensive income (loss) before reclassifications	103,218	60	(7,770)	82	95,590
Amounts reclassified from accumulated other comprehensive loss to net income	—	(639)	579	(21)	(81)
Net current year other comprehensive income (loss)	103,218	(579)	(7,191)	61	95,509
Balance, end of year	\$ 42,081	\$ (1,848)	\$ (71,434)	\$ 61	\$ (31,140)

(a) All amounts are net of tax. Amounts in parentheses indicate debits.

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss(a)		Affected Line Item in the Consolidated and Combined Statements of Income
	2018	2017	
(In thousands)			
Realized gain (loss) on settlement of derivative financial instruments classified as cash flow hedges	\$ (348)	\$ 639	Cost of sales
Realized gain on sale of securities	1,118	34	Interest income
Amortization of pension and other postretirement plan actuarial losses:			
Union employees pension plan <sup>(b)(d)</sup>	(49)	(24)	2018-Miscellaneous, net; 2017-Cost of sales
Legacy Gold Kist plans <sup>(c)(d)</sup>	(360)	(283)	2018-Miscellaneous, net; 2017-Cost of sales
Legacy Gold Kist plans <sup>(c)(d)</sup>	(794)	(625)	2018-Miscellaneous, net; 2017-SG&A expense
Total before tax	(433)	(259)	
Tax expense	21	340	
Total reclassification for the period	<u>\$ (412)</u>	<u>\$ 81</u>	

(a) Amounts in parentheses represent debits to results of operations.

(b) The Company sponsors the Union Plan, a qualified defined benefit pension plan covering certain locations or work groups with collective bargaining agreements.

(c) The Company sponsors the GK Pension Plan, a qualified defined benefit pension plan covering certain eligible U.S. employees who were employed at locations that the Company purchased through its acquisition of Gold Kist in 2007, the SERP Plan, a nonqualified defined benefit retirement plan covering certain former Gold Kist executives, the Directors' Emeriti Plan, a nonqualified defined benefit retirement plan covering certain former Gold Kist directors and the Retiree Life Plan, a defined benefit postretirement life insurance plan covering certain retired Gold Kist employees (collectively, the "Legacy Gold Kist Plans").

(d) These accumulated other comprehensive loss components are included in the computation of net periodic pension cost. See "Note 14. Pension and Other Postretirement Benefits" to the Consolidated and Combined Financial Statements.

### Share Repurchase Program and Treasury Stock

On July 28, 2015, the Company's Board of Directors approved a \$150.0 million share repurchase authorization. The share repurchase program was originally scheduled to expire on July 27, 2016. On February 10, 2016, the Company's Board of Directors approved an increase of the share repurchase authorization to \$300.0 million that expired on February 9, 2017.

On October 31, 2018, the Company's Board of Directors approved a \$200.0 million share repurchase authorization. The Company plans to repurchase shares through various means, which may include but are not limited to open market purchases, privately negotiated transactions, the use of derivative instruments and/or accelerated share repurchase programs. The extent to which the Company repurchases its shares and the timing of such repurchases will vary and depend upon market conditions and other corporate considerations, as determined by the Company's management team. The Company reserves the right to limit or terminate the repurchase program at any time without notice. As of December 30, 2018, the Company had repurchased approximately 15,600 shares under this program with a market value of approximately \$0.2 million. The Company accounted for the shares repurchased using the cost method. The Company currently plans to maintain these shares as treasury stock.

### Special Cash Dividends

On May 18, 2016, the Company paid a special cash dividend from retained earnings of approximately \$700.0 million, or \$2.75 per share, to stockholders of record on May 10, 2016. The Company used proceeds from the U.S. Credit Facility, along with cash on hand, to fund the special cash dividend.

### Capital Contributions to a Subsidiary

In December 2018, the stockholders of Gallina Pesada, S.A.P.I. de C.V. ("GAPESA"), a subsidiary that is controlled, but not wholly owned, by the Company, contributed additional capital to fund a capacity expansion project in southern Mexico. The Company Contributed \$0.6 million of additional capital. This capital contribution was eliminated upon consolidation. The noncontrolling stockholders contributed \$1.4 million of additional capital.

In July 2016, the stockholders of GAPESA contributed additional capital to fund a capacity expansion project in southern Mexico. The Company contributed \$2.7 million of additional capital. This contribution was eliminated upon consolidation. The noncontrolling stockholders contributed \$7.3 million of additional capital. The respective contributions did not impact either the Company or noncontrolling stockholders' ownership percentages in GAPESA.

## Restrictions on Dividends

Both the U.S. Credit Facility and the indentures governing the Company's senior notes restrict, but do not prohibit, the Company from declaring dividends.

The Moy Park Multicurrency Revolving Facility Agreement restrict Moy Park's ability and the ability of certain of Moy Park's subsidiaries to, among other things, make payments and distributions to the Company.

## 16. INCENTIVE COMPENSATION

The Company sponsors a short-term incentive plan that provides the grant of either cash or share-based bonus awards payable upon achievement of specified performance goals (the "STIP"). Full-time, salaried exempt employees of the Company and its affiliates who are selected by the administering committee are eligible to participate in the STIP. Certain full-time, salaried employees of the Company's Mexico operations are eligible to participate in the Pilgrim's Mexico Incentive Plan ("PMIP"). At December 30, 2018, the Company has accrued \$11.1 million in costs related to cash bonus awards that could potentially be awarded under the STIP and the PMIP during 2019. The Company assumed responsibility for the JFC LLC Long-Term Equity Incentive Plan dated January 1, 2014, as amended (the "JFC LTIP") through its acquisition of GNP on January 6, 2017. The Company has accrued \$2.2 million in costs related to the JFC LTIP at December 30, 2018. The Company assumed responsibility for the Moy Park Incentive Plan dated January 1, 2013, as amended (the "MPIP") through its acquisition of Moy Park on September 8, 2017. The Company has accrued \$6.2 million in costs related to the MPIP at December 30, 2018.

The Company also sponsors a performance-based, omnibus long-term incentive plan that provides for the grant of a broad range of long-term equity-based and cash-based awards to the Company's officers and other employees, members of the Board and any consultants (the "LTIP"). The equity-based awards that may be granted under the LTIP include "incentive stock options," within the meaning of the IRC, nonqualified stock options, stock appreciation rights, restricted stock awards ("RSAs") and restricted stock units ("RSUs"). At December 30, 2018, we have reserved approximately 4.1 million shares of common stock for future issuance under the LTIP.

The following awards were outstanding during 2018:

Award Type	Benefit Plan	Awards Granted	Grant Date	Grant Date Fair Value per Award <sup>(a)</sup>	Vesting Condition	Vesting Date	Awards Forfeited to Date	Settlement Method
RSU	LTIP	389,424	01/19/2017	18.38	Performance / Service	<sup>(b)</sup>	389,424 <sup>(b)</sup>	Stock
RSU	LTIP	410,000	02/14/2018	25.59	Service	01/01/2019	—	Stock
RSU	LTIP	163,764	03/01/2018	24.93	Service	<sup>(c)</sup>	12,107	Stock
RSU	LTIP	266,478	03/01/2018	24.93	Performance / Service	<sup>(d)</sup>	32,452	Stock
RSU	LTIP	11,144	05/10/2018	21.54	<sup>(e)</sup>	<sup>(e)</sup>	—	Stock
RSU	LTIP	262,500	12/18/2018	16.06	Service	07/01/2019	—	Stock

(a) The fair value of each RSU granted or vested represents the closing price of the Company's common stock on the respective grant date or vesting date.

(b) Performance conditions associated with these awards were not satisfied. Therefore, 100% of the awards were forfeited during 2018.

(c) These restricted stock units vest in ratable tranches on December 31, 2018, December 31, 2019 and December 31, 2020. Expected compensation cost related to these units totals \$4.1 million based on a closing stock price for the Company's common stock of \$24.93 per share on March 1, 2018. Compensation cost will be amortized to profit/loss over the remaining vesting period.

(d) If performance conditions related to the Company's 2018 operating results are satisfied, these restricted stock units vest in ratable tranches on December 31, 2019, December 31, 2020 and December 31, 2021. Expected compensation cost related to these units before considering the impact of individual participant forfeitures totals \$6.6 million based on a closing stock price for the Company's common stock of \$24.93 per share on March 1, 2018. Compensation cost will be amortized to profit/loss upon satisfaction of the performance conditions over the remaining vesting period.

(e) These restricted stock units were granted to the four non-employees who currently serve on the Company's Board of Directors. Each participating director's units will vest upon his departure from the Company's Board of Directors. Compensation cost was recognized in profit/loss upon the grant date.

Compensation costs and the income tax benefit recognized for our share-based compensation arrangements are included below:

	2018	2017	2016
(In thousands)			
Share-based compensation cost:			
Cost of sales	\$ 389	\$ 256	\$ 770
Selling, general and administrative expenses	12,764	2,763	5,332
Total	<u>\$ 13,153</u>	<u>\$ 3,019</u>	<u>\$ 6,102</u>
Income tax benefit	\$ 3,202	\$ 1,006	\$ 1,858

The Company's RSU activity is included below:

	2018		2017		2016	
	Number	Weighted Average Grant Date Fair Value	Number	Weighted Average Grant Date Fair Value	Number	Weighted Average Grant Date Fair Value
(In thousands, except weighted average fair values)						
Outstanding at beginning of year	389	\$ 18.39	906	\$ 20.00	774	\$ 18.78
Granted	1,114	23.05	461	18.72	325	24.35
Vested	—	—	(714)	18.09	—	—
Forfeited	(434)	19.06	(264)	25.33	(193)	24.51
Outstanding at end of year	<u>1,069</u>	<u>\$ 22.97</u>	<u>389</u>	<u>\$ 18.39</u>	<u>906</u>	<u>\$ 20.00</u>

The total fair value of awards vested in 2017 was \$16.3 million. No awards vested in 2018 or 2016.

