

CONAGRA FOODS INC /DE/  
Form 8-K  
August 11, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**Current Report**

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

**Date of report (Date of earliest event reported) August 10, 2014**

**ConAgra Foods, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**1-7275**  
**(Commission**  
  
**File Number)**

**47-0248710**  
**(IRS Employer**  
  
**Identification No.)**

**On ConAgra Drive**

**Omaha, NE** **68102**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (402) 240-4000**

**(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

ConAgra Foods, Inc. (the *Company*) announced today that Gary M. Rodkin, President and Chief Executive Officer of the Company, informed the Company's Board of Directors (the *Board*) on August 10, 2014 of his intention to retire at the end of the Company's Fiscal 2015, which ends May 2015, or following the on-boarding of his successor, if earlier. Mr. Rodkin will continue to serve as President and Chief Executive Officer of the Company and as a member of the Board until that time. On August 11, 2014, the Company issued a press release regarding Mr. Rodkin's intention to retire, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

Exhibit 99.1 Press Release issued August 11, 2014

**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 hereunto duly authorized.

**CONAGRA FOODS, INC.**

Date: August 11, 2014

By: /s/ Colleen Batcheler  
Name: Colleen Batcheler  
Title: Executive Vice President, General Counsel and  
Corporate Secretary

**Exhibit Index**

Exhibit 99.1 Press Release issued August 11, 2014