

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A
(Amendment No. 2)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 27, 2006

PILGRIM'S PRIDE CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-9273
(Commission
File Number)

75-1285071
(IRS Employer
Identification No.)

4845 US Hwy. 271 N.
Pittsburg, Texas
(Address of Principal Executive Offices)

75686-0093
(ZIP Code)

Registrant's telephone number, including area code: (903) 434-1000

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Pilgrim's Pride Corporation, a Delaware Corporation (the "Company"), hereby amends Item 9.01 of its Current Report on Form 8-K (Date of Report: December 27, 2006), as previously amended by its Form 8-K/A (Amendment No. 1) filed January 11, 2007, to read in its entirety as follows:

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

(1) The audited consolidated balance sheets of Gold Kist Inc. and its subsidiaries as of October 1, 2005 and September 30, 2006 and the related consolidated statements of operations, patrons' and other equity/stockholders' equity and comprehensive income (loss) and cash flows for the fiscal year ended June 26, 2004, the transition quarter ended October 2, 2004 and the fiscal years ended October 1, 2005 and September 30, 2006 (previously filed as Exhibit 99.3 to the Company's Form 8-K/A (Amendment No. 1) filed January 11, 2007).

(b) Pro Forma Financial Information.

(1) Pro forma financial data of Pilgrim's Pride Corporation as of September 30, 2006 and for the fiscal year ended September 30, 2006 (filed herewith).

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Pro forma financial data of Pilgrim's Pride Corporation as of September 30, 2006 and for the fiscal year ended ended September 30, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PILGRIM'S PRIDE CORPORATION

Date: January 24, 2007

By: /s/ Richard A. Cogdill

Richard A. Cogdill

Executive Vice President, Chief Financial Officer, Secretary and
Treasurer

EXHIBIT INDEX

**Exhibit
Number**
99.1

Description

Pro forma financial data of Pilgrim's Pride Corporation as of September 30, 2006 and for the fiscal year ended ended September 30, 2006.

UNAUDITED PRO FORMA FINANCIAL DATA

The unaudited pro forma statement of operations sets forth certain income statement and other data of Pilgrim's Pride Corporation (the "Company" or "Pilgrim's Pride") on a pro forma basis giving effect to the acquisition of Gold Kist Inc. ("Gold Kist"), the refinancing of certain of the Company's notes payable in December 2006, the completion on January 24, 2007 of the offering of \$400 million aggregate principal amount of the Company's 7⁵/₈% Senior Notes due May 1, 2015 and \$250 million aggregate principal amount of the Company's 8³/₈% Senior Subordinated Notes due May 1, 2017, and the application of the net proceeds of such offering to repay the entire indebtedness outstanding under the Company's bridge loan facility and indebtedness outstanding under the Company's revolving/term loan facility (both incurred in connection with the Gold Kist Acquisition) and to repurchase certain of the Company's 9¹/₄% Senior Subordinated Notes due November 15, 2013, as if the transactions had occurred as of the beginning of the fiscal year ended September 30, 2006. The unaudited pro forma balance sheet data give effect to the Gold Kist acquisition, the refinancing of certain Pilgrim's Pride notes payable in December 2006, the completion of the offering of the 7⁵/₈% Senior Notes due 2015 and the 8³/₈% Senior Subordinated Notes due 2017 and the application of the net proceeds as described above as if they had occurred on September 30, 2006. The pro forma adjustments are based upon available information and certain assumptions that the Company believes are reasonable. The unaudited pro forma financial data are provided for information purposes only and are not necessarily indicative of the Company's future results or the operating results or financial condition that would have actually been obtained had such transactions been consummated as of the assumed dates. These unaudited pro forma financial data should be read in conjunction with the Company's consolidated financial statements and the related notes, "Management's Discussion and Analysis of Results of Operations and Financial Condition" and "Selected Financial Data" included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2006 filed by Pilgrim's Pride with the Securities and Exchange Commission on November 20, 2006 and Gold Kist's consolidated financial statements and the related notes included in the Company's current report on Form 8-K/A (Amendment No. 1) filed with the Securities and Exchange Commission on January 11, 2007.

