FLOWERS FOODS INC
Form 10-K
February 19, 2014
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 28, 2013

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-16247

FLOWERS FOODS, INC.

(Exact name of registrant as specified in its charter)

Georgia	**58-2582379**

(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
1919 Flowers Circle Thomasville, Georgia	**31757**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code:

(229) 226-9110

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $0.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer ¨	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No þ

Based on the closing sales price on the New York Stock Exchange on July 13, 2013 the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was $4,640,977,140.

On February 13, 2014, the number of shares outstanding of the registrant s Common Stock, $0.01 par value, was 208,605,692.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant s Proxy Statement for the 2014 Annual Meeting of Shareholders to be held May 21, 2014, which will be filed with the Securities and Exchange Commission on or prior to April 9, 2014, have been incorporated by reference into Part III, Items 10, 11, 12, 13 and 14 of this Annual Report on Form 10-K.

Table of Contents

FORM 10-K REPORT

TABLE OF CONTENTS

		Page
	PART I	
Item 1.	Business	1
Item 1A.	Risk Factors	10
Item 1B.	Unresolved Staff Comments	19
Item 2.	Properties	19
Item 3.	Legal Proceedings	19
Item 4.	Mine Safety Disclosures	20
	PART II	
Item 5.	Market for the Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	20
Item 6.	Selected Financial Data	23
Item 7.	Management s Discussion and Analysis of Financial Condition and Results of Operations	23
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	55
Item 8.	Financial Statements and Supplementary Data	56
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	56
Item 9A.	Controls and Procedures	56
Item 9B.	Other Information	57
	PART III	
Item 10.	Directors, Executive Officers and Corporate Governance	57
Item 11.	Executive Compensation	57
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	57
Item 13.	Certain Relationships and Related Transactions, and Director Independence	57
Item 14.	Principal Accounting Fees and Services	57
	PART IV	
Item 15.	Exhibits and Financial Statement Schedules	58
	Signatures	62

Table of Contents

Forward-Looking Statements

Statements contained in this filing and certain other written or oral statements made from time to time by the company and its representatives that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to current expectations regarding our future financial condition and results of operations and are often identified by the use of words and phrases such as anticipate, believe, continue, could, estimate, expect, intend, may, plan, predict, project, shoul to, is expected to or will continue, or the negative of these terms or other comparable terminology. These forward-looking statements are based upon assumptions we believe are reasonable.

Forward-looking statements are based on current information and are subject to risks and uncertainties that could cause our actual results to differ materially from those projected. Certain factors that may cause actual results, performance, liquidity, and achievements to differ materially from those projected are discussed in this report and may include, but are not limited to:

unexpected changes in any of the following: (i) general economic and business conditions; (ii) the competitive setting in which we operate, including, advertising or promotional strategies by us or our competitors, as well as changes in consumer demand; (iii) interest rates and other terms available to us on our borrowings; (iv) energy and raw materials costs and availability and hedging counter-party risks; (v) relationships with or increased costs related to our employees, independent distributors and third party service providers; and (vi) laws and regulations (including environmental and health-related issues), accounting standards or tax rates in the markets in which we operate;

the loss or financial instability of any significant customer(s);

our ability to execute our business strategy, which may involve integration of recent acquisitions or the acquisition or disposition of assets at presently targeted values;

our ability to operate existing, and any new, manufacturing lines according to schedule;

the level of success we achieve in developing and introducing new products and entering new markets;

changes in consumer behavior, trends and preferences, including health and whole grain trends, and the movement toward more inexpensive store-branded products;

our ability to implement new technology and customer requirements as required;

the credit and business risks associated with independent distributors and our customers, which operate in the highly competitive retail food and foodservice industries;

changes in pricing, customer and consumer reaction to pricing actions, and the pricing environment among competitors within the industry;

consolidation within the baking industry and related industries;

- the failure of our information technology systems to perform adequately, including any interruptions, intrusions or security breaches of such systems;

- any business disruptions due to political instability, armed hostilities, incidents of terrorism, natural disasters, technological breakdowns, product contamination or the responses to or repercussions from any of these or similar events or conditions and our ability to insure against such events;

- increases in employee and employee-related costs, including funding of pension plans; and

- regulation and legislation related to climate change that could affect our ability to procure our commodity needs or that necessitate additional unplanned capital expenditures.

The foregoing list of important factors does not include all such factors, nor necessarily present them in order of importance. In addition, you should consult other disclosures made by the company (such as in our other

Table of Contents

filings with the Securities and Exchange Commission (SEC) or in company press releases) for other factors that may cause actual results to differ materially from those projected by the company. Please refer to Part I, Item 1A., *Risk Factors*, of this Form 10-K for additional information regarding factors that could affect the company s results of operations, financial condition and liquidity.

We caution you not to place undue reliance on forward-looking statements, as they speak only as of the date made and are inherently uncertain. The company undertakes no obligation to publicly revise or update such statements, except as required by law. You are advised, however, to consult any further public disclosures by the company (such as in our filings with the SEC or in company press releases) on related subjects.

We own or have rights to trademarks or trade names that we use in connection with the operation of our business, including our corporate names, logos and website names. In addition, we own or have the rights to copyrights, trade secrets and other proprietary rights that protect the content of our products and the formulations for such products. Solely for convenience, some of the trademarks, trade names and copyrights referred to in this Form 10-K are listed without the ©, ® and symbols, but we will assert, to the fullest extent under applicable law, our rights to our trademarks, trade names and copyrights.

Table of Contents

PART I

Item 1. ***Business***

Historical Information

Flowers Foods beginning dates back to 1919 when two brothers, William Howard and Joseph Hampton Flowers, opened Flowers Baking Company in Thomasville, Ga. In 1968, Flowers Baking Company went public, became Flowers Industries, and began trading over-the-counter stock. Less than a year later, the company listed on the American Stock Exchange. In 1982, Flowers listed on the New York Stock Exchange under the symbol FLO. In the mid-1990s, following the acquisitions of Keebler Foods Company, one of the largest cookie and cracker companies in the U.S., and the top-selling Mrs. Smith s frozen pie brand, Flowers Industries transformed from a strong regional baker into a national baked foods company. By 1999, the company had $4.2 billion in annual sales and three business units Flowers Bakeries, a super-regional fresh baked foods company; Mrs. Smith s Bakeries, a national frozen baked foods company; and Keebler Foods, a national cookie and cracker company. In March 2001, Flowers sold its investment in Keebler to the Kellogg Company. The remaining business units Flowers Bakeries and Mrs. Smith s were spun off into a new company, Flowers Foods, which was incorporated in Georgia in 2000. In April 2003, Flowers Foods sold its Mrs. Smith s frozen dessert business to The Schwan Food Company, retaining its core fresh bakery and frozen bread and roll businesses.

From 2003 through 2013, Flowers Foods executed its growth strategy to reach more of the U.S. population with fresh breads, buns, rolls, and snack cakes through its Direct-Store-Delivery segment. In the ten year span, the company s geographic market for its fresh bakery products and brands grew from about 38% of the U.S. population to more than 79%. The company s market capitalization increased from $418.9 million at the end of fiscal 2003 to $4,448.6 million at the end of fiscal 2013.

As used herein, references to we, our, us, the company , Flowers or Flowers Foods include the historical operating results and activities of business operations that comprised Flowers Foods, Inc., as of December 28, 2013.

The Company

Flowers Foods currently operates two business segments: a direct-store-delivery segment (DSD Segment) and a warehouse delivery segment (Warehouse Segment). The DSD Segment (83% of total sales) operates 38 bakeries that market a wide variety of fresh bakery foods, including fresh breads, buns, rolls, tortillas, and snack cakes. These products are sold through a DSD route delivery system to retail and foodservice customers from New England to Florida and west through the South, Southwest, and into California. The Warehouse Segment (17% of total sales) operates 8 bakeries that produce snack cakes and breads and rolls for national retail, foodservice, vending, and co-pack customers, which are delivered through customers warehouse channels and one bakery mix plant. At the beginning of fiscal 2014 we reclassified a Warehouse Segment bakery to the DSD Segment. The reclassified bakery produces tortillas and was moved to the DSD Segment to increase sales through that segment s distributor network.

At the end of 2013, the DSD Segment s fresh bakery foods were available to more than 79% of the U.S. population. Our DSD system is comprised of approximately 4,950 independent distributors who own the rights to distribute certain brands of our fresh packaged bakery foods in their geographic territories. In addition, the company has approximately 950 company-owned territories available for sale. This number increased significantly during fiscal 2012 and fiscal 2013 due to the acquisitions discussed below.

The Warehouse Segment s fresh snack cakes and frozen breads and rolls are sold nationally direct to customers warehouses and delivered through frozen and non-frozen contract carriers.

See Note 21, *Segment Reporting*, of Notes to Consolidated Financial Statements of this Form 10-K for financial information about our segments.

Our brands are among the best known in the baking industry. Many of our DSD brands have a major presence in the product categories in which they compete. They have a leading share of fresh packaged branded

Table of Contents

sales measured in both dollars and units in the major metropolitan areas we serve in Southern markets. Our brands include the following:

DSD Segment Brands/ Company Owned	DSD Segment Brands/Franchised/Licensed	Warehouse Segment Brands/ Company Owned
Nature s Own	*Sunbeam*	*Mrs. Freshley s*
Wonder	*Roman Meal*	*European Bakers*
Whitewheat	*Bunny*	*Broad Street Bakery*
Cobblestone Mill	*Holsum*	*Tesoritos*
Tastykake	*Aunt Hattie s*	
Bluebird	*Country Kitchen*	
Merita		
Home Pride		
Butternut		
Mary Jane & Friends		
ButterKrust		
Evangeline Maid		
Captain John Derst s		
Barowsky s		
Micasa		
Frestillas		
Dandee		
Country Hearth		
Natural Grain		
Leo s Foods		
Juarez		

Strategies

Flowers Foods has focused on developing and refining operating strategies to create competitive advantages in the marketplace. We believe these strategies help us achieve our long-term objectives and work to build value for shareholders. Put simply, our strategies are to:

Grow Sales. We develop new and core markets through new customers, new products, strong brands, and acquisitions. We have a three-pronged strategy for growing sales through acquisitions, market expansions, and core markets.

Invest Wisely. We use technology and efficiencies to be the low-cost producer of delicious bakery foods. We invest to improve the effectiveness of our bakeries, distribution networks, and information systems.

Bake Smart. We innovate to improve processes, enhance quality, reduce costs, and conserve resources.

Give Extraordinary Service. We go beyond the expected to meet our customers needs.

Appreciate the Team. We respect every individual, embrace diversity, and promote the career growth of team members.

Grow Sales

As a leading U.S. baker, our products are available to consumers through traditional supermarkets, foodservice distributors, convenience stores, mass merchandisers, club stores, wholesalers, casual dining and quick-serve restaurants, schools, hospitals, dollar stores, and vending machines. To enhance our ability to grow sales, we develop bakery products that are responsive to changing consumer needs and preferences using market research and the strength of our well-established brands. We establish and strengthen our brands in existing and new markets by focusing on product quality, offering a broad and diverse product line, and providing exceptional customer service. We expand our geographic reach by making strategic acquisitions and expanding from our existing bakeries into new markets. Our growth strategy has proven successful, evidenced by our sales and net income compound average annual growth rate of 9.2% and 13.9%, respectively, over the last five years. Our strategy encompasses specific efforts for growth through acquisitions, market expansions, and core markets.

Acquisitions

Growth through acquisitions has been an important component of our strategy. Since our initial public offering in 1968, we have made over 100 acquisitions. Since our spinoff in 2001, Flowers Foods has completed 12 acquisitions that, at the time of each acquisition, added approximately $1.7 billion in annual revenue. Other than the *Sara Lee* California and the Hostess Bread assets acquisitions discussed below, our primary acquisition targets have historically been independent/regional baking companies in areas of the country where we have not previously had access to market our fresh baked foods.

Modesto, California acquisition (2013)

On July 27, 2013, the company completed the acquisition of certain assets related to a bun line in Modesto, California that will serve the California market for a total cash payment of $10.3 million. This acquisition is included in our DSD Segment and the total goodwill for this acquisition was $4.2 million.

Hostess specified assets acquisition (2013)

On January 11, 2013, the company announced that it had signed two asset purchase agreements with Hostess Brands, Inc. (Hostess), as the stalking horse bidder for certain Hostess bread assets. One of the agreements provided for the purchase by the company of Hostess *Wonder*, *Nature s Pride*, *Merita*, *Home Pride* and *Butternut* bread brands, 20 closed bakeries, and 38 depots (the Acquired Hostess Bread Assets) for a purchase price of $360.0 million. The company paid $18.0 million as a deposit for the Acquired Hostess Bread Assets during our quarter ended April 20, 2013. On July 19, 2013, the company completed the Acquired Hostess Bread Assets acquisition for a total cash payment of $355.3 million as a result of a purchase price adjustment related to the *Butternut* trademark. The company purchased 36 of the 38 depots included in the original bid. A second proposed Hostess bread asset purchase agreement provided for the purchase of the *Beefsteak* brand for $30.0 million. This second agreement was topped by another bidder and the agreement terminated. In connection with this termination we received a break-up fee of $0.9 million during the first quarter of 2013. For fiscal 2013, we incurred carrying costs of $10.6 million related to these acquired facilities, such as workforce-related costs, property taxes, utilities and depreciation, and these costs were primarily included in the materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately) line item in our Consolidated Statements of Income. We did not begin introducing the brands associated with the Acquired Hostess Bread Assets to the marketplace until near the end of the third quarter on September 23, 2013. The re-introduction of the brands will continue in fiscal 2014. Sales attributable to the Acquired Hostess Bread Assets are excluded from acquisition sales because these sales are not specific to any one particular production facility, the applicable products were off the market for approximately one year and the applicable sales are integrated within our DSD Segment.