At December 30, 2018, the total unrecognized compensation cost related to all nonvested awards was \$11.4 million. That cost is expected to be recognized over a weighted average period of 1.42 years.

Historically, we have issued new shares to satisfy award conversions.

## 17. RESTRUCTURING-RELATED ACTIVITIES

In 2018, the Company elected to close its 40 North Foods product incubator operation located in Boulder, Colorado. Implementation of this restructuring initiative is expected to result in total pre-tax charges of approximately \$0.7 million, and approximately \$0.6 million of these charges are estimated to result in cash outlays. These activities were initiated in the second quarter of 2018 and are expected to be substantially completed by the third quarter of 2019.

In 2017, the Company initiated a restructuring initiative to capitalize on cost-saving opportunities within its GNP operations located in Luverne, Minnesota and St. Cloud, Minnesota. Implementation of the initiative is expected to result in total pre-tax charges of approximately \$7.0 million, and approximately \$5.4 million of these charges are estimated to result in cash outlays. These activities initiated in the first quarter of 2017 and are expected to be substantially completed by the second quarter of 2020.

The following table provides a summary of our estimates of costs associated with these restructuring initiatives by major type of cost:

Type of Cost	GNP	40 North Foods	Total Estimated Amount Expected to be Incurred	
			(In thousands)	
Employee termination benefits	\$ 4,074	\$ 449	\$	4,523
Inventory impairments	472	—		472
Asset impairments	470	103		573
Other charges <sup>(a)</sup>	1,983	150		2,133
	<u>\$ 6,999</u>	<u>\$ 702</u>	<u>\$</u>	<u>7,701</u>

(a) Comprised of other costs directly related to the restructuring initiatives, including prepaid software impairment, St. Cloud, Minnesota office lease costs, Luverne, Minnesota plant closure costs, and Boulder, Colorado office lease costs.

During 2018, the Company recognized the following costs and incurred the following cash outlays related to these restructuring initiatives:

	Expenses		Cash Outlays	
	(In thousands)			
<b>GNP Initiative:</b>				
Employee termination benefits	\$	936	\$	1,500
Inventory impairments		(227)		—
Asset impairments		781		—
Other charges		(17)		65
		<u>1,473</u>		<u>1,565</u>
<b>40 North Foods Initiative:</b>				
Employee termination benefits	\$	449	\$	449
Asset impairments		103		—
Other		115		29
	<u>\$</u>	<u>2,140</u>	<u>\$</u>	<u>2,043</u>

During 2017, the Company recognized the following costs and incurred the following cash outlays related to the GNP restructuring initiative:

	Expenses		Cash Outlays	
	(In thousands)			
Employee termination benefits	\$	3,381	\$	2,581
Inventory impairments		699		—
Other charges		752		—
	<u>\$</u>	<u>4,832</u>	<u>\$</u>	<u>2,581</u>

These expenses are reported in the line item *Administrative restructuring charges* on the Consolidated and Combined Statements of Income and are recognized in the U.S. segment.

The following table reconciles liabilities and reserves associated with each restructuring initiative from initiative inception to December 30, 2018. Ending liability balances for employee termination benefits and other charges are reported in the line item *Accrued expenses and other current liabilities* in our Consolidated Balance Sheets. The ending reserve balance for inventory impairments is reported in the line item *Inventories* in our Consolidated Balance Sheets.

	GNP Initiative				40 North Foods Initiative		
	Employee Termination Benefits	Inventory Impairments	Other Charges	Total	Employee Termination Benefits	Other Charges	Total
	(In thousands)						
Restructuring charges incurred	\$ 3,381	\$ 699	\$ 752	\$ 4,832	\$ —	\$ —	\$ —
Payments and disposals	(2,581)	—	—	(2,581)	—	—	—
Liability or reserve at December 31, 2017	800	699	752	2,251	—	—	—
Restructuring charges incurred	936	(227)	(17)	692	449	115	564
Payments and disposals	(1,500)	(472)	(735)	(2,707)	(449)	(29)	(478)
Liability or reserve at December 30, 2018	\$ 236	\$ —	\$ —	\$ 236	\$ —	\$ 86	\$ 86

In 2018, the Company also reported impairment costs of \$2.6 million related to tangible assets of its Rose Energy Ltd. subsidiary in the line item *Administrative restructuring charges* on the Consolidated and Combined Statements of Income. This impairment cost was recognized in the U.K. and Europe segment.

In 2017, the Company also reported impairment costs of \$3.5 million and \$1.5 million related to its Athens, Alabama and Dublin, Ireland plants, respectively, in the line item *Administrative restructuring charges* on the Consolidated and Combined Statements of Income. The impairment cost related to the Athens, Alabama plant was recognized in the U.S. segment, while the impairment cost related to the Dublin, Ireland plant was recognized in the U.K. and Europe segment.

## 18. PUERTO RICO HURRICANE IMPACT

Hurricane Maria became the strongest storm to make landfall in Puerto Rico in 85 years when it came ashore on September 20, 2017. The Company suffered significant damage because of the storm. Pilgrim's lost 2.1 million birds on the island, many of the Company's contract growers lost their poultry houses, and the Company incurred damage at its processing plant, feed mill and hatchery.

Estimated damages incurred by the Company through December 30, 2018 included property and casualty losses related to its facilities totaling \$5.2 million and a business interruption loss, resulting primarily from damages suffered by its contract growers and damage to the island's roadways and power grid, totaling \$15.1 million. Pilgrim's expected to receive insurance proceeds in the amount of \$11.9 million related to the business interruption loss and had recorded a receivable from its insurance provider for that amount. The Company learned in the fourth quarter of 2018 that it was not eligible for the recovery because the actual damage to its facilities was not significant. The Company eliminated the receivable and recognized the business interruption loss in *Cost of sales* in the Consolidated and Combined Statements of Income. This loss was recognized in the U.S. segment.

## 19. RELATED PARTY TRANSACTIONS

Pilgrim's has been and, in some cases, continues to be a party to certain transactions with affiliated companies.

	2018	2017	2016
	(In thousands)		
<b>Sales to related parties:</b>			
JBS USA Food Company <sup>(c)</sup>	\$ 13,843	\$ 15,289	\$ 16,534
JBS Five Rivers	7,096	31,004	14,126
JBS Global (UK) Ltd.	—	44	122
JBS Chile Ltda.	60	178	615
J&F Investimentos Ltd.	—	104	69
Combo, Mercado de Congelados	159	—	—
Seara International Ltd.	—	104	4
JBS Toledo NV	—	—	143
Rigamonti Salumificio S.P.A.	—	—	3
<b>Total sales to related parties</b>	<b>\$ 21,158</b>	<b>\$ 46,723</b>	<b>\$ 31,616</b>
<b>Cost of goods purchased from related parties:</b>			
JBS USA Food Company <sup>(c)</sup>	\$ 117,596	\$ 101,685	\$ 139,476
Seara Meats B.V.	36,223	13,949	21,038
JBS Aves Ltda.	1,123	—	—
Seara International Ltd.	—	11,236	2,746
JBS Toledo NV	445	231	123
JBS Global (UK) Ltd.	21	—	—
Rigamonti Salumificio S.P.A.	—	—	15
<b>Total cost of goods purchased from related parties</b>	<b>\$ 155,408</b>	<b>\$ 127,101</b>	<b>\$ 163,398</b>
<b>Expenditures paid by related parties:</b>			
JBS USA Food Company <sup>(d)</sup>	\$ 62,189	\$ 40,313	\$ 40,519
JBS S.A.	—	3,777	8,125
JBS Chile Ltda.	33	—	—
Seara Alimentos	—	64	—
<b>Total expenditures paid by related parties</b>	<b>\$ 62,222</b>	<b>\$ 44,154</b>	<b>\$ 48,644</b>
<b>Expenditures paid on behalf of related parties:</b>			
JBS USA Food Company <sup>(d)</sup>	\$ 9,192	\$ 5,376	\$ 10,586
JBS S.A.	170	5	86
Seara International Ltd.	45	—	72
Seara Meats B.V.	—	12	—

Rigamonti Salumificio S.P.A.	—	—	3
<b>Total expenditures paid on behalf of related parties</b>	<u>\$ 9,407</u>	<u>\$ 5,393</u>	<u>\$ 10,747</u>
<b>Other related party transactions:</b>			
Letter of credit fees <sup>(a)</sup>	\$ —	\$ —	\$ 202
Capital contribution (distribution) under tax sharing agreement <sup>(b)</sup>	(525)	5,558	5,038
<b>Total other related party transactions</b>	<u>\$ (525)</u>	<u>\$ 5,558</u>	<u>\$ 5,240</u>

	2018	2017
	(In thousands)	
<b>Accounts receivable from related parties:</b>		
JBS USA Food Company <sup>(c)</sup>	\$ 1,236	\$ 2,826
JBS Chile Ltda.	—	108
Combo, Mercado de Congelados	79	—
Seara International Ltd.	16	15
Seara Meats B.V.	—	2
<b>Total accounts receivable from related parties</b>	<b>\$ 1,331</b>	<b>\$ 2,951</b>

<b>Accounts payable to related parties:</b>		
JBS USA Food Company <sup>(c)</sup>	\$ 5,121	\$ 440
Seara Meats B.V.	2,142	2,410
JBS Chile Ltda.	6	—
JBS Toledo	—	39
<b>Total accounts payable to related parties</b>	<b>\$ 7,269</b>	<b>\$ 2,889</b>