Pilgrim's Pride Corporation
Unaudited Pro Forma Condensed Balance Sheet
September 30, 2006
(In thousands)

	<u>Pilgrim's Pride</u>	<u>Gold Kist</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma Combined</u>
Assets				
Current assets:				
Cash and cash equivalents	\$ 156,404	\$ 77,532	\$ (83,936)(B,C)	\$ 150,000
Investments in available for sale securities	21,246	—	—	21,246
Trade accounts and other receivables, less allowance for doubtful accounts	263,149	114,758	—	377,907
Inventories	585,940	225,831	—	811,771
Income taxes receivable	39,167	—	(18,244)(B)	20,923
Current deferred taxes	7,288	11,015	—	18,303
Other current assets	32,480	14,279	—	46,759
Total Current Assets	<u>1,105,674</u>	<u>443,415</u>	<u>(102,180)</u>	<u>1,446,909</u>
Investments	115,375	—	—	115,375
Deferred income taxes, net	—	17,682	(17,682)(B)	—
Other Assets	50,825	55,216	5,218(B,E)	111,259
Goodwill	—	19,922	510,674(B)	530,596
Property, plant and equipment	1,154,994	332,902	338,723(B)	1,826,619
Total Assets	<u>\$2,426,868</u>	<u>\$869,137</u>	<u>\$ 734,753</u>	<u>\$4,030,758</u>

See accompanying notes.

	<u>Pilgrim's Pride</u>	<u>Gold Kist</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma Combined</u>
Liabilities and Stockholders' Equity				
Current Liabilities:				
Accounts payable	\$ 293,685	\$ 69,927	\$ —	\$ 363,612
Accrued expenses	272,830	83,559	82,160(B)	438,549
Income taxes payable	—	18,244	(18,244)(B)	—
Current maturities of long term debt	10,322	2,221	(9,248)(C)	3,295
Total Current Liabilities	576,837	173,951	54,668	805,456
Long-Term Debt				
Secured revolving credit facility	74,682	—	—	74,682
Note payable to an insurance company maturing in 2012	50,115	—	(50,115)(C)	—
Notes payable to an insurance company maturing in 2013	41,333	—	(41,333)(C)	—
Revolving credit facility	—	—	676,500(C)	676,500
Term credit facility	—	—	100,000(C)	100,000
9 ⁵ / ₈ % Senior Notes due 2011	299,601	—	—	299,601
7 ⁵ / ₈ % Senior Notes due 2015	—	—	400,000(C)	400,000
8 ³ / ₈ % Senior Subordinated Notes due 2017	—	—	250,000(C)	250,000
9 ¹ / ₄ % Senior Subordinated Notes due 2013	82,640	—	(75,655)(C)	6,985
10 ¹ / ₄ % Senior Notes due 2014	—	128,505	(128,505)(C)	—
Other Debt	16,827	15,156	(13,595)(C)	18,388
Less current maturities	(10,322)	(2,221)	9,248(C)	(3,295)
Net long term debt	554,876	141,440	1,126,545	1,822,861
Deferred income taxes	175,869	—	78,628(B)	254,497
Other long term liabilities	—	82,288	(44,389)(B)	37,899
Minority Interest in Subsidiary	1,958	—	—	1,958
Stockholders' equity	1,117,328	471,458	(480,699)(B)	1,108,087
Total liabilities and stockholders' equity	<u>\$2,426,868</u>	<u>\$869,137</u>	<u>\$ 734,753</u>	<u>\$4,030,758</u>

Pilgrim's Pride Corporation
Unaudited Pro Forma Statement of Operations
For the Year Ended September 30, 2006
(In thousands)

