

DARLING INTERNATIONAL INC

Form 8-K/A

December 03, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A  
(Amendment no. 1)

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

Date of report (Date of earliest event reported) October 28, 2013

DARLING INTERNATIONAL INC.  
(Exact Name of Registrant as Specified in Charter)

|                                                   |                             |                                      |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware                                          | 001-13323                   | 36-2495346                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|                                                    |            |
|----------------------------------------------------|------------|
| 251 O'CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS | 75038      |
| (Address of Principal Executive Offices)           | (Zip Code) |

Registrant's telephone number, including area code: (972) 717-0300

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 2.01. Completion of Acquisition or Disposition of Assets.

Explanatory Note

This Amendment No. 1 on Form 8-K/A (the "Form 8-K/A") amends the Current Report on Form 8-K of Darling International Inc. (the "Registrant") filed with the Securities and Exchange Commission on October 28, 2013 (the "Initial Form 8-K") solely to add exhibits 99.2 and 99.3 filed herewith. The Initial Form 8-K reported under Item 2.01 that the Registrant had completed the acquisition of substantially all of the assets of Rothsay ("Rothsay"), the rendering and biodiesel division of Maple Leaf Foods Inc., a Canadian corporation ("MFI"), pursuant to an Acquisition Agreement (the "Acquisition Agreement") dated August 23, 2013, by and between Darling and MFI. This Form 8-K/A provides the financial statements required by Item 9.01 (a) and (b).

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The unaudited and audited statements of assets acquired and liabilities assumed and the related statements of net revenues and direct costs and operating expenses of the Rothsay Rendering Business for the nine-month periods ended September 28, 2013 and September 29, 2012 (unaudited) and years ended December 29, 2012 and December 31, 2011, and the related notes to the financial statements.

(b) Pro Forma Financial Information.

Darling International Inc. unaudited pro forma consolidated financial information, comprised of an unaudited pro forma condensed consolidated balance sheet as of September 28, 2013 and unaudited pro forma condensed consolidated income statement for the nine months ended September 28, 2013 and year ended December 29, 2012, in each case, prepared on the basis as described therein.

(d) Exhibits.

| Exhibit Number | Description                                                                                                                                                                                                                                                      |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23.1           | Consent of KPMG LLP Independent Registered Public Accounting Firm                                                                                                                                                                                                |
| 99.2           | Rothsay Rendering Business financial statements (unaudited) as of September 28, 2013 and September 29, 2012 and audited as of December 29, 2012 and December 31, 2011.                                                                                           |
| 99.3           | Darling International Inc. unaudited pro forma condensed consolidated balance sheet as of September 28, 2013 and unaudited pro forma condensed consolidated income statements for the year ended December 29, 2012 and the nine months ended September 28, 2013. |

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.

DARLING INTERNATIONAL INC.

Date: December 2, 2013

By: /s/ John F. Sterling  
John F. Sterling  
Executive Vice President and  
General Counsel

EXHIBIT LIST

| Exhibit No. | Description                                                                                                                                                                                                                                                      |
|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23.1        | Consent of KPMG LLP Independent Registered Public Accounting Firm                                                                                                                                                                                                |
| 99.2        | Rothsay Rendering Business financial statements (unaudited) as of September 28, 2013 and September 29, 2012 and audited as of December 29, 2012 and December 31, 2011.                                                                                           |
| 99.3        | Darling International Inc. unaudited pro forma condensed consolidated balance sheet as of September 28, 2013 and unaudited pro forma condensed consolidated income statements for the year ended December 29, 2012 and the nine months ended September 28, 2013. |