- (a) JBS USA Food Company Holdings (“JBS USA Holdings”) arranged for letters of credit to be issued on its account in the aggregate amount of \$56.5 million to an insurance company on our behalf in order to allow that insurance company to return cash it held as collateral against potential workers’ compensation, auto liability and general liability claims. In return for providing this letter of credit, the Company has agreed to reimburse JBS USA Holdings for the letter of credit fees the Company would otherwise incur under its U.S. Credit Facility. The letter of credit arrangements for \$40.0 million and \$16.5 million were terminated on March 7, 2016 and April 1, 2016, respectively. During 2016, the Company paid JBS USA Holdings \$0.2 million for letter of credit fees.
- (b) The Company entered into a tax sharing agreement during 2014 with JBS USA Holdings effective for tax years starting 2010. The net tax payable for tax year 2018 was accrued in 2018 and was paid in 2019. The net tax receivable for tax year 2017 was accrued in 2017 and was paid in 2018. The net tax receivable for tax year 2016 was accrued in 2016 and paid in January 2017.
- (c) We routinely execute transactions to both purchase products from JBS USA Food Company (“JBS USA”) and sell products to them. As of December 30, 2018 and December 31, 2017, the outstanding payable to JBS USA was \$5.1 million and \$0.4 million, respectively. As of December 30, 2018 and December 31, 2017, the outstanding receivable from JBS USA was \$1.2 million and \$2.8 million, respectively. As of December 30, 2018, approximately \$1.1 million of goods from JBS USA were in transit and not reflected on our Consolidated Balance Sheet.
- (d) The Company has an agreement with JBS USA to allocate costs associated with JBS USA’s procurement of SAP licenses and maintenance services for both companies. Under this agreement, the fees associated with procuring SAP licenses and maintenance services are allocated between the Company and JBS USA in proportion to the percentage of licenses used by each company. The agreement expires on the date of expiration, or earlier termination, of the underlying SAP license agreement. The Company also has an agreement with JBS USA to allocate the costs of supporting the business operations by one consolidated corporate team, which have historically been supported by their respective corporate teams. Expenditures paid by JBS USA on behalf of the Company will be reimbursed by the Company and expenditures paid by the Company on behalf of JBS USA will be reimbursed by JBS USA. This agreement expires on December 31, 2019.

## 20. COMMITMENTS AND CONTINGENCIES

### General

The Company is a party to many routine contracts in which it provide general indemnities in the normal course of business to third parties for various risks. Among other considerations, the Company has not recorded a liability for any of these indemnities because, based upon the likelihood of payment, the fair value of such indemnities would not have a material impact on our financial condition, results of operations and cash flows.

### Purchase Obligations

The Company will sometimes enter into noncancelable contracts to purchase capital equipment and certain commodities such as corn, soybean meal, wheat and electricity. At December 30, 2018, the Company was party to outstanding purchase contracts totaling \$433.8 million and \$6.7 million payable in 2019 and 2020, respectively. There were no outstanding purchase contracts in 2021.

### Operating Leases

The Consolidated and Combined Statements of Income include rental expense for operating leases of approximately \$60.3 million, \$59.0 million and \$56.9 million in 2018, 2017 and 2016, respectively. The Company’s future minimum lease commitments under noncancelable operating leases are as follows (in thousands):

2019	\$	84,220
2020		63,196
2021		53,908
2022		45,557
2023		36,136
Thereafter		66,637
Total	\$	349,654

Certain of the Company's operating leases include rent escalations. The Company includes the rent escalation in its minimum lease payments obligations and recognizes them as a component of rental expense on a straight-line basis over the minimum lease term.

The Company also maintains operating leases for various types of equipment, some of which contain residual value guarantees for the market value of assets at the end of the term of the lease. The terms of the lease maturities range from one to ten years. The maximum potential amount of the residual value guarantees is estimated to be approximately \$55.9 million; however, the actual amount would be offset by any recoverable amount based on the fair market value of the underlying leased assets. No liability has been recorded related to this contingency as the likelihood of payments under these guarantees is not considered to be probable and the fair value of such guarantees is immaterial. The Company historically has not experienced significant payments under similar residual guarantees.

### Financial Instruments

The Company's loan agreements generally obligate the Company to reimburse the applicable lender for incremental increased costs due to a change in law that imposes (i) any reserve or special deposit requirement against assets of, deposits with or credit extended by such lender related to the loan, (ii) any tax, duty or other charge with respect to the loan (except standard income tax) or (iii) capital adequacy requirements. In addition, some of the Company's loan agreements contain a withholding tax provision that requires the Company to pay additional amounts to the applicable lender or other financing party, generally if withholding taxes are imposed on such lender or other financing party as a result of a change in the applicable tax law. These increased cost and withholding tax provisions continue for the entire term of the applicable transaction, and there is no limitation on the maximum additional amounts the Company could be obligated to pay under such provisions. Any failure to pay amounts due under such provisions generally would trigger an event of default, and, in a secured financing transaction, would entitle the lender to foreclose upon the collateral to realize the amount due.

### Litigation

The Company is a party to many routine contracts in which it provides general indemnities in the normal course of business to third parties for various risks. Among other considerations, the Company has not recorded a liability for any of these indemnities because, based upon the likelihood of payment, the fair value of such indemnities would not have a material impact on our financial condition, results of operations and cash flows.

The Company is subject to various legal proceedings and claims which arise in the ordinary course of business. In the Company's opinion, it has made appropriate and adequate accruals for claims where necessary; however, the ultimate liability for these matters is uncertain, and if significantly different than the amounts accrued, the ultimate outcome could have a material effect on the financial condition or results of operations of the Company. For a discussion of the material legal proceedings and claims, see Part I, Item 3. "Legal Proceedings." Below is a summary of some of these material proceedings and claims. The Company believes it has substantial defenses to the claims made and intends to vigorously defend these cases.

#### Tax Claims and Proceedings

A Mexico subsidiary of the Company is currently appealing an unfavorable tax adjustment proposed by Mexican Tax Authorities due to an examination of a specific transaction undertaken by the Mexico subsidiary during tax years 2009 and 2010. Amounts under appeal are \$24.3 million and \$16.1 million for tax years 2009 and 2010, respectively. No loss has been recorded for these amounts at this time.

#### Other Claims and Proceedings

Between September 2, 2016 and October 13, 2016, a series of purported federal class action lawsuits styled as *In re Broiler Chicken Antitrust Litigation*, Case No. 1:16-cv-08637 were filed with the U.S. District Court for the Northern District of Illinois against PPC and 13 other producers by and on behalf of direct and indirect purchasers of broiler chickens alleging violations

of federal and state antitrust and unfair competition laws. The complaints seek, among other relief, treble damages for an alleged conspiracy among defendants to reduce output and increase prices of broiler chickens from the period of January 2008 to the present. The class plaintiffs have filed three consolidated amended complaints: one on behalf of direct purchasers and two on behalf of distinct groups of indirect purchasers. Between December 2017 and January 2019, eighteen individual direct action complaints (*Affiliated Foods, Inc., et al., v. Claxton Poultry Farms, Inc., et al.*, Case No. 1:17-cv-08850; *Sysco Corp. v. Tyson Foods Inc., et al.*, Case No. 1:18-cv-00700; *US Foods Inc. v. Tyson Foods Inc., et al.*, Case No. 1:18-cv-00702; *Action Meat Distributors, Inc. et al., v. Claxton Poultry Farms, Inc., et al.*, Case No. 1:18-cv-03471; *Holdings, LLC, v. Tyson Foods, Inc. et al.*, Case No. 1:18-cv-04000; *Associated Grocers of the South, Inc. et al., v. Tyson Foods, Inc., et al.*, Case No. 1:18-cv-4616; *The Kroger Co., et al. v. Tyson Foods, Inc., et al.*, Case No. 1:18-cv-04534; *Ahold Delhaize USA, Inc. v. Koch Foods, Inc., et al.*, Case No. 1:18-cv-05351; *Samuels as Trustee In Bankruptcy for Central Grocers, Inc. et al v. Norman W. Fries, Inc., d/b/a Claxton Poultry Farms, Inc. et al.*, Case No. 1:18-cv-05341; *W. Lee Flowers & Company, Inc. v. Norman W. Fries, Inc., d/b/a Claxton Poultry Farms, Inc. et al.*, Case No. 1:18-cv-05345; *BJ's Wholesale Club, Inc. v. Tyson Foods, Inc., et al.*, Case No. 1:18-cv-05877; *United Supermarkets LLC, et al. v. Tyson Foods Inc., et al.*, Case No. 1:18-cv-06693; *Associated Wholesale Grocers, Inc. v. Koch Foods, Inc., et al.*, Case No. 1:18-cv-06316 (transferred from the U.S. District Court for the District of Kansas on September 17, 2018, following Defendants' successful motion to transfer); *Shamrock Foods Company and United Food Service, Inc. v. Tyson Foods, Inc., et al.*, Case No. 18-cv-7284; *Winn-Dixie Stores, Inc., et al. v. Koch Foods, Inc., et al.*, Case No. 1:18-cv-00245; *Quirch Foods, LLC, f/k/a Quirch Foods Co. v. Koch Foods, Inc., et al.*, Case No. 18-cv-08511; *Sherwood Food Distributors, L.L.C., et al. v. Tyson Foods, Inc., et al.*, Case No. 19-cv-00354), and *Hooters of America, LLC v. Tyson Foods, Inc., et al.*, Case No. 1:19-cv-00390 (N.D. Ill.) were filed with the U.S. District Court for the Northern District of Illinois by individual direct purchaser entities, the allegations of which largely mirror those in the class action complaints. Substantial completion of document discovery for most Defendants, including PPC, occurred on July 18, 2018. The Court's scheduling order currently requires completion of fact discovery on October 14, 2019; class certification briefing and expert reports proceeding from November 12, 2019 to July 14, 2020; and summary judgment to proceed 60 days after the Court rules on motions for class certification. The Court has ordered the parties to coordinate scheduling of the direct action complaints with the class complaints with any necessary modifications to reflect time of filing. Discovery will be consolidated.