	Pilgrim's Pride	Gold Kist	Pro Forma Adjustments	Pro Forma Combined
Statement of Operations:				
Net sales	\$ 5,235,565	\$ 2,127,374	\$ (10,860)(D)	\$ 7,352,079
Cost of sales	4,937,965	2,041,171	14,796(D)	6,993,932
Gross Profit	297,600	86,203	(25,656)	358,147
Selling, general and administrative expenses	294,598	107,526	(4,309)(D)	397,815
Other charges	—	6,152	(6,152)(H)	—
Operating income (loss)	3,002	(27,475)	(15,195)	(39,668)
Interest expense	50,601	15,347	79,563(F)	145,511
Interest income	(10,048)	(5,528)	—	(15,576)
Foreign exchange loss	144	—	—	144
Other (income) from joint venture, net	—	(2,461)	—	(2,461)
Other income, net	(1,378)	(2,464)	—	(3,842)
Loss before taxes	(36,317)	(32,369)	(94,758)	(163,444)
Income tax benefit	(2,085)	(14,624)	(34,113)(G)	(50,822)
Net loss	<u>\$ (34,232)</u>	<u>\$ (17,745)</u>	<u>\$ (60,645)</u>	<u>\$ (112,622)</u>
Net loss per common share (basic and diluted)	\$ (.51)	\$ (.35)		\$ (1.69)
Weighted average shares outstanding (basic and diluted)	66,555,733	50,100,000		66,555,733
Other Data:				
Depreciation and amortization	\$ 135,133	\$ 44,793	\$ 34,528	\$ 214,796
Capital expenditures	\$ 143,882	\$ 90,438	\$ —	\$ 234,320
Amortization of capitalized financing charges	\$ 2,606	\$ 943	\$ 997	\$ 4,546

See accompanying notes.

NOTES TO UNAUDITED PRO FORMA FINANCIAL DATA

- (A) Fiscal year 2006 for each of Gold Kist and Pilgrim's Pride ended on September 30, 2006.
- (B) The Gold Kist acquisition is accounted for as a purchase business combination. The acquisition was completed on January 9, 2007, and funded by drawings under the Company's revolving/term borrowing facility and borrowings under the Company's bridge loan agreement, which were refinanced with the net proceeds of the offering of the Company's 7^{5/8}% Senior Notes due 2015 and its 8^{3/8}% Senior Subordinated Notes due 2017. The Unaudited Pro Forma Financial Data do not include any adjustments related to restructuring costs or recurring benefits expected from synergies. The purchase price allocation is preliminary and further adjustments may be made based on the completion of final valuation and other studies. The Company's management has preliminarily valued the plant, property and equipment and other assets based on their experience with valuations for similar properties and assets in the past. Pilgrim's Pride will revise the purchase price allocation when final valuations are available. Pilgrim's Pride is in the process of completing a valuation of fixed assets and other intangibles and the Company will adjust the purchase price allocation accordingly. Pilgrim's Pride cannot currently estimate the ultimate adjustment to the final purchase price as a result of various purchase price adjustments.

Pilgrim's Pride expects to terminate the Gold Kist defined benefit pension plan, effective February 8, 2007, and has adjusted the pension liability to a preliminary estimate of the amount necessary to terminate the plan.

The Gold Kist acquisition was made pursuant to a cash tender offer at \$21.00 per share and a subsequent merger. Vesting of all outstanding restricted stock and other share-based awards was accelerated and the holders of such awards were paid the \$21.00 per share acquisition price or the difference between such price and the value of the relevant award (determined pursuant to the award agreement), as applicable. Pilgrim's Pride also made a cash offer and related consent solicitation for, and purchased the entire \$130 million outstanding principal amount of, Gold Kist's 10^{1/4}% Senior Notes due 2014 at a purchase price (including accrued interest to the payment date) of \$1,122.41 per \$1,000 principal amount of notes plus, in the case of holders of such notes who tendered their notes and related consents on or prior to the consent date specified in the offer to purchase, an additional consent payment of \$30.00 per \$1,000 principal amount of notes. In addition, Pilgrim's Pride intends to redeem Gold Kist's outstanding certificates of interest for \$22.6 million. Change in control payments of approximately \$19.5 million were incurred and Pilgrim's Pride expects to pay other transaction costs of approximately \$35.5 million.

