CONAGRA FOODS INC /DE/
Form 424B5
January 08, 2013
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Title of Each Class of Securities To Be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Common Stock, par value $5.00 per share	9,243,698(2)	$29.75	$275,000,015.50	$37,511.00

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.
(2) Includes additional shares of common stock that may be purchased by the underwriter.

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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-177140

PROSPECTUS SUPPLEMENT

8,067,227 Shares

Common Stock

We are offering 8,067,227 shares of our common stock, par value $5.00 per share.

Our common stock is listed on the New York Stock Exchange under the symbol CAG. The last reported sale price of our common stock on the New York Stock Exchange on January 7, 2013 was $30.17 per share.

We intend to use the net proceeds from this offering to fund, in part, our pending acquisition of Ralcorp Holdings, Inc., or Ralcorp. We refer to our pending acquisition of Ralcorp as the Acquisition. If the Acquisition is not consummated for any reason, we intend to use the net proceeds from this offering for general corporate purposes.

Investing in our common stock involves risks that are described or referred to in the Risk Factors section beginning on page S-9 of this prospectus supplement.

	Per Share	Total
Public offering price	$29.750	$240,000,003
Underwriting discount	$.595	$4,800,000
Proceeds, before expenses, to us	$29.155	$235,200,003

The underwriter may also exercise its option to purchase up to an additional 1,176,471 shares of our common stock from us, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect to deliver the shares of common stock to purchasers on or about January 11, 2013.

BofA Merrill Lynch

The date of this prospectus supplement is January 7, 2013

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Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS SUPPLEMENT

We provide information to you about this offering in two separate documents. The accompanying prospectus provides general information about us and the securities we may offer from time to time, some of which may not apply to this offering. This prospectus supplement describes the specific details regarding this offering and the securities offered hereby. Additional information is incorporated by reference in this prospectus supplement. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus or in any free writing prospectus that we may provide to you. We have not, and the underwriter has not, authorized anyone to provide you with different information. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or any document incorporated by reference is accurate as of any date other than the date mentioned on the cover page of these documents. We are not, and the underwriter is not, making offers to sell the securities in any jurisdiction in which an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make an offer or solicitation.

References in this prospectus supplement to the terms we, us, ConAgra Foods, the Company or other similar terms mean ConAgra Foods, Inc. and its consolidated subsidiaries, unless we state otherwise or the context indicates otherwise.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational reporting requirements of the Securities Exchange Act of 1934, which we refer to as the Exchange Act. We file reports, proxy statements and other information with the U.S. Securities and Exchange Commission, which we refer to as the SEC. Our SEC filings are available over the Internet at the SEC s web site at http://www.sec.gov. You may read and copy any reports, statements and other information filed by us at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information about the Public Reference Room. You may also inspect our SEC reports and other information at our web site at http://www.conagrafoods.com. We do not intend for information contained in our web site to be part of this prospectus supplement or the accompanying prospectus, other than documents that we file with the SEC that are incorporated by reference in this prospectus supplement or the accompanying prospectus.

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INFORMATION WE INCORPORATE BY REFERENCE

The SEC allows us to incorporate by reference the information we file with them, which means:

- incorporated documents are considered part of this prospectus supplement and the accompanying prospectus;
- we can disclose important information to you by referring you to those documents; and
- information that we file with the SEC after the date of this prospectus supplement will automatically update and supersede the information contained in this prospectus supplement and the accompanying prospectus and incorporated filings.

We incorporate by reference the documents listed below that we filed with the SEC under the Exchange Act:

- our Annual Report on Form 10-K for the fiscal year ended May 27, 2012;
- our Quarterly Reports on Form 10-Q for the quarterly periods ended August 26, 2012 and November 25, 2012; and
- our Current Reports on Form 8-K filed on July 20, 2012, September 11, 2012, September 13, 2012, September 26, 2012, November 28, 2012, December 14, 2012, December 27, 2012, December 31, 2012 and January 3, 2013 (which includes certain historical financial information of Ralcorp).

We also incorporate by reference each of the documents that we file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus supplement and prior to the termination of the offering under this prospectus supplement. We will not, however, incorporate by reference in this prospectus supplement or the accompanying prospectus any documents or portions thereof that are not deemed filed with the SEC, including any information furnished pursuant to Item 2.02 or Item 7.01 of our Current Reports on Form 8-K after the date of this prospectus supplement unless, and except to the extent, specified in such Current Reports.

We will provide you with a copy of any of these filings (other than an exhibit to these filings, unless the exhibit is specifically incorporated by reference into the filing requested) at no cost, if you submit a request to us by writing or telephoning us at the following address or telephone number:

ConAgra Foods, Inc.

One ConAgra Drive

Omaha, Nebraska 68102

Attention: Corporate Secretary

Telephone: (402) 240-4000

NOTICE TO EUROPEAN ECONOMIC AREA INVESTORS

This prospectus supplement and the accompanying prospectus are not prospectuses for the purposes of the Prospectus Directive (as defined herein) as implemented in member states of the European Economic Area. This prospectus supplement and the accompanying prospectus have each been prepared on the basis that all offers of the securities will be made pursuant to an exemption under the Prospectus Directive from the requirement to produce a prospectus in connection with offers of the securities. Accordingly, any person making or intending to make any offer within the European Economic Area of the securities which are the subject of the offering contemplated in this prospectus supplement and the accompanying prospectus should only do so in circumstances in which no obligation arises for us or the underwriter to produce a prospectus for such offers. Neither we nor the underwriter have authorized, nor do we or they authorize, the making of any offer of the securities through any financial intermediary, other than offers made by the underwriter which constitute the final placement of the securities contemplated in this prospectus supplement and the accompanying prospectus.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, including the documents incorporated by reference, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, which we refer to as the Securities Act, and Section 21E of the Exchange Act. These forward-looking statements are based on our current expectations and are subject to uncertainty and changes in circumstances. These forward-looking statements include, among others, statements regarding expected synergies and benefits of the Acquisition, expectations about future business plans, prospective performance and opportunities, regulatory approvals and the expected timing of the completion of the Acquisition. These forward-looking statements may be identified by the use of words such as expect, anticipate, believe, estimate, potential, should or simila words. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in or by such forward-looking statements. In addition to the risk factors described in this prospectus supplement under Risk Factors as well as in documents incorporated by reference into this prospectus supplement and the accompanying prospectus, important factors that could cause our actual results to differ materially from those in forward-looking statements include, among others:

- the timing to consummate the Acquisition;
- the ability and timing to obtain required regulatory approvals and satisfy other closing conditions in connection with the Acquisition, including the approval of Ralcorp s shareholders;
- our ability to realize the synergies contemplated by the Acquisition;
- our ability to promptly and effectively integrate the business of Ralcorp;
- the availability and prices of raw materials, including any negative effects caused by inflation or adverse weather conditions;
- the effectiveness of our product pricing, including any pricing actions and promotional changes;
- future economic circumstances;
- industry conditions;
- our ability to execute our operating and restructuring plans;
- the success of our innovation, marketing, including increased marketing investments, and cost-saving initiatives;
- the competitive environment and related market conditions;
- our operating efficiencies;

the ultimate impact of any product recalls;

access to capital;

our success in efficiently and effectively integrating our acquisitions;

actions of governments and regulatory factors affecting our businesses, including the Patient Protection and Affordable Care Act;

the amount and timing of repurchases of our common stock, if any; and

other risks and uncertainties discussed in our reports filed with the SEC.

