

UNITED NATURAL FOODS INC

Form 8-K

November 26, 2008

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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): November 25, 2008

UNITED NATURAL FOODS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware  | 000-21531                | 05-0376157                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

260 Lake Road  
Dayville, CT 06241  
(Address of Principal Executive Offices) (Zip Code)

(860) 779-2800  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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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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Item 2.02. Results of Operations and Financial Condition.

The following information is being furnished under Item 2.02--Results of Operations and Financial Condition. This information, including the exhibit attached hereto, shall not be deemed "filed" for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information under this Item 2.02 of this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or under the Exchange Act, regardless of any general incorporation language in such filing.

On November 25, 2008, United Natural Foods, Inc. issued a press release to report its financial results for the quarter ended November 1, 2008. The press release is furnished as Exhibit 99.1 hereto.

Item 7.01. Regulation FD Disclosure.

On November 26, 2008, during a conference call held to discuss the results of the Company's operations during the first quarter of fiscal 2009, Steven L. Spinner, President and Chief Executive Officer of the Company, made the following statement:

"Looking ahead we are cautiously optimistic. Top-line revenue, while strong in the first quarter, has softened during the first weeks of November. While fuel costs and interest expense have moderated, we remain concerned about continued top-line revenue growth across all of our channels of distribution. We will continue to be vigilant in controlling our expenses and monitoring the economic environment and its implications on our business. Based on current trends we remain comfortable with our earnings estimates through the second quarter of our fiscal year."

Mr. Spinner's comments were made in light of the uncertain economic environment confronting all businesses in the United States at this time, and were not intended to change the 2009 fiscal year guidance provided by the Company on September 3, 2008.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired: Not Applicable

(b) Pro Forma Financial Information: Not Applicable

(c) Shell Company Transactions: Not Applicable

(d) Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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|------|--|
| 99.1 | Press Release, dated November 25, 2008: United Natural Foods Announces First Quarter 2009 Diluted EPS of \$0.31. |
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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.

United Natural Foods, Inc.

By: /s/ Mark E. Shamber  
Mark E. Shamber  
Vice President and Chief Financial Officer

Date: November 26, 2008