***Sara Lee* California acquisition (2013)**

On February 23, 2013, the company completed its acquisition of certain assets and trademark licenses from BBU, Inc., a subsidiary of Grupo Bimbo (BBU), for a total cash payment of $50.0 million. The company acquired from BBU in the acquisition (1) perpetual, exclusive, and royalty-free licenses to the *Sara Lee* and *Earthgrains* brands for sliced breads, buns, and rolls in the state of California and (2) a closed bakery in Stockton, California. In addition, we received a perpetual, exclusive, and royalty-free license to the *Earthgrains* brand for a broad range of fresh bakery products in the Oklahoma City, Oklahoma, market area. The Oklahoma license purchase was completed during fiscal 2012 for an immaterial cost. We financed this acquisition with cash on hand and debt. We believe the California acquisition resulted in a bargain purchase because the Department of Justice (the DOJ) required BBU to divest these assets, which resulted in a more favorable price to us than would have normally resulted from a typical arms-length negotiation. Accordingly, the fair value of the assets acquired exceeded the consideration paid by approximately $50.1 million after tax. The company agreed to a $10.0 million escrow holdback provision as a part of the *Sara Lee* California acquisition. The escrow holdback is described in more detail in Note 7, *Acquisitions*.

Table of Contents

Lepage acquisition (2012)

In July 2012, we completed the acquisition of Lepage Bakeries and certain of its affiliated companies (Lepage), a strong regional baker that serves New England and New York. Lepage operates two bakeries in Maine and one in Vermont with fresh breads, buns, rolls, croissants, English muffins, and donuts. The acquisition extends Flowers Foods reach into New England and brings new brands (*Country Kitchen* and *Barowsky s*), products, and customers to strengthen our DSD Segment.

Tasty acquisition (2011)

In May 2011, the company acquired Tasty Baking Company (Tasty) to strengthen our position in the branded snack cake category and extend our DSD distribution into the Northeast. The *Tastykake* brand has been introduced through most of Flowers DSD territory and Flowers bread brands are being introduced into Tasty s core markets in the Mid-Atlantic states.

Expansion Markets

In 2011, we announced a specific market expansion goal: to serve a geographical area that includes at least 75% of the U.S. population by 2016 with our *Nature s Own* brand and other fresh DSD brands. At the end of 2013, we had expanded our population reach to more than 79%, moving into two states, and adding $159.6 million in annual sales in these expansion markets. Expansion markets are defined as new markets entered into within the last five years. We exceeded our goal by expanding the reach of our existing bakeries into new territories, building new bakeries, and merging with or acquiring independent bakers in strategic locations.

Our market expansion efforts are driven by our individual bakeries as they extend their service boundaries by serving new customers in territories adjacent to their current service areas. They accomplish this by partnering with retail and foodservice customers to serve new locations, adding our direct-store-distribution structure, and working to reach new customers in the targeted growth area.

Core Markets

Our strategy for growth in core markets includes introducing new products to serve both retail and foodservice customers. We have been successful in developing innovative products that gained consumer acceptance, as evidenced by reaching our goal of having new products comprise 3% to 8% of our sales growth for the last five years. A list of new products introduced in fiscal 2013 can be found below in the Brands & Products discussion.

In core markets, we also strive to enhance our customer base by reaching out to retailers or foodservice customers to offer additional products to those we currently serve and develop relationships with those who are potential customers.

Invest Wisely and Bake Smart

Throughout our history, we have devoted significant resources to automate our production facilities and improve our distribution capabilities. We believe these investments have made us one of the most efficient producers of packaged bakery products in the United States. We believe our capital investments yield valuable long-term benefits, such as more consistent product quality, highly sanitary processes, and greater production volume at a lower cost per unit.

From 2009 through 2013, we invested $416.1 million in capital projects. We believe this consistent, yearly investment in our bakeries has given us a competitive edge in the baking industry and we are committed to maintaining that advantage by continuing our investments in new technology and improved processes. In 2012, we announced a $31.0 million investment in our Oxford, Pennsylvania bakery to add bread production capacity. The new production capacity, which was completed in May 2013, is producing *Nature s Own* and *Wonder* breads for a six-state market area in the Northeast. We are currently evaluating the addition of a second production line to the Oxford bakery as part of our long-term growth plan, but the addition of this second line will depend on market demand for our products.

Table of Contents

On July 27, 2013, we completed the acquisition of certain assets related to a bun line in Modesto, California that will serve the California market. Also in 2013, we announced that we began production at our Henderson, Nevada bakery. This bakery was closed in November 2012 when Hostess began liquidation. This plant was included in the Acquired Hostess Bread Assets. This bakery will produce *Nature s Own* products for markets in southern Nevada and parts of California.

Through several decades, we have established a reciprocal baking system that allows us to move or shift production among our DSD Segment bakeries to ensure that we are able to meet current market needs, respond to extraordinary events (such as hurricanes or other natural disasters), and remain a low-cost producer and marketer of a full line of bakery products on a national and super-regional basis. We also use company-owned and leased warehouses and distribution centers located in geographic areas that allow for efficient movement of our products from bakery to market.

We believe our company also invests wisely and bakes smart by:

- Engaging in research and development activities that involve developing new products, improving the quality of existing products, and improving and automating production processes.
- Developing and evaluating new processing techniques for both current and proposed product lines.
- Improving our shipping and logistics. In 2009, we began to roll out a paperless, user-directed automated shipping system at our bakeries that uses barcode labels, displays, and door scanners. The system streamlines the finished goods product flow, provides for greater accountability of finished goods received and shipped, improves order fulfillment, and minimizes shortage costs. At the end of 2013, we had installed this automated shipping system in 22 of our bakeries. We intend to install this system in four additional locations during 2014.

Give Extraordinary Service

When it comes to our customers, our strategy is to go beyond the expected. We know that great service helps build strong relationships with our retail and foodservice customers. Our reputation for excellent service supports our sales growth in core markets and helps us as we move into new markets.

Our national accounts team for key customers supports bakery teams to build trade relationships at the corporate and local level. They are assisted by our business analysis and insights team that provides our trade partners with objective statistical data and creative ideas aimed at enhancing the overall bakery category. We also work with trade customers in other ways from web-based ordering to scan-based trading or pay-by-scan (PBS). In foodservice, we partner with national chains to develop customized bakery items that meet their specific needs.

Appreciate the Team

We strive to maintain good relationships and ongoing communications with all our team members. We are committed to equal employment opportunities, meeting all federal and state employment laws, and striving to respect the dignity of all our team members and associates. In addition, our subsidiaries provide:

- Fair and equitable compensation and a balanced program of benefits;
- Working conditions that promote employees health and safety;
- Training opportunities that encourage professional development; and

Ways for team members to discuss concerns through our open door policy and peer review program.

We employ approximately 10,500 people. Approximately 1,100 of these employees are covered by collective bargaining agreements. We believe that we have good relations with our employees.

Brands & Products

Nature s Own is the bestselling loaf bread in the U.S., in pounds, and dollars and its compound annual growth rate in sales since 2000 has been 14.5%. The *Nature s Own* sales, at retail, were $1,141.2 million for fiscal 2013.

During 2013, we introduced the following new products under this brand:

- *Nature s Own* Honey Oat 20 ounces
- *Nature s Own* Pumpkin Spice Breakfast Bread
- *Nature s Own* Pumpkin Spice Oatmeal Toasters,

We also introduced *Nature s Own* into the following new markets: Kansas City, Denver, New York, and Northern California. In addition to *Nature s Own*, our DSD Segment also markets, among others:

- We returned iconic bread brands to the market including *Wonder*, *Merita*, *Home Pride* and *Butternut*.
- In 2013, we added new items to the *Tastykake* lineup, including *Tastykake* Dreamies, Swirly Cupcakes, Bag Cinnamon Donuts, Six Count Cinnamon Rolls, Glazed Pies and *Tastykake Almond Joy Kandy Bar Kakes*. *Tastykake* continued expansion efforts into the west during 2013 and entered the Arizona and Nevada markets.
- In 2013, the *Tastykake* brand engaged in many new marketing efforts in order to reach todays modern consumer. These efforts included a new platform called milk media featuring branded milk gallons with *Tastykake* messaging and instant redeemable coupons, a mobile snaptag campaign, as well as a highly targeted sampling box program. *Tastykake* advertising also included high impact outdoor bulletins, free standing insert drops in thirty markets and traffic radio to ensure the brand gained maximum exposure among all consumer groups.
- Fresh packaged bakery products under store brands for retailers. While store branded products carry lower margins than our branded products, they allow us to effectively use available production and distribution capacity. Store branded product also helps the company expand our total retail shelf space.

Our Warehouse Segment markets a line of specialty breads and rolls under the *European Bakers* brand, proprietary breads, buns, and rolls for specific foodservice customers, and tortillas and tortilla chips under *Leo s Foods* and *Juarez*. Sales of our *Leo s Foods* and *Juarez* brands moved to our DSD Segment in 2014. This segment s snack cakes are sold under the *Mrs. Freshley s*, *Broad Street Bakery*, and store brands. Our Warehouse Segment products are distributed nationally through retail, foodservice and vending customer warehouses.

In 2013, we had the following initiatives for the *Mrs. Freshley* s brand:

- Revamped our package design with a fresh, clean look that has received extremely positive reception from the marketplace
- Introduced a new Chocolate Dreamie to our line of Crème filled Cakes.
- Introduced a new line of Cookie Bars and a Fruit & Yogurt Bar to our *Mrs. Freshley s* offering.

During 2013, we experienced great growth for our brand and focused on consumer and customer relations. We completed two sampling tours that covered seven major markets within the U.S. and visited 56 on-site customer locations.

During 2013, we spent $2.6 million in product development costs for new products and product enhancements.

Marketing

We support our key brands with a multi-million dollar advertising and marketing effort that reaches out to consumers through electronic and in-store coupons, social media (such as Facebook and Twitter), digital media (including e-newsletters to consumers), websites (our brand sites and third-party sites), event and sports marketing, on-package promotional offers and sweepstakes, and print advertising. When appropriate, we may join other sponsors with promotional tie-ins. We often focus marketing efforts on specific products and holidays, such as hamburger and hot dog bun sales during Memorial Day, the Fourth of July, and Labor Day.

Table of Contents

Customers

Our top 10 customers in fiscal 2013 accounted for 43.5% of sales. During 2013, our largest customer, Walmart/Sam s Club, represented 20.1% of the company s sales. The loss of, or a material negative change in our relationship with, Walmart/Sam s Club or any other major customer could have a material adverse effect on our business. Walmart was the only customer to account for 10.0% or more of our sales during 2013, 2012 and 2011.

Our fresh baked foods customers include mass merchandisers, supermarkets and other retailers, restaurants, quick-serve chains, food wholesalers, institutions, dollar stores, and vending companies. We also sell returned and surplus product through a system of discount bakery stores. The company currently operates approximately 270 such stores, and reported sales of $74.8 million during fiscal 2013 related to these outlets.

Our Warehouse Segment supplies national and regional restaurants, institutions and foodservice distributors, and retail in-store bakeries with frozen bakery products. It also sells packaged bakery products to wholesale distributors for ultimate sale to a wide variety of food outlets. It sells packaged bakery snack cakes primarily to customers who distribute the product nationwide through multiple channels of distribution, including mass merchandisers, supermarkets, vending outlets and convenience stores. In certain circumstances, we enter into co-packing arrangements with retail customers or other food companies, some of which are competitors.

Distribution

Distributing fresh bakery foods through a DSD system is a complex process. It involves determining appropriate order levels and delivering products from bakeries to independent distributors for sale and direct delivery to customer stores. Distributors are responsible for ordering products, stocking shelves, maintaining special displays, and visiting customers daily to ensure adequate inventory and removing unsold goods.

To get fresh bakery foods to market, we use a network of approximately 5,900 routes (or territories) to distribute certain Flowers DSD brands in specified geographic territories. The company has sold the majority of these territories to independent distributors under long-term financing arrangements. The independent distributor program is designed to provide retail and foodservice customers with superior service. Independent distributors, highly motivated by financial incentives from their territory ownership, strive to increase sales by offering outstanding service and merchandising. Independent distributors have the opportunity to benefit directly from the enhanced value of their territories resulting from higher branded sales volume.

The company has developed proprietary software on the hand-held computers that independent distributors use for daily ordering, transactions, and to manage their businesses. The company provides these hand-held computers to the independent distributors and charges them an administrative fee for their use. This fee reduces the company s selling, distribution and administrative expenses, and totaled $5.2 million in 2013, $4.9 million in 2012, and $4.6 million in 2011. Our proprietary software permits distributors to track and communicate inventory data to bakeries and to calculate recommended order levels based on historical sales data and recent trends. These orders are electronically transmitted to the appropriate bakery on a nightly basis. This system ensures that distributors have an adequate supply of the right mix of products to meet retail and foodservice customers immediate needs. We believe this system strives to minimize returns of unsold goods.

In addition to hand-held computers, we maintain an information technology (IT) platform that allows us to accurately track sales, product returns, and profitability by selling location, bakery, day, and other criteria. The system provides us with daily real-time, on-line access to sales and gross margin reports, allowing us to make prompt operational adjustments when appropriate. It also permits us to forecast sales and improve our in-store product ordering by customer. This IT platform is integral to our hand-held computers.

We also use PBS to track and monitor sales and inventories more effectively. PBS allows the independent distributors to bypass the often lengthy product check-in at retail stores, which gives them more time to service customers and merchandise products. PBS also benefits retailers, who only pay suppliers for what they actually sell, or what is scanned at checkout. During fiscal 2013 approximately $1,116.4 million of our DSD Segment sales came through our PBS system.

Table of Contents

Our Warehouse Segment distributes a portion of our packaged bakery snack products from a central distribution facility located near our Crossville, Tennessee snack cake bakery. We believe this centralized distribution method allows us to achieve both production and distribution efficiencies. Our snack cake bakeries operate what we believe are long, efficient production runs of a single product, which are then shipped to the central distribution facility. Products coming from different bakeries are then cross-docked and shipped directly to customers warehouses nationwide. Our frozen bread and roll products are shipped to various outside freezer facilities for distribution to our customers.