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In addition, if the Acquisition is consummated, the following factors may cause our actual results to differ materially from those in forward-looking statements:

- the existence of certain anti-dumping measures imposed against certain foreign imports of dry pasta;
- the ability of Post Holdings, Inc., which we refer to as Post, to satisfy certain indemnification obligations to Ralcorp;
- potential tax liabilities arising from the separation of the Post brand cereals business from Ralcorp in 2012;
- any impairment in the carrying value of goodwill or other intangibles; and
- the termination or expiration of Ralcorp s current co-manufacturing arrangements.

The forward-looking statements in this prospectus supplement and in the documents incorporated by reference speak only as of the date of the document in which the forward-looking statement is made, and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by applicable law.

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SUMMARY

The following summary information is qualified in its entirety by the information contained elsewhere in this prospectus supplement and the accompanying prospectus, including the documents we have incorporated by reference. Because this is a summary, it does not contain all the information that may be important to you. We urge you to read this entire prospectus supplement and the accompanying prospectus, including the consolidated financial statements of ConAgra Foods and Ralcorp, and the related notes, as well as the other documents, incorporated by reference, carefully, including the Risk Factors section.

ConAgra Foods

We are one of North America s leading food companies, with consumer brands in 97% of America s households and sold in grocery, convenience, mass merchandise, and club stores. We also have a strong business-to-business presence, supplying frozen potato and sweet potato products, as well as other vegetable, spice and grain products to a variety of well-known restaurants, foodservice operators and commercial customers.

Our Consumer Foods reporting segment includes branded, private label and customized food products, which are sold in various retail and foodservice channels, principally in North America. The products include a variety of categories (meals, entrées, condiments, sides, snacks and desserts) across frozen, refrigerated, and shelf-stable temperature classes.

Major brands include: *Alexia*®, *ACT II*®, *Banquet*®, *Blue Bonnet*®, *Chef Boyardee*®, *DAVID*®, *Egg Beaters*®, *Healthy Choice*®, *Hebrew National*®, *Hunt s*®, *Marie Callender s*®, *Odom s Tennessee Pride* ®, *Orville Redenbacher s*®, *PAM*®, *Peter Pan*®, *Reddi-wip*®, *Slim Jim*®, *Snack Pack*®, *Swiss Miss*®, *Van Camp s*® and *Wesson*®.

Our Commercial Foods reporting segment includes commercially branded foods and ingredients, which are sold principally to foodservice, food manufacturing and industrial customers. The segment s primary products include: specialty potato products, milled grain ingredients, a variety of vegetable products, seasonings, blends and flavors which are sold under brands such as *ConAgra Mills*®, *Lamb Weston*® and *Spicetec Flavors & Seasonings*®.

The Acquisition

On November 26, 2012, ConAgra Foods, Phoenix Acquisition Sub Inc., a wholly owned subsidiary of ConAgra Foods, and Ralcorp entered into a merger agreement, which we refer to as the Merger Agreement, pursuant to which ConAgra Foods agreed to acquire Ralcorp. Under the terms of the Merger Agreement, Ralcorp shareholders will receive $90.00 per share in cash for each outstanding share of common stock held. The transaction is valued at approximately $6.8 billion, including the assumption of debt. The parties obligations to complete the Acquisition are conditioned upon (i) the receipt of regulatory approvals in the United States and Canada, (ii) approval of the Merger Agreement by the holders of two-thirds of the outstanding shares of Ralcorp common stock and (iii) certain other customary closing conditions. Consummation of the Acquisition is not subject to a financing condition. On December 28, 2012, Ralcorp began mailing its definitive proxy statement to its shareholders in connection with the special meeting of shareholders called to vote on the approval of the Acquisition, which is scheduled to be held on January 29, 2013.

Ralcorp is primarily engaged in manufacturing, distributing and marketing private-label and other regional and value-brand food products in the grocery, mass merchandise, drugstore and foodservice channels.

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Ralcorp s products include: ready-to-eat and hot cereals; nutritional and cereal bars; snack mixes, corn-based chips and extruded corn snack products; crackers and cookies; snack nuts; chocolate candy; salad dressings; mayonnaise; peanut butter; jams and jellies; syrups; sauces; frozen griddle products, including pancakes, waffles and French toast; frozen biscuits and other frozen pre-baked products such as breads and rolls; frozen and refrigerated doughs; and dry pasta. Over 90% of Ralcorp s products are sold to customers within the United States.

The Acquisition is expected to create one of the largest packaged food companies in North America, with sales of approximately $18 billion annually and more than 36,000 employees. We believe the Acquisition will also position ConAgra Foods as the largest private label packaged food business in North America, with combined private label sales of approximately $4.5 billion.

We intend to finance the Acquisition, including the payment of related fees and expenses, as well as the repayment of up to approximately $1,135.9 million aggregate principal amount of Ralcorp s debt securities and any amounts outstanding under Ralcorp s revolving credit facility, with cash on hand, borrowings under our existing credit facility, new long-term debt and the net proceeds from this offering. We have entered into a new $4.5 billion senior unsecured bridge facility and a new $1.5 billion senior unsecured term facility, in each case with Bank of America, N.A., JPMorgan Chase Bank, N.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and the other financial institutions party thereto. We intend to issue new debt securities (see Notes Offering) at or prior to the closing of the Acquisition in lieu of borrowing under the bridge facility. See Description of Indebtedness for a discussion of the bridge facility, the term loan and our plans with respect to the repayment of certain of Ralcorp s debt.

Notes Offering

We intend to offer, by means of a separate prospectus supplement, approximately $3,975.0 million aggregate principal amount of new debt securities, which we refer to collectively as our New Notes. The New Notes will be our senior unsecured obligations, will rank equally in right of payment with all of our other senior unsecured debt and will be structurally subordinated to the secured and unsecured debt of our subsidiaries, including any debt of Ralcorp that remains outstanding after the consummation of the Acquisition. We intend to issue the New Notes in lieu of borrowing under the bridge facility. The New Notes will be subject to a special mandatory redemption in the event that the Acquisition is not consummated on or prior to August 26, 2013, or if prior to August 26, 2013, the Merger Agreement is terminated other than in connection with the consummation of the Acquisition and is not amended or replaced. In such an event, the New Notes will be required to be redeemed by us at a price equal to 101% of the principal amount thereof plus accrued and unpaid interest.

