

SANFILIPPO JOHN B & SON INC  
Form 8-K  
May 04, 2012

**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): **May 4, 2012** (May 1, 2012)

**JOHN B. SANFILIPPO & SON, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**0-19681**  
(Commission

File Number)

**36-2419677**  
(I.R.S. Employer

Identification Number)

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1703 North Randall Road, Elgin, Illinois 60123-7820

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, including Area Code: (847) 289-1800

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))

John B. Sanfilippo & Son, Inc. (the Registrant or Company ) submits the following information:

**ITEM 5.05** Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics

On May 1, 2012, the Board of Directors of the Company approved and adopted an amendment to our Code of Conduct (as amended, the Code ). The Code was amended to further address illegal payments to foreign government officials and the Company's commitment to compliance with The Foreign Corrupt Practices Act of 1977, as amended.

The approval and adoption of the amendment did not result in any waiver, explicit or implicit, of any provision of the Code. The Code does not replace, but is in addition to, the Company's separate Code of Ethics.

The foregoing summary of the amendment is subject to, and qualified in its entirety by, reference to the full text of the Code (a fully amended and restated copy of which is attached hereto as Exhibit 14.1 and incorporated herein by reference). The Code has been posted on the Investor Relations section of our website at [www.jbssinc.com](http://www.jbssinc.com).

**ITEM 9.01** Financial Statements and Exhibits

(d) Exhibits

The exhibit furnished herewith is listed in the Exhibit Index which follows the signature page of this Current Report on Form 8-K.

**SIGNATURE**

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.

**JOHN B. SANFILIPPO & SON, INC.**

(Registrant)

Date: May 4, 2012

By: /s/ Michael J. Valentine  
Michael J. Valentine  
Chief Financial Officer and Group President

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                                |
|----------------|---|
| 14.1           | Code of Conduct (as amended and restated in full) |