Intellectual Property

We own a number of trademarks, trade names, patents, and licenses. The company also sells products under franchised and licensed trademarks and trade names that it does not own. We consider all our trademarks and trade names important to our business since we use them to build strong brand awareness and consumer loyalty.

Raw Materials

Our primary baking ingredients are flour, sweeteners, and shortening. We also use paper products, such as corrugated cardboard, films and plastics to package our bakery foods. We strive to maintain diversified sources for all of our baking ingredients and packaging products.

In addition, we are dependent on natural gas as fuel for firing our ovens. Our independent distributors and third-party shipping companies use gasoline and diesel as fuel for their trucks.

As commodities, many of our baking ingredients are subject to periodic price fluctuations. Over the past six years the commodities market has been extremely volatile. Agricultural commodity prices reached all time highs in 2007 and have remained volatile every year since. We expect our commodity costs to be volatile in 2014. These costs fluctuate widely due to government policy and regulation, weather conditions, domestic and international demand, or other unforeseen circumstances. Our company enters into forward purchase agreements and derivative financial instruments to manage the impact of such volatility in raw material prices. Any decrease in the availability of these agreements and instruments could increase the price of these raw materials and significantly affect our earnings.

Regulations

As a producer and marketer of food items, our operations are subject to regulation by various federal governmental agencies, including the Food and Drug Administration, the Department of Agriculture, the Federal Trade Commission, the Environmental Protection Agency, and the Department of Commerce. We also are subject to the regulations of various state agencies, with respect to production processes, product quality, packaging, labeling, storage, distribution and local regulations regarding the licensing of plants and the enforcement of state standards and facility inspections. Under various statutes and regulations, these federal and state agencies prescribe requirements and establish standards for quality, purity, and labeling. Failure to comply with one or more regulatory requirements can result in a variety of sanctions, including monetary fines or compulsory withdrawal of products from store shelves.

Advertising of our businesses is subject to regulation by the Federal Trade Commission, and we are subject to certain health and safety regulations, including those issued under the Occupational Safety and Health Act.

The cost of compliance with such laws and regulations has not had a material adverse effect on the company s business. We believe that we are currently in material compliance with applicable federal, state and local laws and regulations.

Our operations, like those of similar businesses, are subject to various federal, state and local laws and regulations with respect to environmental matters, including air and water quality and underground fuel storage tanks, as well as other regulations intended to protect public health and the environment. The company is not a party to any material proceedings arising under these regulations. We believe compliance with existing environmental laws and regulations will not materially affect the Consolidated Financial Statements or the competitive position of the company. The company is currently in substantial compliance with all material environmental regulations affecting the company and its properties.

Competitive Overview

The U.S. market for fresh and frozen bakery products is estimated at $32.4 billion. This category is intensely competitive and underwent significant change in 2013. From a national standpoint, Flowers Foods is currently the number two company in the U.S. fresh baking industry based on market share.

At the start of 2012, the primary national competitors in the fresh bakery category included Grupo Bimbo S.A. de C.V./Bimbo Bakeries (Grupo Bimbo) (*Sara Lee*, *Arnold*, *Thomas*, *Entenmann s*), Hostess (*Wonder, Merita, Hostess*), and Campbell Soup Company (*Pepperidge Farm*). By the end of 2012, Hostess, which had been in bankruptcy for seven of the last eight years, ceased production and announced it would liquidate.

The current competitive landscape for breads and rolls in the U.S. baking industry now comprises Grupo Bimbo, Flowers Foods, and Campbell Soup Company on a national or super-regional scale, together with independent regional bakers, local bakeries, and retailer-owned bakeries. The company faces significant competition from store brands (also known as private label) and products produced by independent bakers. While store brand breads and rolls have been offered by food retailers for decades, food retailers have put more emphasis on store brand products with the entry of mass merchandisers like Walmart and the ongoing consolidation of traditional supermarkets into much larger regional operations. In general, the store brand share of the fresh bread aisle accounts for approximately 27% of the dollar sales and approximately 38% of unit sales.

There are a number of smaller regional bakers in the U.S. Some of these do not enjoy the competitive advantages of larger operations, including greater brand awareness and economies of scale in purchasing, distribution, production, information technology, advertising and marketing. However, size alone is not sufficient to ensure success in our industry.

Competition in the baking industry continues to be driven by a number of factors. These include the ability to serve consolidated and larger retail and foodservice customers, generational changes in family-owned businesses, and competitors promotional efforts on branded bread and store brands. Competition typically is based on product availability, product quality, brand loyalty, price, effective promotions, and the ability to target changing consumer preferences. Customer service, including frequent delivery to keep store shelves well-stocked, is an increasingly important competitive factor.

Competition for fresh packaged bakery snack products is based upon the ability to meet production and distribution demands of retail and vending customers at a competitive price. Primary national competitors for fresh packaged bakery snack products include Hostess Brands (a new and separate company formed by the outside investment group that purchased the *Hostess* cake brands), McKee Foods Corporation (*Little Debbie* and *Drake s*), Cloverhill Bakery and Grupo Bimbo.

Competitors for frozen bakery products include Alpha Baking Co., Inc., Rotella s Italian Bakery, United States Bakery, Turano Baking Company, and All Round Foods, Inc. Competition for frozen bakery products is based primarily on product quality and consistency, product variety and the ability to consistently meet production and distribution demands at a competitive price.

The company also faces competition from store brands that are produced both by us and our competitors. For several decades, store brand breads and rolls have been offered by food retail customers. Recently, food retailers have put more emphasis on store brand products, initiating a store brand push in such categories as chips and cereals. In general, the store brand share of the fresh bread aisle has remained relatively consistent.

Other Available Information

Throughout this Form 10-K, we incorporate by reference information from parts of other documents filed with the SEC. The SEC allows us to disclose important information by referring to it in this manner, and you should review this information in addition to the information contained in this report.

Table of Contents

Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and proxy statement for the annual shareholders meeting, as well as any amendments to those reports, are available free of charge through our web site as soon as reasonably practicable after we file them with the SEC. You can learn more about us by reviewing our SEC filings in the Investor Center on our web site at www.flowersfoods.com.

The SEC also maintains a web site at www.sec.gov that contains reports, proxy statements and other information about SEC registrants, including the company. You may also obtain these materials at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You can obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

The following corporate governance documents may be obtained free of charge through our website in the Corporate Governance section of the Investor Center tab or by sending a written request to Flowers Foods, Inc., 1919 Flowers Circle, Thomasville, GA 31757, Attention: Investor Relations.

- Board Committees
- Code of Business Conduct and Ethics
- Flowers Foods Employee Code of Conduct
- Disclosure Policy
- Corporate Governance Guidelines
- Stock Ownership Guidelines
- Audit Committee Charter
- Compensation Committee Charter
- Finance Committee Charter
- Nominating/Corporate Governance Committee Charter
- Flowers Foods Supplier Code of Conduct (This document is on our website in the Company Info tab)

Item 1A. ***Risk Factors***

You should carefully consider the risks described below, together with all of the other information included in this report, in considering our business and prospects. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties not presently known to us, or that we currently deem insignificant, may also impair our business operations. The occurrence of any of the following risks could harm our business, financial condition, liquidity or results of operations.

Economic conditions may negatively impact demand for our products, which could adversely impact our sales and operating profit.

The willingness of our customers and consumers to purchase our products depends in part on economic conditions. In recent years, economic conditions were significantly strained in the United States. Continuing or worsening economic challenges could have a negative impact on our business. Economic uncertainty may result in increased pressure to reduce the prices of some of our products, limit our ability to increase or maintain prices, and reduce sales of higher margin products or shift our product mix to low-margin products. If any of these events occurs, or if unfavorable economic conditions continue or worsen, our sales and profitability could be adversely affected.

Increases in costs and/or shortages of raw materials, fuels and utilities could adversely impact our profitability.

Commodities, such as flour, sweeteners, and shortening, which are used in our bakery products, are subject to price fluctuations. The cost of these inputs may fluctuate widely due to government policies and regulations, weather conditions, domestic and international demand, or other unforeseen circumstances. Any substantial change in the prices of raw materials may have an adverse impact on our profitability. We enter into forward purchase agreements and other derivative financial instruments from time to time to manage the impact of such volatility in raw materials prices; however, these strategies may not be adequate to overcome increases in market prices. Our failure to enter into effective hedging arrangements or any decrease in the availability or increase in the cost of these agreements and instruments could increase the price of these raw materials and significantly affect our earnings.

In addition, we are dependent upon natural gas or propane for firing ovens. Our independent distributors and third-party shipping companies are dependent upon gasoline and diesel for their vehicles. The cost of fuel may fluctuate widely due to economic and political conditions, government policy and regulation, war, or other unforeseen circumstances. Substantial future increases in prices for, or shortages of, these fuels could have a material adverse effect on our profitability, financial condition or results of operations. There can be no assurance that we can cover these cost increases through future pricing actions. Also, as a result of these pricing actions, consumers could purchase less or move from purchasing high-margin products to lower-margin products.

We may be adversely impacted if our information technology systems fail to perform adequately, including with respect to cybersecurity issues.

The efficient operation of our business depends on our information technology systems. We rely on our information technology systems to effectively manage our business data, communications, supply chain, order entry and fulfillment, and other business processes. The failure of our information technology systems (including those provided to us by third parties) to perform as we anticipate could disrupt our business and could result in billing, collecting, and ordering errors, processing inefficiencies, and the loss of sales and customers, causing our business and results of operations to suffer. In addition, our information technology systems may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, systems failures, security breaches or intrusions (including theft of customer, consumer or other confidential data), and viruses. Any such damage or interruption could have a material adverse effect on our business or financial results.

Competition could adversely impact revenues and profitability.

The United States bakery industry is highly competitive. Our principal competitors in these categories all have substantial financial, marketing, and other resources. In most product categories, we compete not only with other widely advertised branded products, but also with store branded products that are generally sold at lower prices. Competition is based on product availability, product quality, price, effective promotions, and the ability to target changing consumer preferences. We experience price pressure from time to time due to competitors promotional activity and other pricing efforts. This pricing pressure is particularly strong during adverse economic periods. Increased competition could result in reduced sales, margins, profits and market share.

We rely on several large customers for a significant portion of our sales and the loss of one of our large customers could adversely affect our financial condition and results of operations.

We have several large customers that account for a significant portion of our sales, and the loss of one of our large customers could adversely affect our results of operations. Our top ten customers accounted for 43.5% of our sales during fiscal 2013. Our largest customer, Walmart/Sam s Club, accounted for 20.1% of our sales during this period. These customers do not typically enter into long-term sales contracts, and instead make purchase decisions based on a combination of price, product quality, consumer demand, and customer service performance. At any time, they may use more of their shelf space, including space currently used for our products, for store branded products or for products from other suppliers. Additionally, our customers may face financial or other difficulties that may impact their operations and their purchases from us. If our sales to one or more of these customers are reduced, this reduction may adversely affect our business, financial condition or results of operations.

Table of Contents

We may be adversely impacted by the failure to successfully execute acquisitions and divestitures and integrate acquired operations.

From time to time, the company undertakes acquisitions or divestitures. In fiscal 2013, we acquired the Acquired Hostess Bread Assets, certain assets and the *Sara Lee* trademark licenses from BBU in California, and certain assets related to a bun line in Modesto, California. In fiscal 2012, we acquired the Lepage Bakeries and certain licenses to the *Earthgrains* brands. In fiscal 2011, we acquired Tasty Baking Company. The success of these acquisitions, or any other acquisition or divestiture depends on the company s ability to identify opportunities that help us meet our strategic objectives, consummate a transaction on favorable contractual terms, and achieve expected returns and other financial benefits.

Acquisitions, including our recent acquisitions, require us to efficiently integrate the acquired business or businesses, which involves a significant degree of difficulty, including the following:

- integrating the operations of the acquired businesses while carrying on the ongoing operations of the businesses we operated prior to the acquisitions;
- managing a significantly larger company than before consummation of the acquisitions;
- the possibility of faulty assumptions underlying our expectations regarding the integration process;
- coordinating a greater number of diverse businesses and businesses located in a greater number of geographic locations;
- integrating different business cultures;
- attracting and retaining the necessary personnel associated with the acquisitions;
- creating uniform standards, controls, procedures, policies and information systems and controlling the costs associated with such matters; and
- integrating information, purchasing, accounting, finance, sales, billing, payroll and regulatory compliance systems.

Divestitures have operational risks that may include impairment charges. Divestitures also present unique financial and operational risks, including diversion of management attention from the existing core business, separating personnel and financial data and other systems, and adverse effects on existing business relationships with suppliers and customers.

In situations where acquisitions or divestitures are not successfully implemented or completed, the company s business or financial results could be negatively impacted.

Consolidation in the retail and foodservice industries could affect our sales and profitability.

If our retail and foodservice customers continue to grow larger due to consolidation in their respective industries, they may demand lower pricing and increased promotional programs. Meeting these demands could adversely affect our sales and profitability.

Our large customers may impose requirements on us that may adversely affect our results of operations.

From time to time, our large customers may re-evaluate or refine their business practices and impose new or revised requirements on us and their other suppliers. The growth of large mass merchandisers, supercenters and dollar stores, together with changes in consumer shopping patterns, have produced large, sophisticated customers with increased buying power and negotiating strength. Current trends among retailers and foodservice customers include fostering high levels of competition among suppliers, demanding new products or increased promotional programs, requiring suppliers to maintain or reduce product prices, and requiring product delivery with shorter lead times. These business changes may involve inventory practices, logistics, or other aspects of the customer- supplier relationship. Compliance with requirements imposed by major customers may be costly and may have an adverse effect on our margins and profitability. However, if we fail to meet a significant customer s demands, we could lose that customer s business, which also could adversely affect our results of operations.

Table of Contents

Our inability to execute our business strategy could adversely affect our business.

We employ various operating strategies to maintain our position as one of the nation s leading producers and marketers of bakery products available to customers through multiple channels of distribution. If we are unsuccessful in implementing or executing one or more of these strategies, our business could be adversely affected.

Increases in employee and employee-related costs could have adverse effects on our profitability.

