

WINN DIXIE STORES INC  
Form 8-K  
September 05, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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)**

September 2, 2008

**WINN-DIXIE STORES, INC.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**1-3657**  
(Commission File Number)

**59-0514290**  
(IRS Employer  
Identification No.)

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5050 Edgewood Court, Jacksonville, Florida  
(Address of principal executive offices)

32254-3699  
(Zip Code)

(904) 783-5000

(Registrant's telephone number, including area code)

Unchanged

(Former name, former address and former fiscal year, 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 (see General Instruction A.2.):

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

Amendment Number 1 to the Amended and Restated Credit Agreement, dated as of September 2, 2008, permits the Company to issue capital securities pursuant to and in accordance with the terms of the Winn-Dixie Stores, Inc. Equity Incentive Plan and Employee Stock Purchase Plan ( ESPP ) or similar plan for the benefit of employees of the Company. The Board has approved the ESPP, and the Company's shareholders will be asked to approve the ESPP at the 2008 Annual Meeting. If approved by the shareholders, the Company anticipates that the ESPP will become effective on January 1, 2009.

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

(d) Exhibits.

99.1 Amendment Number 1 to Amended and Restated Credit Agreement dated as of September 2, 2008.

**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.

Date: September 4, 2008

**Winn-Dixie Stores, Inc.**

By: */s/* Peter L. Lynch  
Peter L. Lynch  
President and Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Amendment Number 1 to Amended and Restated Credit Agreement dated as of September 2, 2008.