On October 10, 2016, Patrick Hogan, acting on behalf of himself and a putative class of persons who purchased shares of PPC's stock between February 21, 2014 and October 6, 2016, filed a class action complaint in the U.S. District Court for the District of Colorado against PPC and its named executive officers. The complaint alleges, among other things, that PPC's SEC filings contained statements that were rendered materially false and misleading by PPC's failure to disclose that (i) the Company colluded with several of its industry peers to fix prices in the broiler-chicken market as alleged in the *In re Broiler Chicken Antitrust Litigation*, (ii) its conduct constituted a violation of federal antitrust laws, (iii) PPC's revenues during the class period were the result of illegal conduct and (iv) that PPC lacked effective internal control over financial reporting. The complaint also states that PPC's industry was anticompetitive. On April 4, 2017, the Court appointed another stockholder, George James Fuller, as lead plaintiff. On May 11, 2017, the plaintiff filed an amended complaint, which extended the end date of the putative class period to November 17, 2017. PPC and the other defendants moved to dismiss on June 12, 2017, and the plaintiff filed its opposition on July 12, 2017. PPC and the other defendants filed their reply on August 1, 2017. On March 14, 2018, the Court dismissed the plaintiff's complaint without prejudice and issued final judgment in favor of PPC and the other defendants. On April 11, 2018, the plaintiff moved for reconsideration of the Court's decision and for permission to file a Second Amended Complaint. PPC and the other defendants filed a response to the plaintiff's motion on April 25, 2018. On November 19, 2018, the Court denied the plaintiff's motion for reconsideration and granted plaintiff leave to file a Second Amended Complaint. As of January 18, 2019, plaintiff has not yet filed a Second Amended Complaint.

On January 27, 2017, a purported class action on behalf of broiler chicken farmers was brought against PPC and four other producers in the Eastern District of Oklahoma, alleging, among other things, a conspiracy to reduce competition for grower services and depress the price paid to growers. Plaintiffs allege violations of the Sherman Act and the Packers and Stockyards Act and seek, among other relief, treble damages. The complaint was consolidated with a subsequently filed consolidated amended class action complaint styled as *In re Broiler Chicken Grower Litigation*, Case No. CIV-17-033-RJS (the "Grower Litigation"). The defendants (including PPC) jointly moved to dismiss the consolidated amended complaint on September 9, 2017. The Court initially held oral argument on January 19, 2018, during which it considered and granted only motions from certain other defendants who were challenging jurisdiction. Oral argument on the remaining pending motions in the Oklahoma court occurred on April 20, 2018. Rulings on the motion are pending. In addition, on March 12, 2018, the Northern District of Texas, Fort Worth Division ("Bankruptcy Court") enjoined plaintiffs from litigating the Grower Litigation complaint as pled against the Company because allegations in the consolidated complaint violate the confirmation order relating to the Company's 2008-2009 bankruptcy proceedings. Specifically, the 2009 bankruptcy confirmation order bars any claims against the Company based on conduct occurring before December 28, 2009. On March 13, 2018, Pilgrim's notified the trial court of the Bankruptcy Court's injunction. To date, plaintiffs have not amended the consolidated complaint to comply with the Bankruptcy Court's injunction order or the confirmation order.

On March 9, 2017, a stockholder derivative action styled as *DiSalvio v. Lovette, et al.*, No. 2017 cv. 30207, was brought against all of PPC's directors and its Chief Financial Officer, Fabio Sandri, in the District Court for the County of Weld in Colorado. The complaint alleges, among other things, that the named defendants breached their fiduciary duties by failing to prevent PPC and its officers from engaging in an antitrust conspiracy as alleged in the *In re Broiler Chicken Antitrust Litigation*, and issuing false and misleading statements as alleged in the Hogan class action litigation. On April 17, 2017, a related stockholder derivative action styled *Brima v. Lovette, et al.*, No. 2017 cv. 30308, was brought against all of PPC's directors and its Chief Financial Officer in the District Court for the County of Weld in Colorado. The Brima complaint contains largely the same allegations as the DiSalvio complaint. On May 4, 2017, the plaintiffs in both the DiSalvio and Brima actions moved to (i) consolidate the two stockholder derivative cases, (ii) stay the consolidated action until the resolution of the motion to dismiss in the Hogan putative securities class action, and (iii) appoint co-lead counsel. The Court granted the motion on May 8, 2017, staying the proceedings pending resolution of the motion to dismiss in the Hogan action.

In January 2018, a stockholder derivative action entitled *Raul v. Nogueira de Souza, et al.*, was filed in the U.S. District Court for the District of Colorado against the Company, as nominal defendant, as well as the Company's directors, its Chief Financial Officer, and majority stockholder, JBS S.A. The complaint alleges, among other things, that (i) defendants permitted the Company to omit material information from its proxy statements filed in 2014 through 2017 related to the conduct of Wesley Mendonça Batista and Joesley Mendonça Batista, (ii) the individual defendants and JBS S.A. breached their fiduciary duties by failing to prevent the Company and its officers from engaging in an antitrust conspiracy as alleged in the Broiler Litigation and (iii) issuing false and misleading statements as alleged in the Hogan class action litigation. On May 17, 2018, the plaintiffs filed an unopposed motion to stay proceedings pending a final resolution of the Hogan class action litigation. The court-ordered deadline for the defendants to file an answer or otherwise respond to the complaint was originally set for July 30, 2018. This deadline was extended to August 31, 2018, at which time the plaintiffs filed an unopposed motion to voluntarily dismiss the complaint without prejudice. The Court granted the plaintiffs' motion on September 4, 2018.

On January 25, 2018, a stockholder derivative action styled as *Sciabacucchi v. JBS S.A., et al.*, was brought against all of PPC's directors, JBS S.A., JBS USA Holding Lux S.à r.l. ("JBS Holding Lux") and several members of the Batista family, in the Court of Chancery of the State of Delaware (the "Chancery"). The complaint alleges, among other things, that the named defendants breached their fiduciary duties arising out of the Company's acquisition of Moy Park. On March 15, 2018, the members of the Batista family were dismissed from the action without prejudice by stipulation. On March 20, 2018, nominal defendant PPC filed its answer. On March 20, 2018, the remaining defendants, including PPC's directors, JBS S.A., and JBS Holding Lux moved to dismiss the complaint. On April 19, 2018, director defendants Bell, Macaluso, and Cooper filed their opening brief in support of their motion to dismiss. On April 19, 2018, defendants JBS S.A., JBS Holding Lux, and director defendants Lovette, Nogueira de Souza, Tomazoni, Farahat, Molina, and de Vasconcellos, Jr. filed their opening brief in support of their motion to dismiss. On May 24, 2018, Employees Retirement System of the City of St. Louis filed a derivative complaint, which was virtually identical to the Sciabacucchi complaint. On July 2, 2018, the Chancery granted a stipulation consolidating the cases and making the first complaint (Sciabacucchi) the operative complaint. On July 3, 2018, the plaintiffs dismissed the Special Committee defendants—Bell, Macaluso and Cooper. On July 9, 2018, the plaintiffs dismissed de Vasconcellos, Jr. and filed their opposition to the motion to dismiss by the entity and non-Special Committee defendants, who filed their reply on August 9, 2018. On November 15, 2018, the parties argued the dismissal of the remaining defendants (JBS S.A.; JBS Holding Lux; and director defendants Lovette, Nogueira de Souza, Tomazoni, Farahat, and Molina) before the Chancery. After arguments concluded, the Chancery asked the parties to submit supplemental briefing on the viability of an additional ground for dismissal. The parties filed their respective supplemental briefs on December 21, 2018. The Chancery has yet to issue its decision.

The Company believes it has strong defenses in each of the above litigations and intends to contest them vigorously. The Company cannot predict the outcome of these actions nor when they will be resolved. If the plaintiffs were to prevail in any of these litigations, the Company could be liable for damages, which could be material and could adversely affect its financial condition or results of operations.

#### *J&F Investigation*

On May 3, 2017, certain officers of J&F Investimentos S.A. ("J&F," and together with the companies controlled by J&F, the "J&F Group"), a company organized in Brazil and an indirect controlling stockholder of the Company, including a former senior executive and former board members of the Company, entered into plea bargain agreements (collectively, the "Plea Bargain Agreements") with the Brazilian Federal Prosecutor's Office (Ministério Público Federal) (the "MPF") in connection with certain misconduct by J&F and such individuals acting in their capacity as J&F executives. The details of such misconduct are set forth in separate annexes to the Plea Bargain Agreements, and include admissions of payments to politicians and political parties in Brazil during a ten-year period in exchange for receiving, or attempting to receive, favorable treatment for certain J&F Group companies in Brazil.

On June 5, 2017, J&F, for itself and as the controlling shareholder of the J&F Group companies, entered into a leniency agreement (the “Leniency Agreement”) with the MPF, whereby J&F assumed responsibility for the conduct that was described in the annexes to the Plea Bargain Agreements. In connection with the Leniency Agreement, J&F has agreed to pay a fine of 10.3 billion Brazilian reais, adjusted for inflation, over a 25-year period. Various proceedings by Brazilian governmental authorities remain pending against J&F and certain of its officers to potentially invalidate the Plea Bargain Agreements and impose more severe penalties for additional alleged misconduct that were not disclosed in the annexes to the Plea Bargain Agreements.