Ralcorp Financing Transactions

Exchange Offers for Certain Ralcorp Debt Securities

On December 28, 2012, we commenced exchange offers, which we refer to as the Exchange Offers, for any and all of Ralcorp s outstanding $750.0 million aggregate principal amount of 4.950% Notes due 2020 and 6.625% Notes due 2039. We collectively refer to these series of notes as the Ralcorp Notes. In conjunction with the Exchange Offers, we commenced consent solicitations to amend the indentures governing the Ralcorp Notes to, among other things, eliminate substantially all of the restrictive covenants. The Exchange Offers and related consent solicitations are scheduled to expire at 5:00 p.m., New York City time, on January 29, 2013, unless extended or earlier terminated. Holders of the Ralcorp Notes that validly tender and do not withdraw their Ralcorp Notes and validly deliver and do not revoke their consents prior to 5:00 p.m., New York City time, on January 14, 2013 are entitled to receive a consent premium. The consummation of the Exchange Offers is conditioned upon, among other things, the consummation of the Acquisition. The Exchange Offers are not conditioned on any minimum amount of Ralcorp Notes being tendered pursuant to the Exchange Offers.

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Tender Offers for Certain Ralcorp Debt Securities

On December 28, 2012, we commenced tender offers, which we refer to as the Tender Offers, to purchase any and all of Ralcorp s $664.5 million aggregate principal amount of outstanding 7.29% Notes due 2018, Floating Rate Notes due 2018 and 7.39% Notes due 2020. We collectively refer to these series of notes as the Ralcorp Private Indenture Notes. In conjunction with the Tender Offers, we commenced consent solicitations to amend the indenture governing the Ralcorp Private Indenture Notes to, among other things, eliminate substantially all of the restrictive covenants. The Tender Offers and consent solicitations are scheduled to expire at 5:00 p.m., New York City time, on January 29, 2013, unless extended or earlier terminated. Holders of the Ralcorp Private Indenture Notes that validly tender and do not withdraw their Ralcorp Private Indenture Notes and validly deliver and do not revoke their consents prior to 5:00 p.m., New York City time, on January 14, 2013 are entitled to receive a consent premium. The consummation of the Tender Offers is conditioned upon, among other things, the consummation of the Acquisition.

The Tender Offers are not conditioned on any minimum amount of Ralcorp Private Indenture Notes being repurchased pursuant to the Tender Offers. Following the consummation of the Tender Offers, the related consent solicitations and the Acquisition, we intend to cause Ralcorp to satisfy and discharge the indenture under which the Ralcorp Private Indenture Notes were issued, which we refer to as the Ralcorp Private Indenture with respect to all of the Ralcorp Private Indenture Notes that remain outstanding after the consummation of the Tender Offers. Upon satisfaction and discharge, although the Ralcorp Private Indenture Notes will technically remain outstanding until their redemption in August 2013, the Ralcorp Private Indenture will cease to be of further effect with respect to the Ralcorp Private Indenture Notes (except certain administrative provisions).

Repayment of Ralcorp Private Notes

As of September 30, 2012, Ralcorp had issued and outstanding 5.43% Senior Notes, Series C, due 2013, 4.76% Senior Notes, Series D, due 2013, 5.57% Senior Notes, Series E, due 2015, 5.43% Senior Notes, Series F, due 2012, 5.56% Senior Notes, Series I-A, due 2019, 5.58% Senior Notes, Series I-B, due 2019, 5.93% Senior Notes, Series J, due 2022, 7.45% Senior Notes, Series 2009A, due 2019, and 7.6% Senior Notes, Series 2009B, due 2021. We collectively refer to these series of notes as the Ralcorp Private Notes. The Ralcorp Private Notes may be optionally prepaid upon no less than 30 and no more than 60 days notice at a price equal to 100% of the aggregate principal amount of such Ralcorp Private Notes plus a make-whole amount. The aggregate principal amount of Ralcorp Private Notes outstanding as of September 30, 2012 was $546.4 million, which includes $75.0 million aggregate principal amount of Ralcorp s 5.43% Senior Notes, Series F, due 2012 that were subsequently repaid by Ralcorp in December 2012. We intend to provide all of the holders of the outstanding Ralcorp Private Notes notice of prepayment contemporaneously with or immediately following the consummation of the Acquisition and prepay all of the outstanding Ralcorp Private Notes.

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Corporate Information

We were initially incorporated as a Nebraska corporation in 1919 and were reincorporated as a Delaware corporation in December 1975. Our principal executive offices are located at One ConAgra Drive, Omaha, NE 68102-5001 and our main telephone number is (402) 240-4000. Our website is www.conagrafoods.com. Information contained on or accessible through our website is not a part of this prospectus supplement or the accompanying prospectus, other than documents that we file with the SEC and incorporate by reference into this prospectus supplement and the accompanying prospectus. For additional information concerning ConAgra Foods, please see our most recent Annual Report on Form 10-K and our other filings with the SEC, which are incorporated by reference into this document. See Where You Can Find More Information.

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ConAgra Foods Summary Consolidated Financial Data

The following table sets forth summary consolidated financial data for each of the fiscal years ended May 2010 through 2012 as well as for each of the twenty-six week periods ended November 25, 2012 and November 27, 2011. Our fiscal year ends on the last Sunday in May. The summary consolidated financial data as of May 2011 and 2012 and for each of the fiscal years ended May 2010, 2011 and 2012 have been derived from our audited consolidated financial statements and should be read together with those audited consolidated financial statements and related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for our fiscal year ended May 27, 2012, which is incorporated by reference in this prospectus supplement and the accompanying prospectus. The summary consolidated financial data as of and for the twenty-six week periods ended November 25, 2012 and November 27, 2011, respectively, are derived from our unaudited financial statements and should be read together with those unaudited consolidated financial statements and related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations contained in our Quarterly Report on Form 10-Q for the thirteen week period ended November 25, 2012, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. In the opinion of our management, our unaudited consolidated financial statements were prepared on the same basis as our audited consolidated financial statements and include all adjustments, consisting of only normal recurring adjustments, necessary for a fair statement of this information. Results of operations for the twenty-six week period ended November 25, 2012 are not necessarily indicative of results of operations that may be expected for the full fiscal year.

	For the Twenty-Six Weeks Ended		For the Fiscal Year Ended		
	November 25, 2012	November 27, 2011	May 27, 2012	May 29, 2011	May 30, 2010
	(dollars in millions, except per share amounts)				
Income Statement Data					
Net sales [1]	$ 7,047.4	$ 6,537.0	$ 13,262.6	$ 12,303.1	$ 12,014.9
Income from continuing operations [1][2]	468.7	277.1	474.3	830.9	630.3
Net income attributable to ConAgra Foods, Inc. [2]	461.7	274.0	467.9	817.6	613.5
Basic earnings per share:					
Income from continuing operations attributable to ConAgra Foods, Inc. common stockholders [1][2]	1.13	.66	1.13	1.92	1.43
Net income attributable to ConAgra Foods, Inc. common stockholders [2]	1.13	.66	1.13	1.90	1.38
Diluted earnings per share:					
Income from continuing operations attributable to ConAgra Foods, Inc. common stockholders [1][2]	1.12	.65	1.12	1.90	1.41
Net income attributable to ConAgra Foods, Inc. common stockholders [2]	1.12	.65	1.12	1.88	1.37
Balance Sheet Data (as of period end)					
Total assets	$ 12,524.5	$ 11,478.4	$ 11,441.9	$ 11,408.7	$ 11,738.0
Senior long-term debt (noncurrent)	3,413.4	2,650.0	2,662.7	2,674.4	3,030.5
Subordinated long-term debt (noncurrent)	195.9	195.9	195.9	195.9	195.9

(1) Amounts exclude the impact of discontinued operations of the packaged meats and cheese operations, the trading and merchandising operations, the Fernando s® operations, the Gilroy Foods & Flavors® operations, and the frozen handhelds operations.