The following preliminary purchase price and purchase price allocation is based on the consolidated balance sheet of Gold Kist as follows (in thousands, except share and per share amounts):

Purchase consideration:	
Purchase 51,024,977 shares at \$21.00 per share	\$1,071,525
Purchase of 10 ^{1/4} % Senior Notes	153,766
Retirement of certificates of interest	22,595
Retirement of various share-based compensation awards	13,714
Various costs and fees	54,966
Total purchase price	<u>\$1,316,566</u>
Purchase price allocation:	
Current assets	\$ 425,171
Property, plant and equipment	671,625
Goodwill	530,596
Other assets	50,997
Total assets acquired	<u>1,678,389</u>
Current liabilities	238,538
Long-term debt, less current maturities	1,561
Deferred income taxes	83,825
Other long-term liabilities	37,899
Total liabilities assumed	<u>361,823</u>
Total purchase price	<u>\$1,316,566</u>

The purchase price allocation includes reclassifications to conform Gold Kist's financial statement presentation to the Company's presentation and to adjust the basis in the acquired assets and liabilities based on the purchase price.

Goodwill represents the purchase price in excess of the value assigned to identifiable tangible and intangible assets. The value assigned to goodwill is supported by expected benefits gained by consolidating the two companies.

- (C) Represents adjustments to long-term debt and interest expense to consider the following attributes of the Gold Kist acquisition and the related offering and financings:
- i. Tender offer and purchase of Gold Kist's 10 1/4% Senior Notes due 2014 at \$1,122.41 per \$1,000 principal amount of notes plus \$30.00 per \$1,000 principal amount of notes paid for tenders on or prior to the consent date for a total premium of \$19.8 million and the prompt retirement of Gold Kist's outstanding certificates of interest;
 - ii. Increase in long-term debt resulting from the issuance of the 7 5/8% Senior Notes due 2015 and the 8 3/8% Subordinated Notes due 2017;
 - iii. Increase in long-term debt resulting from \$676.5 million of borrowings under the revolver portion of the Company's revolving/term credit facility. Excess cash of \$83.9 million was used to reduce the amount borrowed under the revolver portion of the revolving/term credit facility;
 - iv. Increase in long-term debt resulting from \$100.0 million of borrowings under the Company's term credit facility; and
 - v. Reduction in long-term debt for the extinguishment of two classes of Pilgrim's Pride notes payable to insurance companies in December 2006 and \$75.7 million of Pilgrim's Pride 9 1/4% Senior Subordinated Notes due 2013 for \$83.0 million, plus accrued interest of approximately \$2.6 million, from proceeds of the issuance of the 7 5/8% Senior Notes due 2015 and the 8 3/8% Senior Subordinated Notes due 2017. Deferred financing costs of approximately \$7.1 million and a premium of \$7.4 million will be expensed as a result of the refinancing.
- (D) Represents the adjustments to give effect to the following:
- i. Elimination of intercompany sales and related cost of sales between Pilgrim's Pride and Gold Kist.
 - ii. Additional depreciation expense based on the fair value preliminarily assigned to property, plant and equipment assuming a useful life of 10 years.
 - iii. Additional compensation costs related to the reversal of the Gold Kist pension plan expense and replacement with the expense of the Pilgrim's Pride 401K plan reflecting management's termination of the Gold Kist pension plan, effective February 8, 2007.
 - iv. Reclassification of certain selling, general and administrative costs to cost of sales to conform Gold Kist's financial statement presentation to the Company's presentation.
- (E) As a result of these financing transactions, Pilgrim's Pride expects to incur deferred financing costs of \$16.5 million, which have been capitalized in other assets, related to the refinancing of the long-term debt.
- (F) Represents revised interest costs as a result of the acquisition and refinancing as described in C and E above. Interest also includes the 1.0% guarantee fee required to be paid to the Company's major stockholder for his guarantees on 50% of the secured debt described in (c) iii. and iv. above.
- (G) Represents the adjustment to estimated income tax expense as a result of the Gold Kist acquisition and the pro forma adjustments.
- (H) Reversal of transaction costs incurred by Gold Kist as of September 30, 2006, related to the acquisition.