J&F is conducting an internal investigation in accordance with the terms of the Leniency Agreement, and has engaged outside advisors to assist in conducting this investigation, which is ongoing, and with which we are fully cooperating. JBS S.A. and the Company have engaged outside U.S. legal counsel to: (i) conduct an independent investigation in connection with matters disclosed in the Leniency Agreement and the Plea Bargain Agreements; and (ii) communicate with relevant U.S. authorities, including the Department of Justice regarding the factual findings of that investigation. Additionally, JBS S.A. and the Company have taken, and are continuing to take, measures to enhance their compliance programs, including to prevent and detect bribery and corruption. We cannot predict when the J&F and JBS S.A. investigations will be completed or the results of such investigations, including whether any litigation will be brought against us or the outcome or impact of any resulting litigation. We will monitor the results of the investigations. Any proceedings that require us to make substantial payments, affect our reputation or otherwise interfere with our business operations could have a material adverse effect on our business, financial condition and operating results.

Any further developments in these, or other, matters involving the controlling shareholders, directors, or officers of J&F, or other parties affiliated with us, could subject JBS S.A. and its subsidiaries (including the Company) to potential fines or penalties, may materially adversely affect the public perception or reputation of JBS S.A. and its subsidiaries (including the Company) and could have a material adverse effect on JBS S.A. and its subsidiaries (including the Company).

## 21. MARKET RISKS AND CONCENTRATIONS

The Company’s financial instruments that are exposed to concentrations of credit risk consist primarily of cash equivalents, investment securities and trade accounts receivable. The Company’s cash equivalents and investment securities are high-quality debt and equity securities placed with major banks and financial institutions. The Company’s trade accounts receivable are generally unsecured. Credit evaluations are performed on all significant customers and updated as circumstances dictate. Concentrations of credit risk with respect to trade accounts receivable are limited due to the large number of customers and their dispersion across geographic areas. The Company does not have a single customer that exceeds the 10% of net sales. For the year ended December 30, 2018, our largest single customer was 6.3% of net sales. The Company does not believe it has significant concentrations of credit risk in its trade accounts receivable.

As of December 30, 2018, we employed approximately 31,100 persons in the U.S., approximately 10,700 persons in Mexico and approximately 10,300 persons in the U.K. and Europe. Approximately 37.1% of the Company’s employees were covered under collective bargaining agreements. Substantially all employees covered under collective bargaining agreements are covered under agreements that expire in 2019 or later. We have not experienced any labor-related work stoppage at any location in over ten years. We believe our relationship with our employees and union leadership is satisfactory. At any given time, we will likely be in some stage of contract negotiations with various collective bargaining units. In the absence of an agreement, we may become subject to labor disruption at one or more of these locations, which could have an adverse effect on our financial results.

At December 30, 2018, the aggregate carrying amount of net assets belonging to our Mexico and U.K. and Europe operations was \$829.7 million and \$1.6 billion, respectively. At December 31, 2017, the aggregate carrying amount of net assets belonging to our Mexico and U.K. and Europe operations was \$711.2 million and \$1.4 billion, respectively.

## 22. BUSINESS SEGMENT AND GEOGRAPHIC REPORTING

The Company operates in three reportable business segments, U.S., U.K. and Europe, and Mexico. The Company measures segment profit as operating income. Corporate expenses are allocated to Mexico based upon various apportionment methods for specific expenditures incurred related thereto with the remaining amounts allocated to the U.S.

On September 8, 2017, the Company acquired Moy Park, one of the top-ten food companies in the U.K., Northern Ireland’s largest private sector business and one of Europe’s leading poultry producers, from JBS S.A. in a common-control transaction. Moy Park’s results from operations subsequent to the common-control date of September 30, 2015 comprise the U.K. and Europe segment.

On January 6, 2017, the Company acquired GNP, a vertically integrated poultry business with locations in Minnesota and Wisconsin. GNP’s results from operations subsequent to the acquisition date are included in the U.S. segment.

Net sales to customers by customer location and long-lived assets are as follows:

	December 30, 2018	December 31, 2017	December 25, 2016
(In thousands)			
<b>Net sales</b>			
U.S.	\$ 7,425,661	\$ 7,443,222	\$ 6,671,403
U.K. and Europe	2,148,666	1,996,319	1,947,441
Mexico	1,363,457	1,328,322	1,259,720
Total	<u>\$ 10,937,784</u>	<u>\$ 10,767,863</u>	<u>\$ 9,878,564</u>

	December 30, 2018	December 31, 2017	December 25, 2016
(In thousands)			
<b>Operating income</b>			
U.S.	\$ 291,381	\$ 841,492	\$ 572,558
U.K. and Europe	84,524	77,105	78,572
Mexico	119,649	153,631	140,857
Elimination	132	94	95
Total operating income	<u>\$ 495,686</u>	<u>\$ 1,072,322</u>	<u>\$ 792,082</u>
Interest expense, net of capitalized interest	162,812	107,183	75,636
Interest income	(13,811)	(7,730)	(2,301)
Foreign currency transaction gain	17,160	(2,659)	4,055
Miscellaneous, net	(2,702)	(6,538)	(9,344)
Income before income taxes	<u>\$ 332,227</u>	<u>\$ 982,066</u>	<u>\$ 724,036</u>

	December 30, 2018	December 31, 2017	December 25, 2016
(In thousands)			
<b>Net sales to customers by customer location:</b>			
U.S.	\$ 7,173,280	\$ 7,452,758	\$ 6,460,787
Mexico	1,411,727	1,019,170	1,180,947
Asia	158,864	136,144	101,209
Canada, Caribbean and Central America	26,450	114,543	152,516
Africa	21,286	29,905	17,117
Europe	2,134,822	2,000,843	1,952,192
South America	10,704	13,279	11,955
Pacific	651	1,221	1,841
Total	<u>\$ 10,937,784</u>	<u>\$ 10,767,863</u>	<u>\$ 9,878,564</u>

	December 30, 2018	December 31, 2017	December 25, 2016
(In thousands)			
<b>Depreciation and amortization:</b>			
U.S.	\$ 201,126	\$ 199,749	\$ 151,527
U.K. and Europe	51,108	51,040	51,193
Mexico	27,423	27,003	28,988
Total	<u>\$ 279,657</u>	<u>\$ 277,792</u>	<u>\$ 231,708</u>

	December 30, 2018	December 31, 2017
	(In thousands)	
<b>Long-lived assets<sup>(a)</sup>:</b>		
U.S.	\$ 1,506,217	\$ 1,437,220
U.K. and Europe	359,621	368,521
Mexico	295,864	289,406
<b>Total</b>	<b>\$ 2,161,702</b>	<b>\$ 2,095,147</b>

(a) For this disclosure, we exclude financial instruments, deferred tax assets and intangible assets in accordance with ASC 280-10-50-41, *Segment Reporting*. Long-lived assets, as used in ASC 280-10-50-41, implies hard assets that cannot be readily removed.

The following table sets forth, for the periods beginning with 2016, net sales attributable to each of our primary product lines and markets served with those products. We based the table on our internal sales reports and their classification of products.

	2018	2017	2016
	(In thousands)		
<b>U.S. chicken:</b>			
Fresh chicken	\$ 5,959,458	\$ 5,700,503	\$ 4,627,137
Prepared chicken	773,983	950,378	1,269,010
Export and other chicken	258,732	213,595	313,827
<b>Total U.S. chicken</b>	<b>6,992,173</b>	<b>6,864,476</b>	<b>6,209,974</b>
<b>U.K. and Europe chicken:</b>			
Fresh chicken	925,124	846,575	811,127
Prepared chicken	865,864	792,284	794,880
Export and other chicken	303,921	318,699	283,276
<b>Total U.K. and Europe chicken</b>	<b>2,094,909</b>	<b>1,957,558</b>	<b>1,889,283</b>
<b>Mexico chicken:</b>			
Fresh chicken	1,252,403	1,245,144	1,154,355
Prepared chicken	76,860	58,512	91,289
<b>Total Mexico chicken</b>	<b>1,329,263</b>	<b>1,303,656</b>	<b>1,245,644</b>
<b>Total chicken</b>	<b>10,416,345</b>	<b>10,125,690</b>	<b>9,344,901</b>
<b>Other products:</b>			
U.S.	433,488	578,746	461,429
U.K. and Europe	53,757	38,761	58,158
Mexico	34,194	24,666	14,076
<b>Total other products</b>	<b>521,439</b>	<b>642,173</b>	<b>533,663</b>
<b>Total net sales</b>	<b>\$ 10,937,784</b>	<b>\$ 10,767,863</b>	<b>\$ 9,878,564</b>

**23. QUARTERLY RESULTS (UNAUDITED)**

2018	First <sup>(a)</sup>	Second <sup>(b)</sup>	Third <sup>(c)</sup>	Fourth <sup>(d)</sup>	Year
(In thousands, except per share data)					
Net sales	\$ 2,746,678	\$ 2,836,713	\$ 2,697,604	\$ 2,656,789	\$ 10,937,784
Gross profit	287,665	274,222	169,741	111,848	843,476
Net income (loss) attributable to PPC common stockholders	119,418	106,541	29,310	(7,324)	247,945
Net income per share amounts - basic	0.48	0.43	0.12	(0.03)	1.00
Net income per share amounts - diluted	0.48	0.43	0.12	(0.03)	1.00
Number of days in period	91	91	91	91	364