(2) Previously reported amounts have been revised to reflect the impact of a change in accounting method for pension benefits, as discussed in Note 1 Summary of Significant Accounting Policies to the consolidated financial statements included in our Annual Report on Form 10-K for our fiscal year ended May 27, 2012, which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

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Ralcorp Summary Consolidated Financial Data

The following table sets forth summary audited consolidated financial data for each of the fiscal years ended September 30, 2010 through 2012. The summary audited consolidated financial data as of September 30, 2011 and 2012 and for each of the fiscal years ended September 30, 2010, 2011 and 2012 have been derived from Ralcorp s audited consolidated financial statements and should be read together with Ralcorp s audited consolidated financial statements and related notes contained in our Current Report on Form 8-K filed on January 3, 2013, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

	For the Fiscal Year Ended September 30, 2012	2011	2010
	(dollars in millions, except per share amounts)		
Statement of Operations Data [a][b]			
Net sales	$ 4,322.2	$ 3,787.2	$ 3,061.0
Net earnings from continuing operations [c][d][e]	57.6	126.3	75.6
Net earnings (loss) [c][d][e]	73.4	(241.2)	208.8
Basic earnings (loss) per share:			
Earnings from continuing operations	$ 1.04	$ 2.30	$ 1.37
Earnings (loss) from discontinued operations	.29	(6.69)	2.42
Net earnings (loss)	$ 1.33	$ (4.39)	$ 3.79
Diluted earnings (loss) per share:			
Earnings from continuing operations	$ 1.03	$ 2.26	$ 1.35
Earnings (loss) from discontinued operations	.28	(6.58)	2.39
Net earnings (loss)	$ 1.31	$ (4.32)	$ 3.74
Balance Sheet Data (as of period end) [a][b]			
Total assets	$ 4,538.8	$ 6,279.2	$ 6,804.9
Long-term debt	1,894.1	2,172.5	2,464.9
Other long-term liabilities	403.8	410.1	359.7

(a) Results of Post are included as discontinued operations in this table.

(b) In 2012, Ralcorp acquired Refrigerated Dough, Annoni, Petri Baking Products and Gelit. In 2010, Ralcorp acquired J.T. Bakeries, North American Baking, Sepp s Gourmet Foods and American Italian Pasta Company. In 2009, Ralcorp acquired Harvest Manor Farms, Inc. For more information about the 2012 and 2010 acquisitions, see Note 4 to Ralcorp s audited consolidated financial statements included in our Current Report on Form 8-K filed on January 3, 2013, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

(c) For information about the impairment of intangible assets see Note 1, Note 3 and Note 5 to Ralcorp s audited consolidated financial statements included in our Current Report on Form 8-K filed on January 3, 2013, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

(d) In 2012, Ralcorp incurred $23.6 million of costs related to plants closures, $11.1 million related to restructuring charges, $6.2 million related to the settlement of legal claims and $4.6 million of merger and integration costs. In 2011, Ralcorp incurred $4.1 million of costs related to plant closures, accrued $2.5 million related to the settlement of legal claims and incurred merger and integration costs of $2.5 million. In 2010, Ralcorp incurred professional services fees and severance costs related to 2010 acquisitions of $21.5 million. In addition, Ralcorp accrued $7.5 million related to the potential settlement of legal claims. For more information on acquisition-related costs and provision for legal settlement, see Note 4 and Note 15 to Ralcorp s audited consolidated financial statements included in our Current Report on Form 8-K filed on January 3, 2013, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

(e) In 2012, Ralcorp sold its remaining 19.7% ownership stake in Post, resulting in a net loss of $48.9 million. There was no tax impact of the loss.

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Summary Unaudited Pro Forma Condensed Consolidated Financial Data

The following table presents our summary unaudited pro forma condensed consolidated financial data, giving effect to the Acquisition and related financings. The unaudited pro forma condensed consolidated financial data were derived from the unaudited pro forma condensed consolidated financial information included elsewhere in this prospectus supplement. The summary unaudited pro forma condensed consolidated financial data is not necessarily indicative of operating results that would have been achieved had the Acquisition been completed as of May 30, 2011 and does not intend to project our future financial results after the Acquisition. The summary unaudited pro forma financial data should be read in conjunction with ConAgra s and Ralcorp s historical financial statements incorporated by reference into this prospectus supplement and the accompanying prospectus and the Unaudited Pro Forma Condensed Consolidated Financial Information and the notes thereto included elsewhere in this prospectus supplement.

Statement of Operations Data (In millions, except per share data)	**Pro Forma (unaudited) Twenty-Six Weeks ended November 25, 2012**	**Pro Forma (unaudited) Year Ended May 27, 2012**
Net sales	$ 9,136	$ 17,407
Cost of goods sold	7,049	13,864
Selling, general and administrative expense	1,213	2,419
Interest expense, net	198	407
Income from continuing operations before income taxes and equity method investment earnings	676	717
Income tax expense	236	220
Equity method of investment earnings	20	45
Net income	460	542
Net income attributable to noncontrolling interests	7	6
Net income attributable to ConAgra Foods, Inc.	453	536
Per share amounts		
Basic	1.09	1.27
Diluted	1.07	1.25
Average shares outstanding		
Basic	416	422
Diluted	421	428

Balance Sheet Data (as of period end)

(In millions)	**Pro Forma November 25, 2012 (unaudited)**
Cash and cash equivalents	$ 220
Total current assets	4,685
Total assets	20,790
Total current liabilities	3,359
Total long-term debt (noncurrent)	9,872
Total stockholders equity	4,900

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The Offering

Issuer	ConAgra Foods, Inc., a Delaware corporation.
Shares of common stock offered by us	8,067,227 shares of common stock.
Option to purchase additional shares	1,176,471 shares of common stock.
Shares of common stock to be outstanding immediately after this offering	413,855,840 shares of common stock.[1]
Use of proceeds	We expect to receive net proceeds, after deducting the underwriting discount and estimated offering expenses, of approximately $234.7 million from this offering. We intend to use the net proceeds from this offering to fund, in part, the Acquisition. If the Acquisition is not consummated for any reason, we intend to use the net proceeds from this offering for general corporate purposes.
Risk factors	See Risk Factors and other information in this prospectus supplement and the accompanying prospectus for a discussion of factors that should be carefully considered before investing in our common stock.
Exchange listing	Our common stock is listed on the New York Stock Exchange under the symbol CAG.

(1) Based on 405,788,613 shares of common stock outstanding as of January 3, 2013 and assumes no exercise of the underwriter s over-allotment option. Excludes any shares of common stock issuable under our equity compensation plans.