Pension, health care, and workers compensation costs are increasing and will likely continue to do so. Any substantial increase in pension, health care or workers compensation costs may have an adverse impact on our profitability. The company records pension costs and the liabilities related to its benefit plans based on actuarial valuations, which include key assumptions determined by management. Material changes in pension costs may occur in the future due to changes in these assumptions. Future annual amounts could be impacted by various factors, such as changes in the number of plan participants, changes in the discount rate, changes in the expected long-term rate of return, changes in the level of contributions to the plan, and other factors. In addition, legislation or regulations involving labor and employment and employee benefit plans (including employee health care benefits and costs) may impact our operational results.

We have risks related to our pension plans, which could impact the company s liquidity.

The company has trusteed, noncontributory defined benefit pension plans covering certain employees maintained under the U.S. Employee Retirement Income Security Act of 1974 (ERISA). The funding obligations for our pension plans are impacted by the performance of the financial markets, including the performance of our common stock, which comprises approximately 15.1% of all the pension plan assets as of December 28, 2013.

If the financial markets do not provide the long-term returns that are expected, the likelihood of the company being required to make larger contributions will increase which could impact our liquidity. The equity markets can be, and recently have been, very volatile, and therefore our estimate of future contribution requirements can change dramatically in relatively short periods of time. Similarly, changes in interest rates can impact our contribution requirements. In a low interest rate environment, the likelihood of larger required contributions increases. Adverse developments in any of these areas could adversely affect our financial condition, liquidity or results of operations.

A disruption in the operation of our DSD distribution system could negatively affect our results of operations, financial condition and cash flows.

We believe that our DSD distribution system is a significant competitive advantage. A material negative change in our relationship with the independent distributors, an adverse ruling by regulatory or governmental bodies regarding our independent distributorship program or an adverse judgment against the company for actions taken by the independent distributors could materially affect our financial condition, results of operations, and cash flows.

Disruption in our supply chain or distribution capabilities from political instability, armed hostilities, incidents of terrorism, natural disasters, weather or labor strikes could have an adverse effect on our business, financial condition and results of operations.

Our ability to make, move and sell products is critical to our success. Damage or disruption to our manufacturing or distribution capabilities, or the manufacturing or distribution capabilities of our suppliers due to weather, natural disaster, fire or explosion, terrorism, pandemics or labor strikes, could impair our ability to manufacture or sell our products. Moreover, terrorist activity, armed conflict, political instability or natural disasters that may occur within or outside the U.S. may disrupt manufacturing, labor, and other business operations. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, could adversely affect our business, financial conditions and results of operations.

Table of Contents

Inability to anticipate or respond to changes in consumer preferences may result in decreased demand for our products, which could have an adverse impact on our future growth and operating results.

Our success depends, in part, on our ability to respond to current market trends and to anticipate the tastes and dietary habits of consumers, including concerns of consumers regarding health and wellness, obesity, product attributes, and ingredients. Introduction of new products and product extensions requires significant development and marketing investment. If our products fail to meet consumer preferences, or we fail to introduce new and improved products on a timely basis, then the return on that investment will be less than anticipated and our strategy to grow sales and profits with investments in marketing and innovation will be less successful. If we fail to anticipate, identify, or react to changes in consumer preferences, or we fail to introduce new or improved products on a timely basis we could experience reduced demand for our products, which could in turn cause our operating results to suffer.

Future product recalls or safety concerns could adversely impact our results of operations.

We may be required to recall certain of our products should they be mislabeled, contaminated, spoiled, tampered with or damaged. We also may become involved in lawsuits and legal proceedings if it is alleged that the consumption of any of our products causes injury, illness or death. A product recall or an adverse result in any such litigation could have a material adverse effect on our operating and financial results, depending on the costs of the recall, the destruction of product inventory, competitive reaction and consumer attitudes. Even if a product liability or consumer fraud claim is unsuccessful or without merit, the negative publicity surrounding such assertions regarding our products could adversely affect our reputation and brand image. We also could be adversely affected if consumers in our principal markets lose confidence in the safety and quality of our products.

Government regulation could adversely impact our results of operations and financial condition.

As a producer and marketer of food items, our production processes, product quality, packaging, labeling, storage, and distribution are subject to regulation by various federal, state and local government entities and agencies. Failure to comply with, or violations of, the regulatory requirements of one or more of these agencies can result in a variety of sanctions, including monetary fines or compulsory withdrawal of products from store shelves, any of which could adversely affect our results of operations and financial condition.

Changes in or new interpretations of applicable laws or regulations involving government regulations to limit carbon dioxide and other greenhouse gas emissions may result in increased compliance costs, capital expenditures, and other financial obligations that could affect our profitability or impede the production or distribution of our products and have an adverse effect on our results of operations, liquidity and financial condition.

We use natural gas, diesel fuel, and electricity in the manufacturing and distribution of our products. Legislation or regulation affecting these inputs could materially affect our results of operations, liquidity and financial condition. Legislation designed to control emissions affecting climate change could affect our ability to procure our commodity needs at costs we currently experience and may require additional unplanned capital expenditures.

The costs of maintaining and enhancing the value and awareness of our brands are increasing, which could have an adverse impact on our revenues and profitability.

We rely on the success of our well-recognized brand names and we intend to maintain our strong brand recognition by continuing to devote resources to advertising, marketing and other brand building efforts. Brand value could diminish significantly due to a number of factors, including consumer perception that we have acted in an irresponsible manner, adverse publicity about our products (whether or not valid), our failure to maintain the quality of our products, the failure of our products to deliver consistently positive consumer experiences, or the products becoming unavailable to consumers. Our marketing investments may not prove successful in maintaining or increasing our market share. If we are not able to successfully maintain our brand recognition, our revenues and profitability could be adversely affected.

Table of Contents

Failure to maximize or to successfully assert our intellectual property rights could impact our competitiveness.

We rely on trademark, trade secret, patent and copyright laws to protect our intellectual property rights. We cannot be sure that these intellectual property rights will be maximized or that they can be successfully asserted. There is a risk that we will not be able to obtain and perfect our own or, where appropriate, license intellectual property rights necessary to support new product introductions. We cannot be sure that these rights, if obtained, will not be invalidated, circumvented or challenged in the future. Our failure to perfect or successfully assert our intellectual property rights could make us less competitive and could have an adverse effect on our business, operating results and financial condition.

Our articles of incorporation and bylaws, and Georgia law may inhibit a change in control that you may favor.

Our articles of incorporation and bylaws, and Georgia law contain provisions that may delay, deter or inhibit any possible future acquisition of our company if not approved by our Board of Directors. This could occur even if our shareholders are offered an attractive value for their shares or if a substantial number or even a majority of our shareholders believe the takeover is in their best interest. These provisions are intended to encourage any person interested in acquiring us to negotiate with and obtain the approval of our Board of Directors in connection with the transaction. Provisions in our organizational documents that could delay, deter or inhibit a future acquisition include the following:

- A classified Board of Directors;
- The requirement that our shareholders may only remove directors for cause;
- Specified requirements for calling special meetings of shareholders;
- The ability to issue preferred stock, which would be issued with voting, liquidation, dividend and other rights superior to our common stock; and
- The ability of the Board of Directors to consider the interests of various constituencies, including our employees, customers, creditors, and the local community.

Our articles of incorporation also permit the Board of Directors to issue shares of preferred stock with such designations, powers, preferences and rights as it determines, without any further vote or action by our shareholders.

Executive Offices

The address and telephone number of our principal executive offices are 1919 Flowers Circle, Thomasville, Georgia 31757, (229) 226-9110.

Executive Officers of Flowers Foods

The following table sets forth certain information regarding the persons who currently serve as the executive officers of Flowers Foods. Our Board of Directors elects our Executive Chairman of the Board for a one-year term. The Board of Directors has granted the Executive Chairman of the Board the authority to appoint the executive officers to hold office until they resign or are removed.

Table of Contents

EXECUTIVE OFFICERS

Name, Age and Office	Business Experience
George E. Deese Age 67 Executive Chairman of the Board	On February 15, 2013, the company announced that Mr. Deese was elected executive chairman of the board effective May 22, 2013. Mr. Deese was Chairman of the Board and Chief Executive Officer of Flowers Foods from January 2010 to May 22, 2013. Mr. Deese previously served as Chairman of the Board, President and Chief Executive Officer of Flowers Foods from January 2006 to January 2010 and as President and Chief Executive Officer of Flowers Foods from January 2004 to January 2006. Prior to that he served as President and Chief Operating Officer of Flowers Foods from May 2002 until January 2004. Mr. Deese also served as President and Chief Operating Officer of Flowers Bakeries from January 1997 until May 2002, President and Chief Operating Officer, Baked Products Group of Flowers Industries from 1983 to January 1997, Regional Vice President, Baked Products Group of Flowers Industries from 1981 to 1983 and President of Atlanta Baking Company from 1980 to 1981.
Allen L. Shiver Age 58 President and Chief Executive Officer	On February 15, 2013, the company announced that Mr. Shiver was elected president and chief executive officer effective May 22, 2013. Mr. Shiver was President of Flowers Foods from January 2010 to May 22, 2013. Mr. Shiver previously served as Executive Vice President and Chief Marketing Officer of Flowers Foods from May 2008 to January 2010. He previously served as President and Chief Operating Officer of the warehouse delivery segment from April 2003 until May 2008. Prior to that, he served as President and Chief Operating Officer of Flowers Snack from July 2002 until April 2003. Prior to that Mr. Shiver served as Executive Vice President of Flowers Bakeries from 1998 until 2002, as a Regional Vice President of Flowers Bakeries in 1998 and as President of Flowers Baking Company of Villa Rica from 1995 until 1998. Prior to that time, Mr. Shiver served in various sales and marketing positions at Flowers Bakeries.
R. Steve Kinsey Age 53 Executive Vice President and Chief Financial Officer	Mr. Kinsey has been Executive Vice President and Chief Financial Officer of Flowers Foods since May 2008. Mr. Kinsey previously served as Senior Vice President and Chief Financial Officer of Flowers Foods from September 2007 to May 2008. Prior to that he served as Vice President and Corporate Controller of Flowers Foods from 2002 to 2007. Prior to that he served as Director of Tax of Flowers Foods from 2001 to 2002 and at Flowers Industries from 1998 to 2001. Mr. Kinsey served as Tax Manager of Flowers Industries from 1994 to 1998. Mr. Kinsey joined the company in 1989 as a Tax Associate.
Gene D. Lord Age 66 Executive Vice President and Chief Operating Officer	Mr. Lord has been Executive Vice President and Chief Operating Officer of Flowers Foods since May 2008. Mr. Lord previously served as President and Chief Operating Officer of the DSD Segment from July 2002 to May 2008. Prior to that, he served as a Regional Vice President of Flowers Bakeries from January 1997 until July 2002. Prior to that, he served as Regional Vice President, Baked Products Group of Flowers Industries from May 1987 until January 1997 and as President of Atlanta Baking Company from February 1981 until May 1987. Prior to that time, Mr. Lord served in various sales positions at Flowers Bakeries.

Table of Contents

Name, Age and Office	Business Experience
Stephen R. Avera Age 57 Executive Vice President, Secretary and General Counsel	Mr. Avera has been Executive Vice President, Secretary and General Counsel of Flowers Foods since May 2008. Mr. Avera previously served as Senior Vice President, Secretary and General Counsel of Flowers Foods from September 2004 to May 2008. Prior to that, he served as Secretary and General Counsel from February 2002 until September 2004. He also served as Vice President and General Counsel of Flowers Bakeries from July 1998 to February 2002. Mr. Avera also previously served as an Associate and Assistant General Counsel of Flowers Industries from February 1986 to July 1998.
Michael A. Beaty Age 63 Executive Vice President of Supply Chain	Mr. Beaty has been Executive Vice President of Supply Chain of Flowers Foods since May 2008. Mr. Beaty previously served as Senior Vice President-Supply Chain of Flowers Foods from September 2002 to May 2008. Prior to that, he served as Senior Vice President of Bakery Operations of Flowers Bakeries from September 1994 until September 2002. He also served as Vice President of Manufacturing of Flowers Bakeries from February 1987 until September 1994. Prior to that time, Mr. Beaty served in management positions at various Flowers Bakeries operations, including Vice President of Manufacturing, Executive Vice President and President of various Flowers operations from 1974 until 1987.
Marta Jones Turner Age 60 Executive Vice President of Corporate Relations	Ms. Jones Turner has been Executive Vice President of Corporate Relations of Flowers Foods since May 2008. Ms. Jones Turner previously served as Senior Vice President of Corporate Relations of Flowers Foods from July 2004 to May 2008. Prior to that, she served as Vice President of Communications and Investor Relations from November 2000 until July 2004. She also served as Vice President of Public Affairs of Flowers Industries from September 1997 until January 2000 and Director of Public Relations of Flowers Industries from 1985 until 1997. Ms. Jones Turner joined the company in 1978.
Karyl H. Lauder Age 57 Senior Vice President and Chief Accounting Officer	Ms. Lauder has been Senior Vice President and Chief Accounting Officer of Flowers Foods since May 2008. Ms. Lauder previously served as Vice President and Chief Accounting Officer of Flowers Foods from September 2007 to May 2008. Ms. Lauder previously served as Vice President and Operations Controller of Flowers Foods from 2003 to 2007. Prior to that she served as Division Controller for Flowers Bakeries Group from 1997 to 2003. Prior to that, Ms. Lauder served as a Regional Controller for Flowers Bakeries after serving as Controller and in other accounting supervisory positions at various plant locations since 1978.
Bradley K. Alexander Age 55 President, Flowers Bakeries	Mr. Alexander has been President of Flowers Bakeries since May 2008. Mr. Alexander previously served as a Regional Vice President of Flowers Bakeries from 2003 until May 2008. Prior to that, he served in various sales, marketing and operational positions since joining the company in 1981, including bakery president and Senior Vice President of Sales and Marketing.
Donald A. Thriffiley, Jr. Age 60 Senior Vice President of Human Resources	Mr. Thriffiley has been Senior Vice President of Human Resources for Flowers Foods since May 2008 and will retire in March 2014. Mr. Thriffiley previously served as Vice President of Human Resources from 2002 to 2008. Prior to that, Mr. Thriffiley served as Director of Human Resources for Flowers Bakeries and in other human resources positions since joining the company in 1977.

