

SANDERSON FARMS INC  
Form 8-K  
October 29, 2012

# 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): October 24, 2012

## SANDERSON FARMS, INC.

(Exact name of registrant as specified in its charter)

Mississippi  
(State or other jurisdiction  
of incorporation)

127 Flynt Road

1-14977  
(Commission  
File Number)

64-0615843  
(I.R.S. Employer  
Identification No.)

39443

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**Laurel, Mississippi**  
(Address of principal executive offices)  
**(601) 649-4030**

(Zip Code)

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box 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))

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**Section 5 Corporate Governance and Management**
**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

On October 24, 2012, the Compensation Committee of the Registrant's Board of Directors took the following actions:

(1) The Committee made awards to the following executive officers under the Registrant's long term equity incentive program for the 2013 fiscal year, effective November 1, 2012, as follows:

Name	Performance Shares	Shares of Restricted Stock
Joe F. Sanderson, Jr. Chief Executive Officer and Chairman of the Board Lampkin Butts President and Chief Operating Officer	43,250	
D. Michael Cockrell Treasurer and Chief Financial Officer	10,500 8,750	10,500 8,750

Although the Committee was prepared to make a grant of restricted stock to Mr. Sanderson, Mr. Sanderson declined to accept any restricted shares for the 2013 fiscal year. The committee also determined not to make any changes to the base salaries of the officers listed above for the 2013 fiscal year.

The form of restricted stock agreement to be used for the restricted stock awards noted above will be substantially similar to the form of agreement filed as Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 2009. The form of performance share agreement for the performance share awards noted above will be filed as an exhibit to the Registrant's next 10-K report. The following descriptions of the restricted stock and performance share agreements relating to the above awards are necessarily not complete, and in each instance reference is made to the agreements themselves.

**Restricted Stock Agreements**

The form of restricted stock agreement that the Registrant will enter into provides for the grant of a specified number of shares of restricted stock to the participant as a reward for past service or as an incentive for the performance of future services and for no additional consideration, subject to the following terms and conditions:

The restricted stock may not be sold or transferred during the restricted period except by will or inheritance.

The restricted period lasts for four years, except that it ends and the shares fully and immediately vest if a change of control in the Registrant occurs at any time. If the participant dies, retires or becomes disabled before the end of the restricted period, a pro rata percentage of the shares will immediately vest based on the number of years of the restricted period that have passed before death, retirement or disability occurred (for example, if the participant dies, retires or becomes disabled after one year of the restricted

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period has passed, he or his estate would receive 25% of the shares and would forfeit the remainder; if he dies, retires or becomes disabled after two years of the restricted period has passed, he or his estate would receive 50% of the shares and would forfeit the remainder; and so on).

Rights to the shares are forfeited if the participant's employment terminates for any other reason prior to the end of the restricted period, or if the board determines that the participant has engaged in specified detrimental conduct or activity while employed with the Registrant or in the two-year period following his or her voluntary termination or termination for cause. If a participant's shares have already vested, he or she must repay the Registrant the fair market value of his or her shares that is specified in his or her restricted stock agreement.

During the restricted period, the participant is entitled to vote the shares and receive dividends.  
Performance Share Agreements

The form of performance share agreement that the Registrant will enter into provides for the grant of the right to receive shares of the Registrant's common stock at the end of a restricted period, subject to the Registrant's achievement of certain performance measures over the two-year performance period commencing November 1, 2012. The restricted period means the three fiscal years commencing on November 1, 2012. The performance criteria are based on a historical average of the Registrant's performance over 21 two-year periods, dating back to the two-year period ending in 1991. A performance share award is granted as a reward for past service or as an incentive for the performance of future services and for no additional consideration, subject to the following terms and conditions:

A participant can receive a target amount of shares based on the Registrant's average return on equity and a target based on the Registrant's average return on sales over the two-year period commencing November 1, 2012. It also establishes several possible percentages of those target awards that he or she could receive, depending on the Registrant's actual performance measured at the end of the performance period. The performance criteria for the fiscal 2013 performance share awards are:

Measure	Weight	Threshold (50% Payout)	Target (100% Payout)	Maximum (200% Payout)
ROE	50%	9.6%	11.0%	21.9%
ROS	50%	2.8%	3.5%	4.9%

The Registrant's Board of Directors, in its sole discretion, may pay earned performance shares in the form of cash, in shares of common stock, or in a combination of cash or shares which has an aggregate fair market value equal to the value of the earned performance shares at the close of the applicable performance period.

If the participant's employment terminates because of death, disability or eligibility for retirement, or there has been a change in control of the Registrant before the end of the performance period, the participant will be entitled to receive, at the end of the restricted period, a pro rata portion of the number of performance shares to which he or she otherwise would have been entitled, based on the number of months he or she was employed with the Registrant during the performance period.

Rights to the shares are forfeited if the participant's employment terminates for any other reason prior to the end of the restricted period, or if the Board determines that the participant has engaged in specified detrimental conduct or activity while employed with the Registrant or in the two-year period following his or her voluntary termination or termination for cause. If a participant's shares have already been issued, he or she must repay the Registrant their fair market value as of their issue dates.

During the restricted period, the participant does not have any of the rights of a stockholder of the Registrant with respect to his or her performance shares, including the right to vote the performance shares and the right to receive any dividends or other distributions.

A participant may not sell, exchange, transfer, pledge, hypothecate or otherwise dispose of his or her right to receive performance shares, other than by will or by the applicable laws of descent and distribution.

(2) The Committee took the following actions with respect to Timothy F. Rigney, who will become the Registrant's Controller effective November 1, 2012. Each action will take effect on November 1, 2012:

The Committee set Mr. Rigney's salary at \$179,000.

The Committee awarded Mr. Rigney 1,000 shares of restricted stock and 1,000 performance shares, each on the terms outlined above.

Mr. Rigney's appointment as Controller was previously reported by the Registrant on a Current Report on Form 8-K. On October 25, 2012, the Registrant's Board of Directors appointed Mr. Rigney to the additional office of Secretary of the Registrant.

**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.

**SANDERSON FARMS, INC.**

(Registrant)

*Date: October 29, 2012*

*By: /s/ D. Michael Cockrell  
D. Michael Cockrell  
Treasurer and Chief Financial Officer*