RISK FACTORS

An investment in our common stock involves risk. Prior to making a decision about investing in our common stock, and in consultation with your own financial and legal advisors, you should carefully consider the following risk factors regarding our common stock and this offering, as well as the risk factors incorporated by reference in this prospectus supplement from our Annual Report on Form 10-K for the year ended May 27, 2012 under the heading Risk Factors, and other filings we may make from time to time with the SEC. You should also refer to the other information in this prospectus supplement and the accompanying prospectus, including our financial statements and the related notes incorporated by reference into this prospectus supplement and the accompanying prospectus. Additional risks and uncertainties that are not yet identified may also materially harm our business, operating results and financial condition and could result in a complete loss of your investment.

Risks Relating to the Acquisition

We may not realize the growth opportunities and cost synergies that are anticipated from the Acquisition.

The benefits that are expected to result from the Acquisition will depend, in part, on our ability to realize the anticipated growth opportunities and cost synergies as a result of the Acquisition. Our success in realizing these growth opportunities and cost synergies, and the timing of this realization, depends on the successful integration of Ralcorp. Even if we are able to integrate Ralcorp successfully, this integration may not result in the realization of the full benefits of the growth opportunities and cost synergies that we currently expect, nor can we give assurances that these benefits will be achieved within anticipated time frames or at all. For example, we may not be able to eliminate duplicative costs. Moreover, we may incur substantial expenses in connection with the integration of Ralcorp. While it is anticipated that certain expenses will be incurred to achieve cost synergies, such expenses are difficult to estimate accurately, and may exceed current estimates. Accordingly, the benefits from the Acquisition may be offset by costs incurred or delays in integrating the businesses.

The integration of Ralcorp following the Acquisition may present significant challenges.

There is a significant degree of difficulty and management distraction inherent in the process of integrating an acquisition as sizable as Ralcorp. These difficulties include:

- the challenge of integrating Ralcorp while carrying on ongoing operations;
- the necessity of coordinating geographically dispersed organizations;
- the challenge of integrating the business culture of Ralcorp, which may prove to be incompatible;
- the challenge and cost of integrating the information technology systems of Ralcorp; and
- the potential difficulty in retaining key officers and personnel of Ralcorp.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of Ralcorp and ConAgra Foods. Members of our senior management may be required to devote considerable amounts of time to this integration process, which will decrease the time they will have to manage our company, service existing customers, attract new customers and develop new products or strategies. If senior management is not able to effectively manage the integration process, or if any significant business activities are interrupted as a result of the integration process, our business could suffer. There can be no assurance that we will successfully or cost-effectively integrate Ralcorp. The failure to do so could have a material adverse effect on our business, financial condition and results of operations.

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Ralcorp will be subject to business uncertainties and contractual restrictions while the Acquisition is pending.

Uncertainty about the effect of the Acquisition on employees, customers, suppliers and other constituencies may have an adverse effect on Ralcorp. These uncertainties may impair Ralcorp s ability to retain and motivate key personnel and could cause entities dealing with Ralcorp to defer entering into contracts or business relationships with Ralcorp or making other decisions concerning Ralcorp or seek to change existing business relationships with Ralcorp. In addition, if key employees depart because of uncertainty about their future roles, Ralcorp s and our business could be harmed.

Risks Relating to Our Business Following the Consummation of the Acquisition

Our existing and future debt may limit cash flow available to invest in the ongoing needs of our business and could prevent us from fulfilling our obligations under our outstanding debt securities, as well as the New Notes.

We have substantial existing debt, and we expect our debt to increase significantly as a result of our financing of the Acquisition. As of November 25, 2012, after giving effect to the Acquisition, including the anticipated repayment of $1,135.9 million aggregate principal amount of Ralcorp s existing debt securities and any amounts outstanding under its revolving credit facility, we would have had total debt of approximately $10.5 billion. We also have the ability under our existing revolving credit facility to incur substantial additional debt. Our level of debt could have important consequences. For example, it could:

- make it more difficult for us to make payments on our debt;
- require us to dedicate a substantial portion of our cash flow from operations to the payment of debt service, reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, dividend increases, stock buybacks and other general corporate purposes;
- increase our vulnerability to adverse economic or industry conditions;
- limit our ability to obtain additional financing in the future to enable us to react to changes in our business; or
- place us at a competitive disadvantage compared to businesses in our industry that have less debt.

Additionally, any failure to meet required payments on our debt, or failure to comply with any covenants in the instruments governing our debt, could result in an event of default under the terms of those instruments. In the event of such default, the holders of such debt could elect to declare all the amounts outstanding under such instruments to be due and payable.

Significant private-label competitive activity can lead to price declines.

Some private-label customer buying decisions are based on a periodic bidding process in which the successful bidder is assured the selling of its selected product to the retail customer until the next bidding process. Following the consummation of the Acquisition, Ralcorp s sales volume may decrease significantly if our offer is too high and we lose the ability to sell private-label products through these channels, even temporarily. Alternatively, we risk reducing margins if our offer is successful but below our desired price points. Either of these outcomes may adversely affect our results of operations.

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If existing anti-dumping measures imposed against certain foreign imports of dry pasta terminate, we will face increased competition from foreign companies and the profit margins or market share of our pasta products could be adversely affected.

Anti-dumping and countervailing duties on certain Italian and Turkish imports imposed by the United States Department of Commerce in 1996 enable Ralcorp and its domestic competitors to compete more favorably against Italian and Turkish producers in the U.S. pasta market. In September 2007, the U.S. International Trade Commission extended the anti-dumping and countervailing duty orders for an additional five years, through 2012. If, following the consummation of the Acquisition, the anti-dumping and countervailing duty orders are repealed or foreign producers sell competing pasta products in the United States at prices lower than Ralcorp s or enter the U.S. market by establishing production facilities in the United States, the result would further increase competition in the U.S. pasta market and could have a material adverse effect on our post-Acquisition business, financial condition or results of operations.

In connection with Ralcorp s separation of its Post brand cereals business, Post agreed to indemnify Ralcorp for certain liabilities. However, following the consummation of the Acquisition, there can be no assurance that the indemnity will be sufficient to protect us against the full amount of such liabilities, or that Post s ability to satisfy its indemnification obligations will not be impaired in the future.

Pursuant to the separation and distribution agreement and the tax sharing agreement that Ralcorp entered into with Post in connection with the separation of Ralcorp s Post brand cereals business, Post agreed to indemnify Ralcorp for certain liabilities. However, following the consummation of the Acquisition, third parties could seek to hold us responsible for any of the liabilities that Post agreed to retain or assume, and there can be no assurance that the indemnification from Post will be sufficient to protect us against the full amount of such liabilities, or that Post will be able to fully satisfy its indemnification obligations. In addition, even if we ultimately succeed in recovering from Post any amounts for which we are held liable, we may be temporarily required to bear these losses ourselves.

The separation of the Post brand cereals business could result in significant tax liability.