2017	First <sup>(e)</sup>	Second <sup>(f)</sup>	Third <sup>(g)</sup>	Fourth <sup>(h)</sup>	Year
(In thousands, except per share data)					
Net sales	\$ 2,479,340	\$ 2,752,286	\$ 2,793,885	\$ 2,742,352	\$ 10,767,863
Gross profit	256,388	474,838	478,584	261,804	1,471,614
Net income attributable to PPC common stockholders	93,921	233,641	232,680	134,337	694,579
Net income per share amounts - basic	0.38	0.94	0.94	0.54	2.79
Net income per share amounts - diluted	0.38	0.94	0.93	0.54	2.79
Number of days in period	91	91	91	98	371

2016	First	Second	Third	Fourth <sup>(i)</sup>	Year
(In thousands, except per share data)					
Net sales	\$ 2,460,410	\$ 2,551,990	\$ 2,495,281	\$ 2,370,883	\$ 9,878,564
Gross profit	284,257	337,796	253,060	228,870	1,103,983
Net income attributable to PPC common stockholders	118,371	152,886	98,657	70,618	440,532
Net income per share amounts - basic	0.46	0.60	0.39	0.29	1.74
Net income per share amounts - diluted	0.46	0.60	0.39	0.28	1.73
Number of days in period	91	91	91	91	364

(a) In the first quarter of 2018, the Company recognized impairment charges of approximately \$0.5 million related to the Luverne, Minnesota plant held for sale. Also in the first quarter of 2018, the Company had transaction costs of approximately \$0.2 million related to the acquisition of Moy Park and GNP.

(b) In the second quarter of 2018, the Company recognized impairment charges of approximately \$0.1 million related to its 40 North Foods leasehold improvements.

(c) In the third quarter of 2018, the Company recognized impairment charges of approximately \$0.3 million related to the Luverne, Minnesota plant held for sale.

(d) In the fourth quarter of 2018, the Company recognized impairment charges of approximately \$2.6 million related to Rose Energy Ltd. within its U.K. and Europe segment. Also in the fourth quarter of 2018, the Company recognized nonrecurring charges of \$3.0 million and \$11.9 million related to Hurricane Michael and Hurricane Maria, respectively. Hurricane Michael hit the Company's Live Oak complex in October 2018, causing two days of plant closure. Hurricane Maria hit the Company's Puerto Rico complex in September 2017, causing six months of plant closure.

(e) On January 6, 2017, the Company acquired 100% of the membership interests of GNP from Maschhoff Family Foods, LLC for a cash purchase price of \$350 million. In the first quarter, the Company had transaction costs of approximately \$0.6 million for the acquisition of GNP.

(f) In the second quarter of 2017, the Company recognized impairment charges of approximately \$3.5 million related to its Athens, Alabama plant held for sale.

(g) In the third quarter of 2017, the Company had transaction costs of approximately \$15.0 million for the acquisition of Moy Park.

(h) In the fourth quarter of 2017, the Company had transaction costs of approximately \$4.5 million for the acquisition of Moy Park.

(i) In the fourth quarter of 2016, the Company recognized impairment charges of \$0.8 million and \$0.3 million related to its Dallas, Texas and Bossier City, Louisiana plants held for sale.

**SCHEDULE II**  
**PILGRIM'S PRIDE CORPORATION**  
**VALUATION AND QUALIFYING ACCOUNTS**

	Beginning Balance	Additions		Deductions	Ending Balance
		Charged to Operating Results	Charged to Other Accounts		
(In thousands)					
<b>Trade Accounts and Other Receivables—</b>					
<b>Allowance for Doubtful Accounts:</b>					
2018	\$ 8,145	\$ 1,633	\$ (39)	\$ 1,682 <sup>(a)</sup>	\$ 8,057
2017	6,661	2,683	339	1,538 <sup>(a)</sup>	8,145
2016	9,381	1,172	(452)	3,440 <sup>(a)</sup>	6,661
<b>Trade Accounts and Other Receivables—</b>					
<b>Allowance for Sales Adjustments:</b>					
2018	\$ 9,477	\$ 254,135	\$ —	\$ 250,625 <sup>(b)</sup>	\$ 12,987
2017	4,874	185,198	—	180,595 <sup>(b)</sup>	9,477
2016	5,662	199,423	—	200,211 <sup>(b)</sup>	4,874
<b>Deferred Tax Assets—</b>					
<b>Valuation Allowance:</b>					
2018	\$ 14,479	\$ 11,776	\$ —	\$ 105 <sup>(c)</sup>	\$ 26,150
2017	25,611	—	—	11,132 <sup>(c)</sup>	14,479
2016	27,300	—	—	1,689 <sup>(c)</sup>	25,611

(a) Uncollectible accounts written off, net of recoveries.

(b) Deductions either written off, rebilled or reclassified as liabilities for market development fund rebates.

(c) Reductions in the valuation allowance.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**Disclosure Controls and Procedures**

Under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”), “disclosure controls and procedures” means controls and other procedures that are designed to ensure that information required to be disclosed by the Company in the reports that it files with the U.S. Securities and Exchange Commission (“SEC”) is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by our Company in the reports that it files with the SEC is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

As of December 30, 2018, an evaluation was performed under the supervision and with the participation of the Company’s management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures. Based on that evaluation, the Company’s management, including the Chief Executive Officer and Chief Financial Officer, concluded the Company’s disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that information we are required to disclose in our reports filed with the SEC is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

In connection with the evaluation described above, the Company’s management, including the Chief Executive Officer and Chief Financial Officer, identified no change in the Company’s internal control over financial reporting that occurred during

the fifty-two weeks ended December 30, 2018 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### **Changes in Internal Control Over Financial Reporting**

In connection with the evaluation described above, the Company's management, including the Chief Executive Officer and Chief Financial Officer, identified no changes in the Company's internal control over financial reporting that occurred during the Company's quarter ended December 30, 2018, and that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### **Management's Report on Internal Control over Financial Reporting**

Pilgrim's Pride Corporation's ("PPC") management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). PPC's internal control is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles.

Under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, PPC's management assessed the design and operating effectiveness of internal control over financial reporting as of December 30, 2018 based on the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control Integrated Framework (2013). Based on this assessment, management concluded that PPC's internal control over financial reporting was effective as of December 30, 2018. KPMG LLP, an independent registered public accounting firm, has issued an unqualified report on the effectiveness of the Company's internal control over financial reporting as of December 30, 2018. That report is included in this Item 9A of this annual report.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Stockholders and Board of Directors

Pilgrims Pride Corporation:

### *Opinion on Internal Control over Financial Reporting*

We have audited Pilgrim's Pride Corporation's (the Company) internal control over financial reporting as of December 30, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 30, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 30, 2018 and December 31, 2017, and the related consolidated and combined statements of income, comprehensive income, stockholders' equity, and cash flows for the fifty-two weeks ended December 30, 2018, the fifty-three weeks ended December 31, 2017, the fifty-two weeks ended December 25, 2016, and related notes and financial statement schedule II, and our report dated February 13, 2019 expressed an unqualified opinion on those consolidated and combined financial statements.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Denver, Colorado

February 13, 2019

**PART III**

**Item 10. Directors and Executive Officers and Corporate Governance**

Certain information regarding our executive officers has been presented under “Executive Officers” included in “Item 1. Business,” above.

Reference is made to the sections entitled “Security Ownership,” “Election of JBS Directors,” “Election of Equity Directors and the Founder Director,” “Section 16(a) Beneficial Ownership Reporting Compliance,” “Committees of the Board of Directors” and “Related Party Transactions” of the Company’s Proxy Statement for its 2019 Annual Meeting of Stockholders, which sections are incorporated herein by reference.

We have adopted a Code of Business Conduct and Ethics, which applies to all employees, including our Chief Executive Officer and our Chief Financial Officer and Principal Accounting Officer. The full text of our Code of Business Conduct and Ethics is published on our website, at [www.pilgrims.com](http://www.pilgrims.com), under the “Investors-Corporate Governance” caption. We intend to disclose future amendments to, or waivers from, certain provisions of this Code on our website within four business days following the date of such amendment or waiver.

**Item 11. Executive Compensation**

Reference is made to the sections entitled “Security Ownership,” “Section 16(a) Beneficial Ownership Reporting Compliance,” “2018 Director Compensation Table,” “Report of the Compensation Committee,” “Compensation Discussion and Analysis,” “Executive Compensation,” “Compensation Committee Interlocks and Insider Participation” and “Related Party Transactions” of the Company’s Proxy Statement for its 2019 Annual Meeting of Stockholders, which sections are incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

*Equity Compensation Plan Information*

Plan Category <sup>(a)</sup>	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Option, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column)
Equity compensation plans approved by securities holders	—	—	4,145,922
Equity compensation plans not approved by securities holders	—	—	—
<b>Total</b>	<b>—</b>	<b>—</b>	<b>4,145,922</b>

(a) The table provides certain information about our common stock that may be issued under the Long Term Incentive Plan (the “LTIP”), as of December 30, 2018. For additional information concerning terms of the LTIP, see “Note 16. Incentive Compensation” of our Consolidated and Combined Financial Statements included in this annual report.

Reference is made to the section entitled “Security Ownership,” of the Company’s Proxy Statement for its 2019 Annual Meeting of Stockholders, which section is incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Reference is made to the sections entitled “Corporate Governance” and “Related Party Transactions” of the Company’s Proxy Statement for its 2019 Annual Meeting of Stockholders, which sections are incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

The information required by this item is incorporated herein by reference from the section entitled “Independent Registered Public Accounting Firm Fee Information” of the Company’s Proxy Statement for its 2019 Annual Meeting of Stockholders.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) Financial Statements

- (1) The financial statements and schedules listed in the index to financial statements and schedules on page 1 of this annual report are filed as part of this annual report.
- (2) All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are not applicable and therefore have been omitted.
- (3) The financial statements schedule entitled “Valuation and Qualifying Accounts and Reserves” is filed as part of this annual report on page 105.