Table of Contents

Name, Age and Office	Business Experience
H. Mark Courtney Age 53 Senior Vice President of Sales and Marketing	Mr. Courtney has been Senior Vice President of Sales and Marketing of Flowers Bakeries since January of 2010. He previously served as Senior Vice President of Sales from April 2008 until January 2010. Prior to that, Mr. Courtney served in various sales, marketing, and operations positions, including Executive Vice President of Flowers Snack Group. Mr. Courtney joined the company in 1983.
David A. Hubbard Age 44 Senior Vice President and Chief Information Officer	Mr. Hubbard has been Senior Vice President and Chief Information Officer of Flowers Foods since December 2012. Prior to that he served as Vice President and Chief Information Officer from October 2011 to December of 2012. He previously served as Vice President, IT Technology and Development in 2011. Prior to that Mr. Hubbard was the IT Director, SAP Technology and eBusiness from 2003 through early 2011.
Tonja Taylor Age 54 Senior Vice President of Human Resources	Ms. Taylor has been Senior Vice President of Human Resources for Flowers Foods since September 2013. Prior to that, she served as Vice President of Human Resources from 2008 until September 2013. Ms. Taylor began her career with Flowers in 1999 as Change Management Coordinator for a key information technology initiative. She joined the corporate Human Resources team in 2000 and served in various postions including Manager of Organizational Development, Director of Organizational Development, and Managing Director of Human Resources.
Dan W. Stone Age 57 Senior Vice President of Logistics and Chief Integration Officer	Mr. Stone has been Senior Vice President of Logistics and Chief Integration Officer for Flowers Foods since January 2014. Mr. Stone previously served as Vice President of Logistics and Supply Chain Services from 2005 to 2014, and as Vice President of Purchasing from 2001 to 2005. Prior to that, Mr. Stone served as Director of Purchasing from 1997 to 2001. From 1995 to mid 1997, Mr. Stone served as Division Controller for Flowers Bakeries after serving as Regional Controller from 1990 to 1995. Prior to that he served in several management positions including Executive Vice President of Operations and Controller at various plant locations since joining the company in 1979.

Table of Contents

Item 1B. ***Unresolved Staff Comments.***
None

Item 2. ***Properties***
The company currently operates 46 bakeries, of which 44 are owned and two are leased, and one mix plant. We believe our properties are in good condition, well maintained, and sufficient for our present operations. During fiscal 2013, DSD Segment facilities taken as a whole, operated moderately above capacity and Warehouse Segment facilities operated moderately below capacity. Our production plant locations are:

DSD Segment	
Birmingham, Alabama	New Orleans, Louisiana
Opelika, Alabama	Lewiston, Maine(2)
Tuscaloosa, Alabama	Henderson, Nevada
Phoenix, Arizona	Goldsboro, North Carolina
Tolleson, Arizona	Jamestown, North Carolina
Batesville, Arkansas	Newton, North Carolina
Modesto, California (Leased)	Philadelphia, Pennsylvania (Leased)
Bradenton, Florida	Oxford, Pennsylvania
Jacksonville, Florida	Morristown, Tennessee
Lakeland, Florida	Denton, Texas
Miami, Florida	El Paso, Texas
Atlanta, Georgia	Ft. Worth, Texas
Savannah, Georgia	Houston, Texas(2)
Thomasville, Georgia	San Antonio, Texas
Villa Rica, Georgia	Tyler, Texas
Bardstown, Kentucky	Brattleboro, Vermont
Baton Rouge, Louisiana	Lynchburg, Virginia
Lafayette, Louisiana	Norfolk, Virginia
Warehouse Segment	
Montgomery, Alabama	London, Kentucky
Texarkana, Arkansas	Winston-Salem, North Carolina
Suwanee, Georgia	Cleveland, Tennessee
Tucker, Georgia	Crossville, Tennessee
Cedar Rapids, Iowa (mix plant)	

In Thomasville, Georgia, the company leases properties that house its shared services center and information technology group, and owns its corporate headquarters facility.

Item 3. ***Legal Proceedings***
The company and its subsidiaries from time to time are parties to, or targets of, lawsuits, claims, investigations and proceedings, which are being handled and defended in the ordinary course of business. While the company is unable to predict the outcome of these matters, it believes, based upon currently available facts, that it is remote that the ultimate resolution of any such pending matters will have a material adverse effect on its overall financial condition, results of operations or cash flows in the future. However, adverse developments could negatively impact earnings in a particular future fiscal period.

Table of Contents

The company s facilities are subject to various federal, state and local laws and regulations regarding the discharge of material into the environment and the protection of the environment in other ways. The company is not a party to any material proceedings arising under these regulations. The company believes that compliance with existing environmental laws and regulations will not materially affect the consolidated financial condition, results of operations, cash flows or the competitive position of the company. The company is currently in substantial compliance with all material environmental regulations affecting the company and its properties.

Item 4. ***Mine Safety Disclosures***
Not Applicable

PART II

Item 5. ***Market for the Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***
Market Information

Shares of Flowers Foods common stock are quoted on the New York Stock Exchange under the symbol FLO. The following table sets forth quarterly dividend information and the high and low sale prices of the company s common stock on the New York Stock Exchange as reported in published sources.

	FY 2013			FY 2012		
	Market Price		Dividend	Market Price		Dividend
Quarter	**High**	**Low**		**High**	**Low**	
First	$ 22.11	$ 15.18	$ 0.1067	$ 14.31	$ 12.26	$ 0.1000
Second	$ 23.55	$ 21.60	$ 0.1125	$ 16.13	$ 12.93	$ 0.1067
Third	$ 24.50	$ 20.10	$ 0.1125	$ 14.73	$ 12.74	$ 0.1067
Fourth	$ 25.67	$ 20.58	$ 0.1125	$ 16.09	$ 12.31	$ 0.1067

Holders

As of February 13, 2014, there were approximately 3,817 holders of record of our common stock.

Stock Split

On May 22, 2013, the board of directors declared a 3-for-2 stock split of the company s common stock. The record date for the split was June 5, 2013, and new shares were issued on June 19, 2013. All share and per share information in this Form 10-K has been restated for all prior periods presented giving retroactive effect to the stock split.

Dividends

The payment of dividends is subject to the discretion of our Board of Directors. The Board of Directors bases its decisions regarding dividends on, among other things, general business conditions, our financial results, contractual, legal and regulatory restrictions regarding dividend payments and any other factors the Board may consider relevant.

Table of Contents

Securities Authorized for Issuance Under Equity Compensation Plans

The following chart sets forth the amounts of securities authorized for issuance under the company s compensation plans as of December 28, 2013.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a)) (c)
		(Amounts in thousands, except per share data)	
Equity compensation plans approved by security holders	8,112	$ 10.89	3,130
Equity compensation plans not approved by security holders			
Total	8,112	$ 10.89	3,130

Under the company s compensation plans the Board of Directors is authorized to grant a variety of stock-based awards, including stock options, restricted stock awards and deferred stock, to its directors and certain of its employees. The number of securities set forth in column (c) above reflects securities available for issuance as stock options, restricted stock and deferred stock under the company s compensation plans. The number of shares originally available under the compensation plans is 41,906,250 shares as approved by shareholder vote in 2009. See Note 15, *Stock-Based Compensation,* of Notes to Consolidated Financial Statements of this Form 10-K for additional information on equity compensation plans.

Purchases of Equity Securities by the Issuer and Affiliated

Our Board of Directors has approved a plan that authorizes share repurchases of up to 67.5 million shares of the company s common stock. Under the plan, the company may repurchase its common stock in open market or privately negotiated transactions at such times and at such prices as determined to be in the company s best interest. These purchases may be commenced or suspended without prior notice depending on then-existing business or market conditions and other factors. During the first quarter of fiscal 2013, 204,934 shares, at a cost of $3.8 million, of the company s common stock were purchased under the plan. No shares were purchased under the plan during the second or third quarter of fiscal 2013. During the fourth quarter of fiscal 2013, 231,000 shares, at a cost of $5.0 million, of the company s common stock were purchased. From the inception of the plan through December 28, 2013, 58.5 million shares, at a cost of $458.3 million, have been purchased.

The following chart sets forth the amounts of our common stock purchased by the company during the fourth quarter of fiscal 2013 under the stock repurchase plan.

Period	Total Number of Shares Purchased	Weighted Average Price Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plan or Programs
		(Amounts in thousands, except price data)		
October 6, 2013 November 2, 2013				9,190
November 3, 2013 November 30, 2013				9,190
December 1, 2013 December 28, 2013	231	$ 21.77	231	8,959

Total	231	$ 21.77	231

Table of Contents

Stock Performance Graph

The chart below is a comparison of the cumulative total return (assuming the reinvestment of all dividends paid) of our common stock, Standard & Poor s 500 Index, Standard & Poor s 500 Packaged Foods and Meats Index, and Standard & Poor s MidCap 400 Index for the period January 3, 2009 through December 27, 2013, the last trading day of our 2013 fiscal year.

Comparison of Cumulative Five Year Total Return

	January 3, 2009	January 2, 2010	January 1, 2011	December 31, 2011	December 29, 2012	December 28, 2013
FLOWERS FOODS INC	100.00	102.62	119.77	130.58	162.49	231.50
S&P 500 INDEX	100.00	122.60	141.07	144.05	164.33	220.39
S&P 500 PACKAGED FOODS & MEAT INDEX	100.00	115.63	134.55	157.68	172.03	226.41
S&P MIDCAP 400 INDEX	100.00	134.13	169.87	166.92	193.66	261.46

Companies in the S&P 500 Index, the S&P 500 Packaged Foods and Meats Index, and the S&P MidCap 400 Index are weighted by market capitalization and indexed to $100 at January 3, 2009. Flowers Foods share price is also indexed to $100 at January 3, 2009. These prices have been adjusted for stock splits.

22

Table of Contents

Item 6. *Selected Financial Data*

The selected consolidated historical financial data presented below as of and for the fiscal years 2013, 2012, 2011, 2010, and 2009 have been derived from the audited Consolidated Financial Statements of the company. The results of operations presented below are not necessarily indicative of results that may be expected for any future period and should be read in conjunction with *Management s Discussion and Analysis of Financial Condition and Results of Operations*, and our Consolidated Financial Statements and the accompanying Notes to Consolidated Financial Statements included in this Form 10-K.

	For the 52 Weeks Ended				
	December 28, 2013	**December 29, 2012**	**December 31, 2011**	**January 1, 2011**	**January 2, 2010**
	(Amounts in thousands, except per share data)				
Statement of Income Data:					
Sales	$ 3,751,005	$ 3,046,491	$ 2,773,356	$ 2,573,769	$ 2,600,849
Net income	$ 230,894	$ 136,121	$ 123,428	$ 137,047	$ 133,712
Net income attributable to noncontrolling interest					$ (3,415)
Net income attributable to Flowers Foods, Inc.	$ 230,894	$ 136,121	$ 123,428	$ 137,047	$ 130,297
Net income attributable to Flowers Foods, Inc. common shareholders per diluted share	$ 1.09	$ 0.66	$ 0.60	$ 0.66	$ 0.63
Cash dividends per common share	$ 0.444	$ 0.420	$ 0.389	$ 0.345	$ 0.300
Balance Sheet Data:					
Total assets	$ 2,504,014	$ 1,995,849	$ 1,553,998	$ 1,325,489	$ 1,351,442
Long-term debt and capital lease obligations	$ 892,478	$ 535,016	$ 283,406	$ 98,870	$ 225,905

Item 7. *Management s Discussion and Analysis of Financial Condition and Results of Operations*

The following discussion should be read in conjunction with the Selected Financial Data included herein and the Consolidated Financial Statements and accompanying Notes to Consolidated Financial Statements included in this Form 10-K. The following information contains forward-looking statements which involve certain risks and uncertainties. See Forward-Looking Statements.

Overview

Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is segregated into four sections, including:

Business description of our business. This includes discussion of our long-term strategic objectives, acquisitions, and the competitive environment.

Critical Accounting Estimates describes the accounting areas where management makes critical estimates to report our financial condition and results of operations.

Results of Operations an analysis of the company s consolidated results of operations for the three fiscal years presented in our Consolidated Financial Statements.

Liquidity and Capital Resources an analysis of cash flow, contractual obligations, and certain other matters affecting the company s financial position.

There were several significant events during fiscal 2013 that will provide additional context while reading this discussion. These events include:

Stock Split On May 22, 2013, the board of directors declared a 3-for-2 stock split of the company s common stock. The record date for the split was June 5, 2013, and new shares were issued on June 19, 2013. All share and per share information has been restated for all prior periods presented giving retroactive effect to the stock split.

Table of Contents

Sara Lee and Earthgrains Acquisition On February 23, 2013, the company completed its acquisition of certain assets and trademark licenses from BBU, Inc., a subsidiary of Grupo Bimbo (BBU) for a total cash payment of $50.0 million. The company acquired (1) perpetual, exclusive, and royalty-free licenses to the *Sara Lee* and *Earthgrains* brands for sliced breads, buns, and rolls in the state of California and (2) a closed bakery in Stockton, California. In addition, we received a perpetual, exclusive, and royalty-free license to the *Earthgrains* brand for a broad range of fresh bakery products in the Oklahoma City, Oklahoma, market area. The Oklahoma license purchase was completed during fiscal 2012 for an immaterial cost. We financed this acquisition with cash on hand and debt. We believe the California acquisition resulted in a bargain purchase because the Department of Justice (the DOJ) required BBU to divest these assets, which resulted in a more favorable price to us than would have normally resulted from a typical arms-length negotiation. Accordingly, the fair value of the assets acquired exceeded the consideration paid by approximately $50.1 million after tax. The company agreed to a $10.0 million escrow holdback provision as a part of the *Sara Lee* California acquisition. The escrow holdback is described in more detail in Note 7, *Acquisitions*. Subsequent to the acquisition, we developed distribution territories to sell to independent distributors who serve California. The territory development took place in several phases through fiscal 2013. The route development is described in more detail in Note 7, *Acquisitions*.