In February 2012, Ralcorp separated Post into a new, publicly traded company through a distribution of shares of Post common stock to Ralcorp shareholders. Ralcorp obtained a private letter ruling from the IRS substantially to the effect that the distribution of shares of Post common stock in the spin-off qualified as tax free to Post, Ralcorp and Ralcorp s shareholders for U.S. federal income tax purposes. If, following the consummation of the Acquisition, the factual assumptions or representations made in the request for the private letter ruling prove to have been inaccurate or incomplete in any material respect, then we will not be able to rely on the ruling. Furthermore, the IRS does not rule on whether a distribution such as the spin-off satisfies certain requirements necessary to obtain tax-free treatment. Rather, the private letter ruling was based on representations by Ralcorp that those requirements were satisfied, and any inaccuracy in those representations could invalidate the ruling. In connection with the spin-off, Ralcorp also obtained an opinion of outside counsel substantially to the effect that the distribution of shares of Post common stock in the separation qualified as tax free to Post, Ralcorp and Ralcorp s shareholders for U.S. federal income tax purposes. The opinion relied on, among other things, the continuing validity of the private letter ruling and various assumptions and representations as to factual matters made by Post and Ralcorp which, if inaccurate or incomplete in any material respect, would jeopardize the conclusions reached by such counsel in its opinion. The opinion is not binding on the IRS or the courts, and there can be no assurance that the IRS or the courts would not challenge the conclusions stated in the opinion or that any such challenge would not prevail.

If, notwithstanding receipt of the private letter ruling and opinion of counsel, the separation were determined not to qualify as tax free, each U.S. holder of Ralcorp common stock who received shares of Post common stock in the separation would generally be treated as receiving a taxable distribution of property in an amount equal to the fair market value of the shares of Post common stock received. In that case, following the consummation of the Acquisition, we would be subject to tax as if Ralcorp had sold all the outstanding shares of Post common stock in a

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taxable sale for their fair market value and would recognize taxable gain in an amount equal to the excess of the fair market value of such shares at the time of the separation over Ralcorp s tax basis in such shares.

Under the terms of the tax sharing agreement Ralcorp entered into with Post in connection with the separation, Post is generally responsible for any taxes imposed on Post or Ralcorp and its subsidiaries in the event that the separation and certain related transactions were to fail to qualify for tax-free treatment as a result of actions taken, or breaches of representations and warranties made in the tax sharing agreement, by Post or any of its affiliates. However, if, following the consummation of the Acquisition, the separation or certain related transactions were to fail to qualify for tax-free treatment because of actions or failures to act by Ralcorp or any of Ralcorp s affiliates, Ralcorp would be responsible for all such taxes.

Economic downturns could limit consumer demand for our products

The willingness of consumers to purchase our products depends in part on local economic conditions. In periods of economic uncertainty, consumers may purchase less expensive private or value brands and may forego certain purchases altogether. In those circumstances, we could experience a reduction in sales of higher margin products or a shift in our product mix to lower margin offerings. In addition, as a result of economic conditions or competitive actions, we may be unable to raise our prices sufficiently to protect margins. Consumers may also reduce the amount of food that they consume away from home at customers that purchase products in our foodservice channels. Any of these events could have an adverse effect on our results of operations.

Impairment in the carrying value of goodwill or other intangibles could negatively impact our net worth.

The net carrying value of goodwill represents the fair value of acquired businesses in excess of identifiable assets and liabilities as of the acquisition date (or subsequent impairment date, if applicable). The net carrying value of other intangibles represents the fair value of trademarks, customer relationships, and other acquired intangibles as of the acquisition date (or subsequent impairment date, if applicable), net of accumulated amortization. Goodwill and other acquired intangibles expected to contribute indefinitely to our cash flows are not amortized, but must be evaluated by management at least annually for impairment. Amortized intangible assets are evaluated for impairment whenever events or changes in circumstance indicate that the carrying amounts of these assets may not be recoverable. Impairments to goodwill and other intangible assets may be caused by factors outside our control, such as the inability to quickly replace lost co-manufacturing business, increasing competitive pricing pressures, lower than expected revenue and profit growth rates, changes in industry EBITDA multiples, changes in discount rates based on changes in cost of capital (interest rates, etc.), or the bankruptcy of a significant customer and could negatively impact our net worth.

The termination or expiration of Ralcorp s current co-manufacturing arrangements could reduce our sales volume and adversely affect our results of operations.

Ralcorp s businesses periodically enter into co-manufacturing arrangements with manufacturers of branded products. The terms of these agreements vary but are generally for relatively short periods of time. Volumes produced under each of these agreements can fluctuate significantly based upon the product s life cycle, product promotions, alternative production capacity and other factors, none of which are under our direct control. Our future ability to enter into co-manufacturing arrangements following the consummation of the Acquisition is not guaranteed, and a decrease in current co-manufacturing levels could have a significant negative impact on Ralcorp s sales volume.

Risks Related to Ownership of Our Common Stock

Sales, or the availability for sale, of substantial amounts of our common stock, could adversely affect the value of our common stock.

No predictions can be made as to the effect, if any, that future sales of our common stock, or the availability of common stock for future sales, will have on the market price of our common stock. Sales of substantial amounts of our common stock in the public market and the availability of shares for future sale could

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adversely affect the prevailing market price of our common stock. This in turn would adversely affect the fair value of the common stock and could impair our future ability to raise capital through an offering of our equity securities.

Our common stock price may be volatile.

The price at which our common stock trades may be volatile and may fluctuate due to factors such as:

- our historical and anticipated operating results;
- variations between our actual results and analyst and investor expectations or changes in financial estimates and recommendations by securities analysts; and
- investor perceptions of our company and comparable public companies.

Fluctuations may be unrelated to or disproportionate to company performance. These fluctuations may result in a material decline in the trading price of our common stock.

Anti-takeover provisions contained in our Restated Certificate of Incorporation and Amended and Restated Bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

Our Restated Certificate of Incorporation and Amended and Restated Bylaws provisions may have the effect of delaying, deferring or discouraging a prospective acquiror from making a tender offer for our shares or otherwise attempting to obtain control of us. To the extent that these provisions discourage takeover attempts, they could deprive stockholders of opportunities to realize takeover premiums for their shares. Moreover, these provisions could discourage accumulations of large blocks of common stock, thus depriving stockholders of any advantages which large accumulations of stock might provide.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the General Corporation Law of the State of Delaware. Section 203 prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations unless the business combination was approved in advance by our board of directors, results in the stockholder holding more than 85% of our outstanding common stock or is approved by the holders of at least 66 2/3% of our outstanding common stock not held by the stockholder engaging in the transaction.

Any provision of our Restated Certificate of Incorporation or our Amended and Restated Bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock and could also affect the price that some investors are willing to pay for our common stock.

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USE OF PROCEEDS

We expect to receive net proceeds, after deducting the underwriting discount and estimated offering expenses, of approximately $234.7 million from this offering. We intend to use the net proceeds from this offering to fund, in part, the Acquisition. If the Acquisition is not consummated for any reason, we intend to use the net proceeds from this offering for general corporate purposes. Pending final use, we may invest the net proceeds from this offering in short-term marketable securities. The closing of this offering is expected to occur prior to the consummation of the Acquisition.