(b) Exhibits

Exhibit Number

- 2.1 [Agreement and Plan of Merger dated September 27, 2000 \(incorporated by reference from Exhibit 2 of WLR Foods, Inc.’s Current Report on Form 8-K \(No. 000-17060\) dated September 28, 2000\).](#)
- 2.2 [Agreement and Plan of Merger dated as of December 3, 2006, by and among the Company, Protein Acquisition Corporation, a wholly owned subsidiary of the Company, and Gold Kist Inc. \(incorporated by reference from Exhibit 99.\(D\)\(1\) to Amendment No. 11 to the Company’s Tender Offer Statement on Schedule TO \(No. 005-81998\) filed on December 5, 2006\).](#)
- 2.3 [Stock Purchase Agreement by and between the Company and JBS USA Holding Lux, S.à.r.l., formerly known as JBS USA Holdings, LLC, dated September 16, 2009 \(incorporated by reference from Exhibit 2.1 of the Company’s Current Report on Form 8-K \(No. 001-09273\) filed September 18, 2009\).](#)
- 2.4 [Amendment No.1 to the Stock Purchase Agreement by and between the Company and JBS USA Holding Lux, S.à.r.l., formerly known as JBS USA Holdings, LLC, dated December 28, 2009 \(incorporated by reference from Exhibit 2.5 of the Company’s Annual Report on Form 10-K/A \(No. 001-09273\) filed January 22, 2010\).](#)
- 2.5 [Share Purchase Agreement, dated as of September 8, 2017, among JBS S.A., Granite Holdings S.à r.l., Onix Investments UK Limited and the Company \(incorporated by reference from Exhibit 2.1 of the Company’s Current Report on Form 8-K \(No. 001-09273\) filed on September 11, 2017\).](#)
- 3.1 [Amended and Restated Certificate of Incorporation of the Company \(incorporated by reference from Exhibit 3.1 of the Company’s Form 8-A \(No. 001-09273\) filed on December 27, 2012\).](#)
- 3.2 [Amended and Restated Corporate Bylaws of the Company \(incorporated by reference from Exhibit 3.2 of the Company’s Quarterly Report on Form 10-Q \(No. 001-09273\) filed on November 8, 2017\).](#)
- 4.1 [Amended and Restated Certificate of Incorporation of the Company \(included as Exhibit 3.1\).](#)
- 4.2 [Amended and Restated Corporate Bylaws of the Company \(included as Exhibit 3.2\).](#)
- 4.3 [Stockholders Agreement dated December 28, 2009 between the Company and JBS USA Holding Lux, S.à.r.l., formerly known as JBS USA Holdings, LLC, as amended \(incorporated by reference from Exhibit 3.3 to the Company’s Form 8-A \(No. 001-09273\) filed on December 27, 2012\).](#)
- 4.4 [Form of Common Stock Certificate \(incorporated by reference from Exhibit 4.1 to the Company’s Current Report on Form 8-K \(No. 001-09273\) filed on December 29, 2009\).](#)
- 4.5 [Indenture dated as of March 11, 2015 among the Company, Pilgrim’s Pride Corporation of West Virginia, Inc. and Wells Fargo Bank, National Association, as Trustee, Form of Senior 5.750% Note due 2025, and Form of Guarantee attached \(incorporated by reference from Exhibit 4.1 of the Company’s Current Report on Form 8-K \(No 001-09273\) filed on March 11, 2015\).](#)
- 4.9 [Indenture dated as of September 29, 2017 among the Company, Pilgrim’s Pride Corporation of West Virginia, Inc., Gold’n Plump Poultry, LLC, Gold’n Plump Farms, LLC, JFC LLC and U.S. Bank National Association, as Trustee \(incorporated by reference from Exhibit 4.2 of the Company’s Current Report on Form 8-K \(No. 001-09273\) filed on October 3, 2017\).](#)
- 4.10 [Form of Senior 5.750% Note due 2025 \(included in Exhibit 4.9\).](#)

- 4.11 [Form of Senior 5.875% Note due 2027 \(included in Exhibit 4.9\).](#)
- 10.1 [2005 Deferred Compensation Plan of the Company \(incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K \(No. 001-09273\) dated December 27, 2004\). †](#)
- 10.2 [Change to Company Contribution Amount Under the Amended and Restated 2005 Deferred Compensation Plan of the Company \(incorporated by reference from Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q \(No. 001-09273\) filed July 30, 2008\). †](#)
- 10.3 [Pilgrim's Pride Corporation Short-Term Management Incentive Plan \(incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K \(No. 001-09273\) filed on December 30, 2009\). †](#)
- 10.4 [Pilgrim's Pride Corporation Long Term Incentive Plan \(incorporated by reference from Exhibit 10.2 of the Company's Current Report on Form 8-K \(No. 001-09273\) filed on December 30, 2009\). †](#)
- 10.5 [Employment Agreement dated January 14, 2011 between the Company and William Lovette \(incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K \(No. 001-09273\) filed on January 18, 2011\). †](#)
- 10.6 [Restricted Share Agreement dated January 14, 2011 between the Company and William Lovette \(incorporated by reference from Exhibit 10.2 of the Company's Current Report on Form 8-K \(No. 001-09273\) filed on January 18, 2011\). †](#)
- 10.7 [Subordinated Loan Agreement dated as of June 23, 2011, between the Company and JBS USA Food Company Holdings, successor by assignment to JBS USA Holdings, LLC, \(incorporated by reference from Exhibit 10.2 of the Company's Current Report on Form 8-K \(No. 001-09273\) filed on June 24, 2011\).](#)
- 10.8 [Amendment No. 1 to the Subordinated Loan Agreement dated as of October 26, 2011, between the Company and JBS USA Food Company Holdings, successor by assignment to JBS USA Holdings, LLC, \(incorporated by reference from Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q \(No. 001-09273\) filed on April 27, 2012\).](#)
- 10.9 [Amendment No. 2 to the Subordinated Loan Agreement dated as of December 16, 2011, between the Company and JBS USA Food Company Holdings, successor by assignment to JBS USA Holdings, LLC, \(incorporated by reference from Exhibit 10.2 of the Company's Current Report on Form 8-K/A \(No. 001-09273\) filed on December 20, 2011\).](#)
- 10.10 [Pilgrim's Pride Corporation 2012 Long Term Incentive Program \(incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(No. 001-09273\) filed on September 10, 2012\). †](#)
- 10.11 [Form of Restricted Stock Unit Award Agreement \(incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K \(No. 001-09273\) filed on September 10, 2012\). †](#)
- 10.12 [Second Amended and Restated Credit Agreement dated February 11, 2015 among Pilgrim's Pride Corporation, To-Ricos, Ltd. and To-Ricos Distribution, Ltd., Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Rabobank Nederland, New York Branch, as administrative agent, and the lenders party thereto \(incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K \(No. 001-09273\) filed on February 12, 2015\).](#)
- 10.13 [First Amendment to the Second Amended and Restated Credit Agreement dated April 27, 2016 among Pilgrim's Pride Corporation, To-Ricos, Ltd. and To-Ricos Distribution, Ltd., Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Rabobank Nederland, New York Branch, as administrative agent, and the lenders party thereto \(incorporated by reference from Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q \(No. 001-09273\) filed on July 28, 2016\).](#)
- 10.14 [Checking Account Loan Opening Contract dated July 23, 2014 among Avícola Pilgrim's Pride de Mexico, S.A. de C.V., as borrower, Pilgrim's Pride S. de R.L. de C.V. and Comercializadora de Carnes de Mexico, S. de R.L. de C.V., as guarantors, and BBVA Bancomer, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer, as borrower \(incorporated by reference from Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q \(No. 001-09273\) filed on July 28, 2016\).](#)
- 10.15 [Agreement to Modify Checking Account Loan Opening Contract dated November 3, 2015 among Avícola Pilgrim's Pride de Mexico, S.A. de C.V., as borrower, Pilgrim's Pride S. de R.L. de C.V. and Comercializadora de Carnes de Mexico, S. de R.L. de C.V., as guarantors, and BBVA Bancomer, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer, as borrower \(incorporated by reference from Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q \(No. 001-09273\) filed on July 28, 2016\).](#)