Acquired Hostess Bread Assets On January 11, 2013, the company announced that it had signed two asset purchase agreements with Hostess Brands, Inc. (Hostess), as the stalking horse bidder for certain Hostess assets. One of the agreements provided for the purchase by the company of Hostess *Wonder*, *Nature s Pride*, *Merita*, *Home Pride*, and *Butternut* bread brands, 20 closed bakeries, and 38 depots (the Acquired Hostess Bread Assets) for a purchase price of $360.0 million. The company paid $18.0 million as a deposit for the Acquired Hostess Bread Assets during our quarter ended April 20, 2013. On July 19, 2013, the company completed the Acquired Hostess Bread Assets acquisition for a total cash payment of $355.3 million as a result of a purchase price adjustment related to the *Butternut* trademark. The company purchased 36 of the 38 depots included in the original bid. A second proposed Hostess asset purchase agreement provided for the purchase of the *Beefsteak* brand for $30.0 million. This second agreement was topped by another bidder and the agreement terminated. In connection with this termination we received a break-up fee of $0.9 million during the first quarter of 2013. For fiscal 2013, we incurred carrying costs of $10.6 million related to these acquired facilities, such as workforce-related costs, property taxes, utilities, and depreciation, and these costs were primarily included in the materials, supplies, labor, and other production costs (exclusive of depreciation and amortization shown separately) line item in our Consolidated Statements of Income. We did not begin introducing the brands associated with the Acquired Hostess Bread Assets to the marketplace until near the end of the third quarter on September 23, 2013. The re-introduction of the brands will continue throughout fiscal 2014.

New Term Loan On April 5, 2013, we announced that we entered into a senior unsecured delayed-drawn term loan facility (new term loan) with a commitment of up to $300.0 million to finance a portion of the then pending acquisition of the Acquired Hostess Bread Assets and to pay certain acquisition-related costs and expenses. There were $1.7 million in financing fees associated with this new term loan, which includes a fee of 20 basis points on the daily undrawn portion from May 1, 2013 through the borrowing date of July 18, 2013. The company borrowed $300.0 million under the new term loan on July 18, 2013 to fund a portion of the purchase price for the acquisition of the Acquired Hostess Bread Assets.

Amendment to the Credit Facility and Term Loan On April 5, 2013, we announced that we amended our existing $500.0 million senior unsecured revolving credit facility (as amended, the credit facility) and existing unsecured term loan (as amended, the amended term loan). The amendments provided for less restrictive leverage ratios and certain more favorable covenant terms, updated the respective base agreements to address changes in law, and included applicable conforming changes in light of the new term loan. There were no costs associated with these amendments. We made a final payment of $16.9 million on the amended term loan, which repaid the amended term loan in full, on August 5, 2013.

Accounts Receivable Securitization facility On July 17, 2013, the company entered into an accounts receivable securitization facility (the facility). The facility provides the company up to $150.0 million in liquidity for a term of two years. Under the facility, a wholly-owned, bankruptcy-remote subsidiary purchases, on an ongoing basis, substantially all trade receivables. As borrowings are made under the facility the subsidiary pledges the receivables as collateral. In the event of liquidation of the subsidiary, its creditors would be entitled to satisfy their claims from the subsidiary s pledged receivables prior to distributions of collections to the company. We include the subsidiary in our Consolidated Financial Statements. The facility contains certain customary representations and warranties, affirmative and negative covenants, and events of default. As December 28, 2013, the company had $150.0 million outstanding under the facility. As of December 28, 2013, the company was in compliance with all restrictive financial covenants under the facility.

Business

Flowers is focused on opportunities for growth within the baked foods category and seeks to have its products available wherever baked foods are consumed whether in homes, restaurants, fast food outlets, institutions, or vending machines. The company has 46 bakery subsidiaries in 16 states that produce a wide range of breads, buns, rolls, snack cakes, and tortillas. These products are marketed fresh to more than 79% of the U.S. population or are sold fresh and frozen nationally.

Segments and Delivery Methods

The company has two business segments that reflect its two distinct methods of delivering products to market. Direct Store Delivery (DSD) Segment products are delivered fresh to customers through a network of independent distributors who are incentivized to grow sales and to build equity in their distributorships. The DSD Segment reaches 79% of the U.S. population with fresh bakery foods. The Warehouse Segment ships fresh and frozen products to customers warehouses nationwide. Customers then distribute these products to their depots, stores, or restaurants. Flowers bakeries fall into either the DSD or Warehouse Segment depending on the method of delivery used to sell their products.

The DSD Segment operates a highly involved system of reciprocal baking whereby each bakery has an assigned production mission to produce certain items for its own market as well as for other DSD bakeries markets. This system allows for long and efficient production runs that help the company maintain its position as a low-cost producer. Bakeries within regional networks exchange products overnight through a third-party transportation system so that at the beginning of each sales day every DSD Segment bakery has a full complement of fresh products for its independent distributors to provide to their retail and foodservice customers.

The company has invested significant capital in its bakeries for several decades to ensure its production is as efficient as possible, uses technology effectively, provides consistently excellent quality, and offers a good working environment for team members. In fiscal years 2013, 2012, and 2011, the company had capital expenditures of $99.2 million, $67.3 million, and $79.2 million, respectively.

Consumers and our product portfolio

The company recognizes the need to stay in touch with changing consumer trends regarding baked foods. As a result, ongoing research on consumer preferences is conducted and outside resources tapped to stay current on changing taste, flavor, texture, and shape trends in bakery products and food in general. Our marketing, quality assurance, and research and development teams collaborate regularly as new products are considered, developed, tested, and introduced.

Brands are important in the bakery category and the company has invested over several decades in its brand portfolio through advertising, promotion, and packaging. *Nature s Own*, introduced in 1977, was developed to address the developing trend of consumers demanding baked foods with a healthier profile. *Nature s Own*, from inception, offered baked foods with no artificial flavors, colors, or preservatives. The *Nature s Own* line-up now offers varieties with higher fiber and omega-3. In 2009, the company removed high fructose corn syrup from all *Nature s Own* products.

Table of Contents

On July 19, 2013 the company completed the acquisition of the Acquired Hostess Bread Assets. In September 2013, the *Wonder*, *Merita*, *Home Pride*, and *Butternut* brands, which had been off the market since Hostess declared bankruptcy in November 2012, were reintroduced into the market by the company. The brands were returned to markets where they were available before the company acquired the brands within our DSD market in the East, South, Southwest, and California. The acquired *Nature s Pride* brand has not been reintroduced to the market and we are still considering the future of this brand.

Snack cakes have been part of the company s product offerings since at least the early 1920s. In more recent years, snack cakes have been developed and introduced under several brands, such as *Blue Bird* and *Mrs. Freshley s*. On May 20, 2011, the company acquired Tasty Baking Co. (Tasty) and its extensive line of *Tastykake* branded snack cakes. The *Tastykake* brand adds an iconic snack cake brand to our brand portfolio. Since the acquisition of Tasty we have expanded the distribution of the *Tastykake* products into our core markets. We expect to continue to expand the *Tastykake* brand into any additional markets we enter over the next several years.

Strengths and core competencies

We aim to achieve consistent and sustainable growth in sales and earnings by focusing on improvements in the operating results of our existing bakeries and, after detailed analysis, acquiring companies and properties that add value to the company. We believe this strategy has resulted in consistent and sustainable growth that will continue to build value for our shareholders.

The company also is committed to maintaining a collaborative, in-house information technology team that meets all of our bakeries needs and maximizes efficiencies. The consumer packaged goods industry has used scan-based trading technology (referred to as pay by scan or PBS) over several years to share information between the supplier and retailer. An extension of this technology allows the retailer to pay the supplier when the consumer purchases the goods rather than at the time they are delivered to the retailer. In addition, PBS permits the manufacturer to more accurately track trends in product sales and manage inventory. In fiscal years 2013, 2012, and 2011, the company recorded $1,116.4 million, $863.4 million, and $821.0 million, respectively, in sales through PBS.

We regularly articulate our core business strategies to the investment community and internally to our team members, including long-term (five-year) goals. Compensation and bonus programs are linked to the company s long-term goals. The majority of our employees participate in an annual formula-driven, performance-based cash bonus program. In addition, certain employees participate in a long-term incentive program that provides performance-contingent common stock awards that generally vest over a two-year period. We believe these incentive programs provide both a short- and long-term goal for our most senior management team and aligns their interests with those of shareholders.

We believe our highly automated bakeries, with teams that focus on quality, bake products that meet consumers needs. We strive to maintain and exceed service levels for our customers, consumers, and suppliers. The design of our delivery systems and segments permits us to allocate management time and resources to meet marketplace expectations.

Competition and risks

In January 2012, Hostess filed for bankruptcy. By the end of 2012, Hostess, which had been in bankruptcy for seven of the last eight years, ceased production and announced it would liquidate. At that time, Hostess immediately stopped production and sold out their remaining inventory. They discontinued serving their customers by late November 2012. These events impacted the industry as Hostess sales shifted to other providers to meet marketplace needs. These providers included Flowers, Grupo Bimbo (with *Sara Lee*, *Arnolds*, *Thomas*, and *Entenmann s* brands), Campbell Soup Company (with the *Pepperidge Farm* brand), and smaller regional bakeries, retailer-owned bakeries, and store brands.

Sales are principally affected by pricing, quality, brand recognition, new product introductions, product line extensions, marketing, and service. Sales for fiscal 2013 increased 23.1% from fiscal 2012. As disclosed

Table of Contents

throughout this report, this increase was primarily due to volume increases resulting from the Hostess liquidation and, to a lesser extent, the Lepage acquisition in fiscal 2012, the *Sara Lee/Earthgrains* California acquisition in 2013, and the acquisition of the Acquired Hostess Bread Assets in 2013.

While we expect sales to grow, we cannot guarantee the level of such growth considering the current economic environment and competitive landscape in the baking industry. The baking industry will continue to see market fluctuations in the near-term as companies compete for market position in the wake of the Hostess bankruptcy.

Commodities, such as our baking ingredients, periodically experience price fluctuations, and, for that reason, we continually monitor the market for these commodities. The cost of these inputs may fluctuate widely due to government policy and regulation, weather conditions, domestic and international demand, or other unforeseen circumstances. We anticipate that our commodity costs will remain volatile in 2014. We enter into forward purchase agreements and other derivative financial instruments in an effort to manage the impact of such volatility in raw material prices. Any decrease in the availability of these agreements and instruments could increase the effective price of these raw materials to us and significantly affect our earnings.

Critical Accounting Estimates

Note 2, *Summary of Significant Accounting Policies,* of the Notes to Consolidated Financial Statements of this Form 10-K includes a summary of the significant accounting policies and methods used in the preparation of the company s Consolidated Financial Statements.

The company s discussion and analysis of its results of operations and financial condition are based upon the Consolidated Financial Statements of the company, which have been prepared in accordance with generally accepted accounting principles in the United States (GAAP). The preparation of these financial statements requires the company to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of the revenues, expenses, and cash flows during the reporting period. On an ongoing basis, the company evaluates its estimates, including those related to customer programs and incentives, bad debts, raw materials, inventories, long-lived assets, intangible assets, income taxes, restructuring, pensions and other post-retirement benefits, and contingencies and litigation. The company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The selection and disclosure of the company s critical accounting estimates have been discussed with the company s audit committee. The following is a review of the critical assumptions and estimates, and the accounting policies and methods listed below, which are used in the preparation of the Consolidated Financial Statements:

- revenue recognition;
- derivative instruments;
- valuation of long-lived assets, goodwill, and other intangible assets;
- self-insurance reserves;
- income tax expense and accruals;
- pension obligations; and

share-based payments.

Revenue Recognition. The company recognizes revenue from the sale of its products at the time of delivery when title and risk of loss pass to the customer. The company records both direct and estimated reductions to gross revenue for customer programs and incentive offerings at the time the incentive is offered or at the time of revenue recognition for the underlying transaction that results in progress by the customer towards earning the incentive. These allowances include price promotion discounts, coupons, customer rebates, cooperative advertising, and product returns. Price promotion discount expense is recorded as a reduction to gross sales when the discounted product is sold to the customer. Coupon expense estimates are calculated and recorded as a reduction to gross sales using the number of coupons dropped to consumers and the estimated redemption percentage and value, at the time the coupons are issued. Estimates for customer rebates assume that customers will meet the estimates of required quantities to qualify for payment and are recorded as a reduction to gross sales. Cooperative advertising expense is recorded as a reduction to gross sales based on our portion of the estimated advertising costs of the underlying program and are recognized at the time the advertising takes place. Product returns are recorded as a reduction to gross sales based on the actual returns in the week following the quarter end. If market conditions were to decline, the company may take actions to increase incentive offerings, possibly resulting in an incremental reduction of revenue.

The consumer packaged goods industry has used scan-based trading technology over several years to share information between the supplier and retailer. An extension of this technology allows the retailer to pay the supplier when the consumer purchases the goods rather than at the time they are delivered to the retailer. Consequently, revenue on these sales is not recognized until the product is purchased by the consumer. This technology is referred to as PBS. The company began a pilot program in fiscal 1999, working with certain retailers to develop the technology to execute PBS, and there has been a sharp increase in its use since that time. In fiscal 2013 the company recorded $1,116.4 million in sales through PBS. The company will continue to implement PBS technology for current PBS customers as they open new retail stores during 2014. In addition, new PBS customers will begin implementation during 2014. Revenue on PBS sales is recognized when the product is purchased by the end consumer because that is when title and risk of loss is transferred. Non-PBS sales are recognized when the product is delivered to the customer since that is when title and risk of loss is transferred.