We intend to finance the Acquisition, including the payment of related fees and expenses, as well as the repayment of up to approximately $1,135.9 million aggregate principal amount of Ralcorp s debt securities and any amounts outstanding under its revolving credit facility, with cash on hand, borrowings under our existing credit facility, new long-term debt (including the New Notes) and the net proceeds from this offering. We have entered into a new $4.5 billion senior unsecured bridge facility and a new $1.5 billion senior unsecured term facility. We intend to issue the New Notes at or prior to the closing of the Acquisition in lieu of borrowing under the bridge facility. See Description of Indebtedness for a discussion of the bridge facility, the term loan and our plans with respect to the repayment of certain of Ralcorp s debt.

The following table sets forth the anticipated sources and uses of funds in connection with this offering and the Acquisition.

Sources of Funds	(in millions)	Uses of Funds	
Common stock offering, net [(1)]	$ 269	Ralcorp cash purchase price	$ 5,106
Cash and cash equivalents available at Acquisition closing	564	Repayment of Ralcorp debt	1,961
Revolving credit facility	481	Make-whole fees	324
New Notes offering	3,975	Other transaction expenses	148
New term loan	1,500	Total	$ 7,539
Exchange notes	750		
Total	$ 7,539		

(1) Assumes the underwriter exercises its option to purchase additional shares in full.

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CAPITALIZATION

The following table sets forth our capitalization as of November 25, 2012 (1) on a historical basis and (2) on an as adjusted basis to give effect to this offering, borrowings under our existing credit facility, our new term loan and the net proceeds we anticipate receiving from our New Notes offering and the anticipated application of the proceeds therefrom and cash on hand in connection with the consummation of the Acquisition as described under Use of Proceeds.

You should read this table in conjunction with our consolidated financial statements, the related notes and other financial information contained in our Annual Report on Form 10-K for the fiscal year ended May 27, 2012, and our Quarterly Report on Form 10-Q for the thirteen weeks ended November 25, 2012, which are incorporated by reference into this prospectus supplement and the accompanying prospectus.

	As of November 25, 2012 Actual (unaudited)	As of November 25, 2012 As adjusted (unaudited)(1)
	(dollars in millions)	
Long-term senior debt, excluding current installments	$ 3,413	$ 9,676
Current installments of long-term debt	9	159
Long-term subordinated debt	196	196
Short-term debt		480
Total common stockholders equity	4,700	4,900
Total capitalization	$ 8,318	$ 15,411

(1) Assumes (a) the consummation of the Acquisition, (b) the consummation of the Exchange Offers (assuming that all Ralcorp Notes are validly tendered and accepted in the Exchange Offers as described below under Description of Indebtedness Exchange Offers for Certain Ralcorp Debt Securities), (c) the repayment of Ralcorp s other existing debt as described below under Description of Indebtedness Tender Offers for Certain Ralcorp Debt Securities (assuming that all of the Ralcorp debt securities subject to the Tender Offers are validly tendered and accepted in the Tender Offers) and Description of Indebtedness Repayment of Ralcorp Private Notes, (d) the entry into, and borrowing in full under, the new term facility as described below under Description of Indebtedness New Term Facility , $150.0 million of which debt will be classified as a current installment of long-term debt, (e) the issuance of $3,975.0 million aggregate principal amount of New Notes (in lieu of borrowing under the bridge facility), (f) borrowings of $480.0 million under our existing credit facility, which will be classified as short-term debt, (g) the repayment and termination of Ralcorp s existing credit agreement and (h) the issuance of common stock in this offering, assuming that the underwriter exercises its option to purchase additional shares in full. Long-term senior debt, excluding current installments, also reflects a combined increase of $188 million in book value of the Ralcorp Notes subject to the Exchange Offers due to fair market value adjustments to be made at the time of Acquisition.

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PRICE RANGE OF COMMON STOCK

Our common stock is listed on the New York Stock Exchange under the symbol CAG. The following table sets forth, for the period indicated, the high and low sales prices per common share as reported on the New York Stock Exchange and the dividends declared per common share.

	Price Range of Common stock		
	High	Low	Dividends
Fiscal 2011			
First Quarter	$ 25.42	$ 21.23	$ 0.2000
Second Quarter	$ 23.16	$ 21.02	$ 0.2300
Third Quarter	$ 23.68	$ 21.43	$ 0.2300
Fourth Quarter	$ 25.82	$ 22.44	$ 0.2300
Fiscal 2012			
First Quarter	$ 26.60	$ 22.20	$ 0.2300
Second Quarter	$ 25.97	$ 22.39	$ 0.2400
Third Quarter	$ 27.34	$ 24.19	$ 0.2400
Fourth Quarter	$ 26.87	$ 24.99	$ 0.2400
Fiscal 2013			
First Quarter	$ 25.93	$ 23.64	$ 0.2400
Second Quarter	$ 28.80	$ 24.81	$ 0.2500
Third Quarter (through January 7, 2013)	$ 31.12	$ 28.11	

The last reported sale price of our common stock on the New York Stock Exchange on January 7, 2013 was $30.17 per share. As of January 3, 2013, there were approximately 22,088 stockholders of record.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

On November 26, 2012, ConAgra Foods, Phoenix Acquisition Sub Inc., a wholly-owned subsidiary of ConAgra Foods, and Ralcorp entered into the Merger Agreement pursuant to which ConAgra Foods agreed to acquire Ralcorp. Under the terms of the Merger Agreement, Ralcorp shareholders will receive $90 per share in cash for each outstanding share of common stock held. The parties' obligations to complete the Acquisition are conditioned upon (i) the receipt of regulatory approvals in the United States and Canada, (ii) approval of the Merger Agreement by the holders of two-thirds of the outstanding shares of Ralcorp common stock and (iii) certain other customary closing conditions.

The following unaudited pro forma condensed consolidated financial information is based on the historical consolidated financial information of ConAgra Foods and Ralcorp and has been prepared to reflect the proposed Acquisition and related financing transactions. We intend to finance the Acquisition, including the payment of related fees and expenses, as well as the repayment of up to $1.14 billion of Ralcorp's debt securities and any borrowings outstanding under its revolving credit facility, with cash on hand, borrowings under our existing credit facility, and new long-term debt. We have entered into a new $4.5 billion senior unsecured bridge facility and a new $1.5 billion senior unsecured term facility, in each case with Bank of America, N.A., JPMorgan Chase Bank, N.A and Merrill Lynch, Pierce, Fenner & Smith Incorporated and the other financial institutions party thereto. We intend to issue new long-term debt and approximately $275 million of common stock in this offering on or prior to the closing of the Acquisition in lieu of borrowing under the bridge facility. We intend to exchange up to $750 million of Ralcorp s debt for a like amount of debt of ConAgra Foods with identical terms to maturity and interest rates.

The unaudited pro forma condensed consolidated financial information is provided for informational purposes only. The unaudited pro forma condensed consolidated financial information is not necessarily indicative of operating results that would have been achieved had the Acquisition been completed as of May 30, 2011 and does not intend to project the future financial results of ConAgra Foods after the Acquisition. The unaudited pro forma condensed consolidated balance sheet does not purport to reflect what our financial condition would have been had the transaction closed on November 25, 2012 or for any future or historical period. The unaudited pro forma condensed consolidated statements of operations and balance sheet do not reflect the cost of any integration activities or benefits from the Acquisition and synergies that may be derived.

