

DOLE FOOD CO INC
Form 8-K
August 20, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

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 19, 2013

DOLE FOOD COMPANY, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-4455
(Commission

File Number)

99-0035300
(IRS Employer

Identification No.)

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One Dole Drive

Westlake Village, California 91362

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (818) 879-6600

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. below):

- ☐ 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.

On August 19, 2013, Dole Food Company, Inc., a Delaware corporation (the **Company**), David H. Murdock, the Chairman of the Board of Directors of the Company (the **Board**), Chief Executive Officer of the Company and the beneficial owner of approximately 40% of the outstanding common stock, par value \$.001 per share, of the Company (the **Common Stock**), DFC Holdings, LLC, a Delaware limited liability company (**Parent**), and DFC Merger Corp., a Delaware corporation (**Purchaser**), whose sole stockholder is Parent, entered into Amendment No. 1 (the **Amendment**) to that certain Agreement and Plan of Merger (the **Merger Agreement**) among the Company, Mr. Murdock, Parent and Purchaser. The Amendment clarifies that the closing condition requiring that the Merger Agreement be adopted by stockholders of the Company holding at least a majority of the shares of Common Stock held by stockholders other than Mr. Murdock, Purchaser, Parent and their affiliates cannot be waived. A copy of the Amendment is attached as Exhibit 2.1 to this current report on Form 8-K and incorporated herein by reference.

Additional Information

The Company plans to mail a notice and proxy statement with respect to the Merger Agreement to the Company's stockholders, and file this proxy statement with the Securities and Exchange Commission (the **SEC**) shortly. This proxy statement will contain important information about the Company, Mr. Murdock, Parent, Purchaser, the merger and related matters. Stockholders are urged to read carefully when they become available the proxy statement and any other relevant documents to be filed with the SEC in connection with the merger or incorporated by reference in the proxy statement, because they will contain important information about the Company and the merger. Stockholders will also be able to obtain the proxy statement, as well as other relevant documents, without charge, from the SEC by going to the SEC's website at www.sec.gov or, without charge, from the Company by going to the Company's Investor Relations website at <http://investors.dole.com>. This announcement is neither a solicitation of proxy, an offer to purchase nor a solicitation of an offer to sell shares of the Company.

The Company and its executive officers, directors and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the Company's stockholders with respect to the merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders of the Company in connection with the merger will be set forth in the proxy statement and the other relevant documents to be filed with the SEC. You can find information about the Company's executive officers and directors in its Annual Report on Form 10-K for the fiscal year ended December 29, 2012, and in its definitive proxy statement filed with the SEC on Schedule 14A on April 12, 2013.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

- 2.1 Amendment No. 1 to Agreement and Plan of Merger, dated as of August 19, 2013, among DFC Holdings, LLC, DFC Merger Corp., David H. Murdock and Dole Food Company, Inc.

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.

Dated: August 20, 2013

DOLE FOOD COMPANY, INC.

REGISTRANT

By:

/s/ C. Michael Carter

C. Michael Carter

President and Chief Operating Officer

Exhibit Index

Exhibit Number	Description
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