Derivative Instruments. The company s cost of primary raw materials is highly correlated to certain commodities markets. Commodities, such as our baking ingredients, experience price fluctuations. If actual market conditions become significantly different than those anticipated, raw material prices could increase significantly, adversely affecting our results of operations. We enter into forward purchase agreements and other derivative financial instruments qualifying for hedge accounting to manage the impact of volatility in raw material prices. The company measures the fair value of its derivative portfolio using fair value as the price that would be received to sell an asset or paid to transfer a liability in the principal market for that asset or liability. When quoted market prices for identical assets or liabilities are not available, the company bases fair value on internally developed models that use current market observable inputs, such as exchange-quoted futures prices and yield curves.

Valuation of Long-Lived Assets, Goodwill and Other Intangible Assets. The company records an impairment charge to property, plant and equipment, goodwill and intangible assets in accordance with applicable accounting standards when, based on certain indicators of impairment, it believes such assets have experienced a decline in value that is other than temporary. Future adverse changes in market conditions or poor operating results of these underlying assets could result in losses or an inability to recover the carrying value of the asset that may not be reflected in the asset s current carrying value, thereby possibly requiring impairment charges in the future. Based on management s evaluation, no impairment charges relating to long-lived assets were recorded for fiscal years 2013, 2012 or 2011.

The company evaluates the recoverability of the carrying value of its goodwill on an annual basis or at a time when events occur that indicate the carrying value of the goodwill may be impaired using a two step process. We have elected not to perform the qualitative approach. The first step of this evaluation is performed by calculating the fair value of the business segment, or reporting unit, with which the goodwill is associated. Our reporting units are at the segment level. Each segment consists of several components. These components are aggregated by their respective delivery method into the warehouse delivery segment and DSD Segment. These segments rely on reciprocal baking among their components, cross-sells their products/brands within the segment, and utilize the same delivery method. Marketing, research and development and capital projects are measured at the segment level. We believe these factors support our reporting unit classifications. This fair value is compared to the carrying value of the reporting unit, and if less than the carrying value, the goodwill is measured for potential impairment under step two. Under step two of this calculation, goodwill is measured for potential impairment by comparing the implied fair value of the reporting unit s goodwill, determined in the same manner as a business combination, with the carrying amount of the goodwill.

Our annual evaluation of goodwill impairment requires management judgment and the use of estimates and assumptions to determine the fair value of our reporting units. Fair value is estimated using standard valuation methodologies incorporating market participant considerations and management s assumptions on revenue, revenue growth rates, operating margins, discount rates, and EBITDA (defined as earnings before interest, taxes, depreciation and amortization). Our estimates can significantly affect the outcome of the test. We perform the fair value assessment using the income and market approach. We use this data to complete a separate fair value analysis for each reporting unit. Changes in our forecasted operating results and other assumptions could materially affect these estimates. This test is performed in our fourth quarter unless circumstances require this analysis to be completed sooner. The income approach is tested using a sensitivity analysis to changes in the discount rate and yield a sufficient buffer to significant variances in our estimates. The estimated fair values of our reporting units exceeded our carrying values by at least $690 million in each reporting unit in fiscal 2013. Based on management s evaluation, no impairment charges relating to goodwill were recorded for the fiscal years 2013, 2012, or 2011.

In connection with acquisitions, the company has acquired trademarks, customer lists, and non-compete agreements, a portion of which are amortizable. The company evaluates these assets whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The undiscounted future cash flows of each intangible asset is compared to the carrying amount, and if less than the carrying value, the intangible asset is written down to the extent the carrying amount exceeds the fair value. The fair value is computed using the same approach described above for goodwill and includes the same risks and estimates. Based on management s evaluation, no impairment charges relating to amortizable intangible assets were recorded for the fiscal years 2013, 2012, or 2011.

The company also owns trademarks acquired in acquisitions that are indefinite-lived intangible assets not subject to amortization of $455.0 million. A total of $185.0 million of the trademarks were from the Lepage acquisition that occurred in July 2012. A total of $79.5 million and $189.0 million of the trademarks were from the *Sara Lee* California and the Acquired Hostess Bread Assets acquisitions in fiscal 2013. The company evaluates the recoverability by comparing the fair value to the carrying value of these intangible assets on an annual basis or at a time when events occur that indicate the carrying value may be impaired. In addition, the assets are evaluated to determine whether events and circumstances continue to support an indefinite-life. The fair value is compared to the carrying value of the intangible asset, and if less than the carrying value, the intangible asset is written down to fair value. The fair value is computed using the same approach described above for goodwill and includes the same risks and estimates. Based on management s evaluation, no impairment charges relating to intangible assets not subject to amortization were recorded for the fiscal years 2013, 2012, or 2011.

Self-Insurance Reserves. We are self-insured for various levels of general liability, auto liability, workers compensation, and employee medical and dental coverage. Insurance reserves are calculated on an undiscounted basis and are based on actual claim data and estimates of incurred but not reported claims developed utilizing historical claim trends. Projected settlements and incurred but not reported claims are estimated based on pending claims and historical trends and data. Though the company does not expect them to do so, actual settlements and claims could differ materially from those estimated. Material differences in actual settlements and claims could have an adverse effect on our financial condition and results of operations.

Income Tax Expense and Accruals. The annual tax rate is based on our income, statutory tax rates, and tax planning opportunities available to us in the various jurisdictions in which we operate. Changes in statutory rates and tax laws in jurisdictions in which we operate may have a material effect on the annual tax rate. The effect of these changes, if any, would be recognized when the change takes place.

Deferred income taxes arise from temporary differences between the tax and financial statement recognition of revenues and expenses. Our income tax expense, deferred tax assets and liabilities, and reserve for uncertain tax benefits reflect our best assessment of future taxes to be paid in the jurisdictions in which we operate. The company records a valuation allowance to reduce its deferred tax assets if we believe it is more likely than not that some or all of the deferred assets will not be realized. While the company considers future taxable income and ongoing prudent and feasible tax strategies in assessing the need for valuation allowance, if these estimates and assumptions change in the future, the company may be required to adjust its valuation allowance, which could result in a charge to, or an increase in, income in the period such determination is made.

Periodically, we face audits from federal and state tax authorities, which can result in challenges regarding the timing and amount of income or deductions. We provide reserves for potential exposures when we consider it more likely than not that a taxing authority may take a sustainable position on a matter contrary to our position. We evaluate these reserves on a quarterly basis to ensure that they have been appropriately adjusted for events, including audit settlements that may impact the ultimate payment of such potential exposures. While the ultimate outcome of audits cannot be predicted with certainty, we do not currently believe that future audits will have a material adverse effect on our consolidated financial condition or results of operations. The company is no longer subject to federal examination for years prior to 2010.

Pension Obligations. The company records pension costs and benefit obligations related to its defined benefit plans based on actuarial valuations. These valuations reflect key assumptions determined by management, including the discount rate and expected long-term rate of return on plan assets. The expected long-term rate of return assumption considers the asset mix of the plans portfolios, past performance of these assets, the anticipated future economic environment and long-term performance of individual asset classes, and other factors. Material changes in pension costs and in benefit obligations may occur in the future due to experiences different than assumed and changes in these assumptions. Future benefit obligations and annual pension costs could be impacted by changes in the discount rate, changes in the expected long-term rate of return, changes in the level of contributions to the plans, and other factors. Effective January 1, 2006, the company curtailed its largest defined benefit plan that covered the majority of its workforce. Benefits under this plan were frozen, and no future benefits will accrue under this plan. The company continues to maintain another defined benefit plan that covers a small number of union employees. Effective August 4, 2008, the company assumed sponsorship of two defined benefit plans as part of the ButterKrust acquisition. Benefits under these plans are frozen, and no future benefits will accrue under these plans. These plans were merged into the company s largest defined benefit plan at December 31, 2011. Effective May 20, 2011, the company assumed sponsorship of three defined benefit plans as part of the Tasty acquisition. Benefits under these plans are frozen, and no future benefits will accrue under these plans. Two of the Tasty defined benefit plans are nonqualified plans covering former employees and nonemployee directors. One of these nonqualified plans for nonemployee directors was terminated and all benefit obligations of the plan were settled effective December 31, 2011. The Tasty qualified defined benefit plan was merged into the company s largest defined benefit plan at December 31, 2012. The company recorded pension income of $1.7 million for fiscal 2013. We expect pension income of approximately $9.8 million for fiscal 2014.

A sensitivity analysis of fiscal 2013 pension costs on a pre-tax basis and year-end benefit obligations for our qualified plans is presented in the table below (amounts in thousands) to changes in the discount rate and expected long-term rate of return on plan assets (EROA):

Percentage increase (decrease)	**0.25% Discount Rate**	**(0.25%) Discount Rate**	**0.25% EROA**	**(0.25%) EROA**
Estimated change in FY 2013 pension costs	$ (135)	$ 128	$ (897)	$ 897
Estimated change in FY 2013 year-end benefit obligations	$ (13,261)	$ 13,924	N/A	N/A

The discount rate used by the company reflects rates at which pension benefits could be effectively settled. The company looks to rates of return on high-quality fixed income investments to determine its discount rate. The company uses a cash flow matching technique to select the discount rate. The expected cash flows of each pension plan are matched to a yield curve based on Aa-graded bonds available in the marketplace at the measurement date. A present value is developed, which is then used to develop a single equivalent discount rate.

In developing the expected long-term rate of return on plan assets at each measurement date, the company considers the plan assets historical actual returns, targeted asset allocations, and the anticipated future economic environment and long-term performance of individual asset classes, based on the company s investment strategy. While appropriate consideration is given to recent and historical investment performance, the assumption represents management s best estimate of the long-term prospective return. Based on these factors the long-term rate of return assumption for the plans was set at 8.0% for fiscal 2013, as compared with the average annual return on the plans assets over the past 15 years of approximately 7.4% (net of expenses). The expected long-term rate of return assumption is based on a target asset allocation of 40-60% equity securities, 10-40% fixed income securities, 0-25% real estate, 0-40% other diversifying strategies (including, absolute return funds, hedged equity funds, and guaranteed insurance contracts), and 0-25% short-term investments and cash. The company regularly reviews such allocations and periodically rebalances the plan assets to the targeted allocation when considered appropriate. Pension costs do not include an explicit expense assumption and the return on assets rate reflects the long-term expected return, net of expenses. For the details of our pension plan assets, see Note 18, *Postretirement Plans*, of Notes to Consolidated Financial Statements of this Form 10-K.

The company determines the fair value of substantially all of its plans assets utilizing market quotes rather than developing smoothed values, market related values, or other modeling techniques. Plan asset gains or losses in a given year are included with other actuarial gains and losses due to remeasurement of the plans projected benefit obligations (PBO). If the total unrecognized gain or loss exceeds 10% of the larger of (i) the PBO or (ii) the market value of plan assets, the excess of the total unrecognized gain or loss is amortized over the expected average future lifetime of participants in the frozen pension plans. The total unrecognized loss as of the fiscal 2013 measurement date of December 31, 2012 for the pension plans the company sponsors was $184.5 million. The total unrecognized loss as of the fiscal 2014 measurement date of December 31, 2013 for the pension plans the company sponsors was $87.6 million. The company uses a calendar year end for the measurement date since the plans are based on a calendar year and because it approximates the company s fiscal year end. Amortization of this unrecognized loss during fiscal 2014 is expected to be approximately $1.9 million. To the extent that this unrecognized loss is subsequently recognized, the loss will increase the company s pension costs in the future.

Stock-based compensation. Stock-based compensation expense for all share-based payment awards granted is determined based on the grant date fair value. The company recognizes these compensation costs net of an estimated forfeiture rate, and recognizes compensation cost only for those shares expected to vest on a straight-line basis over the requisite service period of the award, which is generally the vesting term of the share-based payment award.

Employee grants issued before fiscal 2012 included non-qualified stock options (NQSO) and performance-contingent stock awards (PSA). The NQSO were valued using a Black-Scholes option-pricing model. The inputs for the model include an expected life, risk-free rate, expected volatility, and dividend yield. The PSA incorporated a market and performance condition component. However, because of the market condition the expense amount would only change if we determined the performance condition was triggered. The performance condition was always satisfied and adjustments were never made. The market condition was dependent on certain market benchmarks but the expense for these awards never changed.

In fiscal 2012 and fiscal 2013 we granted PSA that separately have a market and performance condition. The expense computed for the total shareholder return shares (TSR) is fixed and recognized on a straight-line basis over the vesting period. The expense computed for the return on invested capital (ROIC) shares can change depending on the attainment of performance condition goals. The expense for the ROIC shares can be within a range of 0% to 125% of the target. There is a possibility that this expense component will change in subsequent quarters depending on how the company performs relative to the ROIC target.

On May 31, 2013, our Chief Executive Officer (CEO) received a time-based restricted stock award of approximately $1.3 million. This award will vest 100% on the fourth anniversary of the date of grant provided the CEO remains employed by the company during this time. This award is being expensed on a straight line basis over the four year vesting period.

Results of Operations

Matters Affecting Analysis

Reporting Periods. The company operates on a 52-53 week fiscal year ending the Saturday nearest December 31. Fiscal 2013, 2012 and 2011 consisted of 52 weeks. Fiscal 2014 will consist of 53 weeks.

Acquisitions described below.

Modesto, California acquisition (2013)

On July 27, 2013, the company completed the acquisition of certain assets related to a bun line in Modesto, California that will serve the California market for a total cash payment of $10.3 million. This acquisition is included in our DSD Segment and the total goodwill for this acquisition was $4.2 million.

Hostess specified assets acquisition (2013)

On January 11, 2013, the company announced that it had signed two asset purchase agreements with Hostess, as the stalking horse bidder for certain Hostess bread assets. One of the agreements provided for the purchase by the company of the Acquired Hostess Bread Assets for a purchase price of $360.0 million. The company paid $18.0 million as a deposit for the Acquired Hostess Assets during our quarter ended April 20, 2013. On July 19, 2013, the company completed the Acquired Hostess Assets acquisition for a total cash payment of $355.3 million as a result of a purchase price adjustment related to the *Butternut* trademark. The company purchased 36 of the 38 depots included in the original bid. A second proposed Hostess asset purchase agreement provided for the purchase of the *Beefsteak* brand for $30.0 million. This second agreement was topped by another bidder and the agreement terminated. In connection with this termination we received a break-up fee of $0.9 million during the first quarter of 2013. For fiscal 2013, we incurred carrying costs of $10.6 million related to these acquired facilities, such as workforce-related costs, property taxes, utilities, and depreciation, and these costs were primarily included in the materials, supplies, labor, and other production costs (exclusive of depreciation and amortization shown separately) line item in our Condensed Consolidated Statements of Income, however, we did not begin introducing the brands associated with the Acquired Hostess Bread Assets to the marketplace until near the end of the third quarter on September 23, 2013. The re-introduction of the brands will continue in fiscal 2014.