ConAgra Foods fiscal year ends in May, while Ralcorp s ends in September. The unaudited pro forma condensed consolidated balance sheet combines the interim unaudited consolidated balance sheet of ConAgra Foods as of November 25, 2012 and the audited consolidated balance sheet of Ralcorp as of September 30, 2012. The full-year unaudited pro forma condensed consolidated statement of operations for the year ended May 27, 2012 combines the statement of operations of ConAgra Foods for the fiscal year ended May 27, 2012 with the statements of operations of Ralcorp for the full year ended March 31, 2012. The full-year unaudited condensed consolidated statement of operations for Ralcorp was determined by adding the unaudited statement of operations for the six months ended March 31, 2012 to the statement of operations for Ralcorp s fiscal year ended September 30, 2011, and subtracting Ralcorp s unaudited statement of operations for the six months ended March 31, 2011. The interim unaudited pro forma condensed consolidated statement of operations for the twenty-six weeks ended November 25, 2012 combines the unaudited statement of operations of ConAgra Foods for the twenty-six weeks ended November 25, 2012 and the unaudited statement of operations of Ralcorp for the six months ended September 30, 2012. The unaudited statement of operations of Ralcorp for the six months ended September 30, 2012 was determined by subtracting Ralcorp s unaudited statement of operations for the six months ended March 31, 2012 from Ralcorp s statement of operations for Ralcorp s fiscal year ended September 30, 2012.

The unaudited pro forma condensed consolidated financial information should be read in conjunction with the following information:

Notes to the unaudited pro forma condensed consolidated financial information.

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ConAgra Food s Current Report on Form 8-K filed November 27, 2012, including the exhibits thereto, as filed with the SEC.

Unaudited interim financial statements of ConAgra Foods as of and for the twenty-six weeks ended November 25, 2012, which are included in ConAgra Food s Quarterly Report on Form 10-Q for the twenty-six weeks ended November 25, 2012, as filed with the SEC.

Audited financial statements of ConAgra Foods as of and for the year ended May 27, 2012, which are included in ConAgra Food s Annual Report on Form 10-K for the year ended May 27, 2012, as filed with the SEC.

Audited financial statements of Ralcorp Holdings, Inc. as of and for the year ended September 30, 2012, which are included in Exhibit 99.1 of ConAgra Food s Current Report on Form 8-K, as filed with the SEC on January 3, 2013.

Unaudited interim financial statements of Ralcorp Holdings, Inc. as of and for the six months ended March 31, 2012 which are included in Ralcorp s Quarterly Report on Form 10-Q for the six months ended March 31, 2012, as filed with the SEC.

Unaudited Pro Forma Condensed Consolidated Balance Sheet

As of November 25, 2012

(in millions)

	ConAgra Foods Historical	Ralcorp Historical	Pro Forma Adjustments		Pro Forma
Current assets					
Cash and cash equivalents	$ 477	$ 307	$ (564)	3(a,d,h,j,n)	$ 220
Receivables, less allowance for doubtful accounts	1,038	372			1,410
Inventories	2,249	433	38	3(c)	2,720
Prepaid expenses and other current assets	301	75	(41)	3(n)	335
Total current assets	4,065	1,187	(567)		4,685
Property, plant and equipment, net	2,792	897	30	3(f)	3,719
Goodwill	4,105	1,417	2,889	2, 3(e)	8,411
Brands, trademarks and other intangibles, net	1,304	1,000	1,321	3(f)	3,625
Other assets	258	38	54	3(h)	350
	$ 12,524	$ 4,539	$ 3,727		$ 20,790
Current liabilities					
Notes payable	$	$ 41	$ 439	3(a,n)	$ 480
Current installments of long-term debt	9	86	64	3(a)	159
Accounts payable	1,397	293			1,690
Other accrued liabilities	982	173	(125)	3(d,j)	1,030
Total current liabilities	2,388	593	378		3,359
Senior long-term debt, excluding current installments	3,413	1,894	4,369	3(a)	9,676
Subordinated debt	196				196

Other noncurrent liabilities	1,827	404	428	3(a,g)	2,659
Total liabilities	7,824	2,891	5,175		15,890
Commitments and contingencies					
Common stockholders equity					
Common stock	2,840	1	(1)	3(l)	2,840
Additional paid-in-capital	910	1,960	(1,916)	3(l,m)	954
Retained earnings	5,027	79	(149)	3(d,j,l)	4,957
Accumulated other comprehensive income (loss)	(282)	(33)	33	3(l)	(282)
Less treasury stock, at cost	(3,893)	(359)	585	3(l,m)	(3,667)
Total ConAgra Foods, Inc. common stockholders equity	4,602	1,648	(1,448)		4,802
Noncontrolling interests	98				98
Total stockholders equity	4,700	1,648	(1,448)		4,900
	$ 12,524	$ 4,539	$ 3,727		$ 20,790

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Unaudited Pro Forma Condensed Consolidated Statement of Operations

For the Year Ended May 27, 2012

(in millions, except per share data)

	ConAgra Foods Historical	Ralcorp Historical (q)		Pro Forma Adjustments		Pro Forma
Net sales	$ 13,263	$ 4,147		$ (3)	3(i)	$ 17,407
Costs and expenses:						
Cost of goods sold	10,436	3,323		$ 105	3(i,k)	13,864
Selling, general and administrative expense	1,998	521	3(p)	(100)	3(f,k,p)	2,419
Interest expense, net	204	132		71	3(a)	407
Income from continuing operations before income taxes and equity method investment earnings	625	171		(79)		717
Income tax expense	196	53		(29)	3(b)	220
Equity method investment earnings	45					45
Net income	$ 474	$ 118		$ (50)		$ 542
Less: Net income attributable to noncontrolling interests	6					6
Net income attributable to ConAgra Foods, Inc.	$ 468	$ 118		$ (50)		$ 536
Per share amounts:						
Basic	$ 1.13					$ 1.27
Diluted	$ 1.12					$ 1.25
Average shares outstanding:						
Basic	413					422
Diluted	418					428

Unaudited Pro Forma Condensed Consolidated Statement of Operations

For the Twenty-six Weeks Ended November 25, 2012

(in millions, except per share data)

	ConAgra Foods Historical	Ralcorp Historical (q)		Pro Forma Adjustments		Pro Forma
Net sales	$ 7,047	$ 2,093		$ (4)	3(i)	$ 9,136
Costs and expenses:						
Cost of goods sold	5,313	1,682		$ 54	3(i,k)	7,049
Selling, general and administrative expense	950	361	3(p)	(98)	3(f,k,o,p)	1,213
Interest expense, net	103	60		35	3(a)	198
Income (loss) from continuing operations before income taxes and equity method investment earnings	681	(10)		5		676
Income tax expense	232	6		(2)	3(b)	236

Equity method investment earnings	20			20
Net income (loss)	$ 469	$ (16)	$ 7	$ 460
Less: Net income attributable to noncontrolling interests	7			7