10.16	<a href="#">Checking Account Loan Opening Contract dated September 27, 2016 among Avícola Pilgrim's Pride de Mexico, S.A. de C.V., as borrower, Pilgrim's Pride S. de R.L. de C.V. and Comercializadora de Carnes de Mexico, S. de R.L. de C.V., as guarantors, and BBVA Bancomer, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer, as borrower (incorporated by reference from Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q (No. 001-09273) filed on October 27, 2016).</a>
10.17	<a href="#">Second Amendment to the Second Amended and Restated Credit Agreement dated October 21, 2016 among Pilgrim's Pride Corporation, To-Ricos, Ltd. and To-Ricos Distribution, Ltd., Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Rabobank Nederland, New York Branch, as administrative agent, and the lenders party thereto (incorporated by reference from Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q (No. 001-09273) filed on October 27, 2016).</a>
10.18	<a href="#">Third Amendment to the Second Amended and Restated Credit Agreement dated March 23, 2017 among the Company, To-Ricos, Ltd. and To-Ricos Distribution, Ltd., Coöperatieve Rabobank U.A., New York Branch, as administrative agent, and the lenders party thereto (incorporated by reference from Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q (No. 001-09273) filed on May 4, 2017).</a>
10.19	<a href="#">Third Amended and Restated Credit Agreement dated May 8, 2017 among the Company, the other loan parties thereto, and the lenders party thereto, and Coöperatieve Rabobank U.A., New York Branch, as administrative agent and collateral agent (incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K (No. 001-09273) filed on May 11, 2017).</a>
10.20	<a href="#">First Amendment to Third Amended and Restated Credit Agreement dated September 6, 2017 among the Company, the other loan parties thereto, and the lenders party thereto, and Coöperatieve Rabobank U.A., New York Branch, as administrative agent and collateral agent (incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K (No. 001-09273) filed on September 11, 2017).</a>
10.21	<a href="#">Seller Note, dated as of September 8, 2017 among the Company, JBS S.A. and Onix Investments UK Limited (incorporated by reference from Exhibit 10.2 of the Company's Current Report on Form 8-K (No. 001-09273) filed on September 11, 2017).</a>
10.22	<a href="#">Multicurrency Revolving Facility Agreement, dated as of June 2, 2018, by and among Moy Park Holdings (Europe) Limited, certain of its subsidiaries, the Governor and Company of the Bank of Ireland, as agent, and the other lenders party thereto (incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K (No. 001-09273) filed on June 12, 2018).</a>
10.23	<a href="#">Fourth Amended and Restated Credit Agreement, dated as of July 20, 2018, by and among Pilgrim's Pride Corporation, certain of its subsidiaries, CoBank ACB, as administrative agent and collateral agent, and the other lenders party thereto (incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K (No. 001-09273) filed on July 24, 2018).</a>
10.24	<a href="#">Revolving Line of Credit Agreement, dated as of December 14, 2018, by and among Banco del Bajío, Sociedad Anónima, Institución de Banca Múltiple as lender, Avícola Pilgrim's Pride de México, Sociedad Anónima de Capital Variable as borrower, and Comercializadora de Carnes de México, Sociedad de Responsabilidad Limitada de Capital Variable, Pilgrim's Pride, Sociedad de Responsabilidad Limitada de Capital Variable, and Pilgrim's Operaciones Laguna, Sociedad de Responsabilidad Limitada de Capital Variable, as guarantors (incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K (No. 001-09273) filed on December 20, 2018).</a>
21	<a href="#">Subsidiaries of Registrant.*</a>
23.1	<a href="#">Consent of KPMG LLP.*</a>
31.1	<a href="#">Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</a>
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</a>
32.1	<a href="#">Certification of Principal Executive Officer of Pilgrim's Pride Corporation pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**</a>
32.2	<a href="#">Certification of Principal Financial Officer of Pilgrim's Pride Corporation pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**</a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation
101.DEF	XBRL Taxonomy Extension Definition

101.LAB XBRL Taxonomy Extension Label

101.PRE XBRL Taxonomy Extension Presentation

\* **Filed herewith**

\*\* **Furnished herewith**

† **Represents a management contract or compensation plan arrangement**

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 13, 2019.

PILGRIM'S PRIDE CORPORATION

By: /s/ Fabio Sandri  
 Fabio Sandri  
 Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Gilberto Tomazoni</u> Gilberto Tomazoni	Chairman of the Board	February 13, 2019
<u>/s/ William W. Lovette</u> William W. Lovette	President and Chief Executive Officer (Principal Executive Officer)	February 13, 2019
<u>/s/ Fabio Sandri</u> Fabio Sandri	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 13, 2019
<u>/s/ David E. Bell</u> David E. Bell	Director	February 13, 2019
<u>/s/ Michael L. Cooper</u> Michael L. Cooper	Director	February 13, 2019
<u>/s/ Wallim Cruz de Vasconcellos Junior</u> Wallim Cruz de Vasconcellos Junior	Director	February 13, 2019
<u>/s/ Charles Macaluso</u> Charles Macaluso	Director	February 13, 2019
<u>/s/ Denilson Molina</u> Denilson Molina	Director	February 13, 2019
<u>/s/ Andre Nogueira de Souza</u> Andre Nogueira de Souza	Director	February 13, 2019

**EXHIBIT 21**  
**PILGRIM'S PRIDE CORPORATION**  
**SUBSIDIARIES OF REGISTRANT**

	<b>Jurisdiction of Incorporation or Organization</b>
<b>U.S. Subsidiaries</b>	
PFS Distribution Company	Delaware
Pilgrim's Pride, LLC	Delaware
POPPSA 3, LLC	Delaware
POPPSA 4, LLC	Delaware
PPC Transportation Company	Delaware
Merit Provisions, LLC	Delaware
40 North Foods, Inc.	Delaware
GC Properties	Georgia
PPC of Alabama, Inc.	Georgia
Gold'n Plump Farms, LLC	Minnesota
Gold'n Plump Poultry, LLC	Minnesota
JFC LLC	Minnesota
Pilgrim's Pride Affordable Housing Corporation	Nevada
Pilgrim's Pride of Nevada, Inc.	Nevada
PPC Marketing, Ltd.	Texas
Pilgrim's Pride Corporation of West Virginia, Inc.	West Virginia
<b>Foreign Subsidiaries</b>	
To-Ricos Distribution, Ltd.	Bermuda
To-Ricos, Ltd.	Bermuda
Moy Park Beef Orléans Sàrl	France
Moy Park France Holdco Sàrl	France
Moy Park France Holdings SAS	France
Moy Park France SAS	France
Arkose Investments ULC	Ireland
Moy Park Food Service Dublin ULC	Ireland
Granite Holdings Sàrl	Luxembourg
Ivory Investments Luxembourg Sàrl	Luxembourg
Sandstone Holdings Sàrl	Luxembourg
Avícola Pilgrim's Pride de Mexico, S. A. de C.V.	Mexico
Carnes y Productos Avícolas de Mexico S. de R.L. de C.V.	Mexico
Comercializadora de Carnes de Mexico S. de R.L. de C.V.	Mexico
Gallina Pesada S.A.P.I. de C.V.	Mexico
Grupo Pilgrim's Pride Funding Holdings, S. de R.L. de C.V.	Mexico
Grupo Pilgrim's Pride Funding, S. de R.L. de C.V.	Mexico
Incubadora Hidalgo S. de R.L. de C.V.	Mexico
Inmobiliaria Avicola Pilgrim's Pride, S. de R.L.	Mexico
Operadora de Productos Avicolas S. de R.L. de C.V.	Mexico
Pilgrim's Operaciones Laguna, S. de R.L. de C.V.	Mexico
Pilgrim's Pride S. de R.L. de C.V.	Mexico

**EXHIBIT 21**  
**PILGRIM'S PRIDE CORPORATION**  
**SUBSIDIARIES OF REGISTRANT**

**Jurisdiction of  
Incorporation or  
Organization**

**Foreign Subsidiaries (Continued)**

Servicios Administrativos Pilgrim's Pride S. de R.L. de C.V.

Mexico

Albert van Zoonen B.V.

Netherlands

Bakewell Foods Ltd.

United Kingdom

Dungannon Proteins Ltd.

United Kingdom

Kitchen Range Foods Ltd.

United Kingdom

Moy Park (Bondco) Plc

United Kingdom

Moy Park Holdings (Europe) Ltd.

United Kingdom

Moy Park Ltd.

United Kingdom

Moy Park Newco Ltd.

United Kingdom

O'Kane Blue Rose (Newco 1) Ltd.

United Kingdom

O'Kane Poultry Ltd.

United Kingdom

Onix Investments UK Ltd.

United Kingdom

Rose Energy Ltd.

United Kingdom

**EXHIBIT 23.1**  
**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
Pilgrim's Pride Corporation:

We consent to the incorporation by reference in the registration statements (Nos. 333-74984; 333-111929; 333-163639; 333-179563; 333-182586 and 333-186934) on Form S-8 of Pilgrim's Pride Corporation of our reports dated February 13, 2019, with respect to the consolidated balance sheets of Pilgrim's Pride Corporation as of December 30, 2018 and December 31, 2017, and the related consolidated and combined statements of income, comprehensive income, stockholders' equity, and cash flows for the fifty-two weeks ended December 30, 2018, the fifty-three weeks ended December 31, 2017, and the fifty-two weeks ended December 25, 2016, and the related financial statement schedule II, and the effectiveness of internal control over financial reporting as of December 30, 2018, which reports appear in the December 30, 2018 annual report on Form 10-K of Pilgrim's Pride Corporation.

/s/ KPMG LLP

Denver, Colorado  
February 13, 2019

**EXHIBIT 31.1**

**CERTIFICATION BY PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, William W. Lovette, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 30, 2018, of Pilgrim's Pride Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2019

/s/ William W. Lovette

William W. Lovette

Chief Executive Officer

EXHIBIT 31.2

**CERTIFICATION BY PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Fabio Sandri, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 30, 2018, of Pilgrim's Pride Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2019

/s/ Fabio Sandri

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Fabio Sandri

Chief Financial Officer

**EXHIBIT 32.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER**

**PURSUANT TO 18 U.S.C. § 1350 ADOPTED PURSUANT TO**

**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Pilgrim's Pride Corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 30, 2018 (the "Form 10-K") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 13, 2019

/s/ William W. Lovette

William W. Lovette

Chief Executive Officer

**EXHIBIT 32.2**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER**

**PURSUANT TO 18 U.S.C. § 1350 ADOPTED PURSUANT TO**

**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Pilgrim's Pride Corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 30, 2018 (the "Form 10-K") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 13, 2019

/s/ Fabio Sandri

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Fabio Sandri

Chief Financial Officer