***Sara Lee* California acquisition (2013)**

In October 2012, Flowers announced an agreement to acquire from Grupo Bimbo, S.A.B. de C.V. (Grupo Bimbo) perpetual, exclusive, and royalty-free licenses to the *Sara Lee* and *Earthgrains* brands for sliced breads, buns, and rolls in the state of California, which together account for annual sales of approximately $134 million. In addition, Flowers received a perpetual, exclusive, and royalty-free license to the *Earthgrains* brand for a broad range of fresh bakery products in the Oklahoma City, Oklahoma, market area. The Oklahoma license purchase was completed during fiscal 2012 for an immaterial cost. On January 29, 2013, Grupo Bimbo filed a motion with the United States District Court for the District of Columbia seeking to suspend the California transaction pending a review by the United States Department of Justice of the company s proposed acquisition of certain assets and brands of Hostess Brands, Inc. On February 13, 2013, the court denied the motion.

On February 23, 2013, the company completed its acquisition of certain assets and trademark licenses from BBU, Inc., a subsidiary of Grupo Bimbo (BBU) for cash of $50.0 million. The company acquired (1) perpetual, exclusive, and royalty-free licenses to the *Sara Lee* and *Earthgrains* brands for sliced breads, buns, and rolls in the state of California and (2) a closed bakery in Stockton, California. We financed this acquisition with cash on hand and debt. We believe the California acquisition resulted in a bargain purchase because the Department of Justice (the DOJ) required BBU to divest these assets, which resulted in a more favorable price to us than would have normally resulted from a typical arms-length negotiation. Thus, the fair value of the assets acquired exceeded the consideration paid by approximately $50.1 million after tax. The company agreed to a $10.0 million escrow holdback provision as a part of the *Sara Lee* California acquisition. The escrow holdback is described in more detail in Note 7, *Acquisitions*.

Lepage acquisition (2012)

In July 2012, we completed the acquisition of Lepage Bakeries and certain of its affiliated companies (Lepage), a strong regional baker that serves New England and New York. Lepage operates two bakeries in Maine and one in Vermont with fresh breads, buns, rolls, croissants, English muffins, and donuts. The acquisition extends Flowers Foods reach into New England and brings new brands (*Country Kitchen* and *Barowsky s*), products, and customers to strengthen our DSD Segment. This acquisition provides a DSD platform to accelerate penetration of *Nature s Own* and *Tastykake* brands in the Northeast. During 2012, Lepage contributed sales of $80.7 million and income from operations of $12.4 million.

Tasty acquisition (2011)

In May 2011, the company acquired Tasty Baking Company (Tasty) to strengthen our position in the branded snack cake category and extend our DSD distribution into the Northeast. The *Tastykake* brand has been introduced through most of Flowers DSD territory and Flowers bread brands are being introduced into Tasty s core markets in the Mid-Atlantic states.

Table of Contents

The company s results of operations, expressed as a percentage of sales, are set forth below for fiscal 2013 and 2012 (by segment):

	Fiscal 2013	Fiscal 2012	Percentage of Sales Fiscal 2013	Percentage of Sales Fiscal 2012	Increase (Decrease) Dollars	Increase (Decrease) %
	(Amounts in thousands)				(Amounts in thousands)	
Sales						
DSD	$ 3,098,013	$ 2,508,856	82.6	82.4	$ 589,157	23.5
Warehouse	652,992	537,635	17.4	17.6	115,357	21.5
Total	$ 3,751,005	$ 3,046,491	100.0	100.0	$ 704,514	23.1
Materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately below)						
DSD(1)	$ 1,482,354	$ 1,218,053	47.8	48.6	$ 264,301	21.7
Warehouse(1)	489,867	399,757	75.0	74.4	90,110	22.5
Total	$ 1,972,221	$ 1,617,810	52.6	53.1	$ 354,411	21.9
Selling, distribution and administrative expenses						
DSD(1)	$ 1,214,407	$ 973,317	39.2	38.8	$ 241,090	24.8
Warehouse(1)	97,576	83,381	14.9	15.5	14,195	17.0
Corporate(2)	63,148	50,782			12,366	24.4
Total	$ 1,375,131	$ 1,107,480	36.7	36.4	$ 267,651	24.2
Depreciation and amortization						
DSD(1)	$ 100,792	$ 84,290	3.3	3.4	$ 16,502	19.6
Warehouse(1)	17,032	18,267	2.6	3.4	(1,235)	(6.8)
Corporate(2)	667	133			534	NM
Total	$ 118,491	$ 102,690	3.2	3.4	$ 15,801	15.4
Gain on acquisition						
DSD(1)	$ 50,071	$	1.6		$ 50,071	NM
Warehouse(1)						
Corporate(2)						
Total	$ 50,071	$	1.3		$ 50,071	NM
Income from operations						
DSD(1)	$ 350,531	$ 233,196	11.3	9.3	$ 117,335	50.3
Warehouse(1)	48,517	36,230	7.4	6.7	12,287	33.9
Corporate(2)	(63,815)	(50,915)			(12,900)	(25.3)
Total	$ 335,233	$ 218,511	8.9	7.2	$ 116,722	53.4
Interest expense, net	$ 12,860	$ 9,739	0.3	0.3	$ 3,121	32.0
Income taxes	$ 91,479	$ 72,651	2.4	2.4	$ 18,828	25.9
Net income	$ 230,894	$ 136,121	6.2	4.5	$ 94,773	69.6

1. As a percentage of revenue within the reporting segment.
2. The corporate segment has no revenues.

NM the computation is not meaningful

Table of Contents

The company s results of operations, expressed as a percentage of sales, are set forth below for fiscal 2012 and 2011 (by segment):

	Fiscal 2012	Fiscal 2011	Percentage of Sales Fiscal 2012	Percentage of Sales Fiscal 2011	Increase (Decrease) Dollars	Increase (Decrease) %
	(Amounts in thousands)				(Amounts in thousands)	
Sales						
DSD	$ 2,508,856	$ 2,265,244	82.4	81.7	$ 243,612	10.8
Warehouse	537,635	508,112	17.6	18.3	29,523	5.8
Total	$ 3,046,491	$ 2,773,356	100.0	100.0	$ 273,135	9.8
Materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately below)						
DSD(1)	$ 1,218,053	$ 1,090,941	48.6	48.2	$ 127,112	11.7
Warehouse(1)	399,757	382,260	74.4	75.2	17,497	4.6
Total	$ 1,617,810	$ 1,473,201	53.1	53.1	$ 144,609	9.8
Selling, distribution and administrative expenses						
DSD(1)	$ 973,317	$ 896,677	38.8	39.6	$ 76,640	8.5
Warehouse(1)	83,381	78,733	15.5	15.5	4,648	5.9
Corporate(2)	50,782	41,081			9,701	23.6
Total	$ 1,107,480	$ 1,016,491	36.4	36.7	$ 90,989	9.0
Depreciation and amortization						
DSD(1)	$ 84,290	$ 74,378	3.4	3.3	$ 9,912	13.3
Warehouse(1)	18,267	19,768	3.4	3.9	(1,501)	(7.6)
Corporate(2)	133	492			(359)	(73.0)
Total	$ 102,690	$ 94,638	3.4	3.4	$ 8,052	8.5
Income from operations						
DSD(1)	$ 233,196	$ 203,248	9.3	9.0	$ 29,948	14.7
Warehouse(1)	36,230	27,351	6.7	5.4	8,879	32.5
Corporate(2)	(50,915)	(41,573)			(9,342)	(22.5)
Total	$ 218,511	$ 189,026	7.2	6.8	$ 29,485	15.6
Interest (expense) income, net	$ (9,739)	$ 2,940	(0.3)	0.1	$ (12,679)	NM
Income taxes	$ 72,651	$ 68,538	2.4	2.5	$ 4,113	6.0
Net income	$ 136,121	$ 123,428	4.5	4.5	$ 12,693	10.3

1. As a percentage of revenue within the reporting segment.
2. The corporate segment has no revenues.

NM the computation is not meaningful

Table of Contents

Fifty-Two Weeks Ended December 28, 2013 Compared to Fifty-Two Weeks Ended December 29, 2012

Consolidated Sales

	For the 52 Weeks Ended December 28, 2013		For the 52 Weeks Ended December 29, 2012		% Increase (Decrease)
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	
Branded Retail	$ 2,046,916	54.6%	$ 1,590,726	52.2%	28.7%
Store Branded Retail	645,117	17.2	544,670	17.9	18.4%
Non-retail and Other	1,058,972	28.2	911,095	29.9	16.2%
Total	$ 3,751,005	100.0%	$ 3,046,491	100.0%	23.1%

The 23.1% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	**Favorable (Unfavorable)**
Pricing/Mix	0.1%
Volume	16.8%
Acquisitions (*Sara Lee* California and Lepage until cycled)	6.2%
Total Percentage Change in Sales	23.1%

Sales category discussion

Overall, sales increased due to significant volume increases, primarily associated with the Hostess liquidation, and the Lepage and *Sara Lee* California acquisitions. The increase in branded retail sales was due primarily to significant volume increases and the Lepage and *Sara Lee* California acquisitions. Significant increases in branded soft variety, snack cake, and white bread drove the increase and were primarily attributable to volume growth. The increase in store branded retail sales was due primarily to large volume increases and the Lepage acquisition contribution. Increases in the white bread, buns and rolls, and variety bread categories primarily drove these volume increases. The increase in non-retail and other sales was due to volume increases, largely foodservice and vending, and, to a lesser extent, the Lepage acquisition contribution, partially offset by price/mix declines. Sales from the Acquired Hostess Bread Assets are not included in the acquisition contribution.

DSD Segment Sales

	For the 52 Weeks Ended December 28, 2013		For the 52 Weeks Ended December 29, 2012		% Increase (Decrease)
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	
Branded Retail	$ 1,905,002	61.5%	$ 1,486,887	59.3%	28.1%
Store Branded Retail	504,587	16.3	426,771	17.0	18.2%
Non-retail and Other	688,424	22.2	595,198	23.7	15.7%
Total	$ 3,098,013	100.0%	$ 2,508,856	100.0%	23.5%

Table of Contents

The 23.5% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	Favorable
Pricing/Mix	2.6%
Volume	13.4%
Acquisitions (*Sara Lee* California and Lepage until cycled)	7.5%
Total Percentage Change in Sales	23.5%

Sales category discussion

Overall, sales increased due to significant volume increases, primarily associated with the Hostess liquidation, and the Lepage and *Sara Lee* California acquisitions. The increase in branded retail sales was due primarily to significant volume increases and the Lepage and *Sara Lee* California acquisitions. Increases in brand soft variety, brand white bread, and brand cake contributed the most growth and were attributable mainly to volume increases. The increase in store branded retail sales was due to volume increases and the Lepage acquisition. Increases in the white bread and buns and rolls categories primarily drove the volume increase. These increases were partially offset by certain store branded snack cake items that are now sold through our Warehouse Segment. This operational change negatively affected DSD Segment sales by approximately 1%. The increase in non-retail and other sales was due to volume increases and, to a lesser extent, the Lepage acquisition. Sales from the Acquired Hostess Bread Assets are not included in the acquisition contribution.

Warehouse Segment Sales

	For the 52 Weeks Ended December 28, 2013		For the 52 Weeks Ended December 29, 2012		% Increase (Decrease)
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	
Branded Retail	$ 141,914	21.7%	$ 103,839	19.3%	36.7%
Store Branded Retail	140,530	21.5	117,899	21.9	19.2%
Non-retail and Other	370,548	56.8	315,897	58.8	17.3%
Total	$ 652,992	100.0%	$ 537,635	100.0%	21.5%

The 21.5% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	(7.2)%
Volume	28.7%
Total Percentage Change in Sales	21.5%

Sales category discussion

The overall increase in sales was driven by significant volume increases, primarily associated with the Hostess liquidation, partially offset by price/mix decreases in foodservice. The increase in branded retail sales was primarily the result of significant increases in branded snack cake volume, partially offset by unfavorable price/mix. The increase in store branded retail sales was due to volume and price/mix increases. These increases were a result of approximately $27.2 million of store branded snack cake that were previously sold through our DSD Segment as discussed above. This operational change positively impacted Warehouse Segment sales by approximately 5%, increasing volume, but negatively impacting pricing/mix overall. The increase in non-retail and other sales, which include contract manufacturing, vending and foodservice was due to volume increases in vending and foodservice, partially offset by price/mix decreases in foodservice.

Table of Contents

Materials, Supplies, Labor, and Other Production Costs (exclusive of depreciation and amortization shown separately). The table below presents the significant components of materials, supplies, labor, and other production costs (exclusive of depreciation and amortization shown separately):

Line item component	FY 2013 % of sales	FY 2012 % of sales	Increase (Decrease) as a % of sales
Ingredients	26.8%	27.5%	(0.7)%
Workforce-related costs	13.1	13.8	(0.7)
Packaging	4.5	4.8	(0.3)
Utilities	1.5	1.7	(0.2)
Other	6.7	5.3	1.4
Total	52.6%	53.1%	(0.5)%

The overall decrease was attributed to significant volume increases, partially offset by higher ingredient prices, increased outside purchases of product, carrying costs associated with the Acquired Hostess Bread Asset s facilities, and decreased manufacturing efficiencies. Although ingredient prices rose, ingredient costs decreased as a percent of sales primarily due to increases in outside purchases of product (sales with no associated ingredient costs). The cost of these outside purchases is included in the other line item component. Workforce-related costs decreased as a percent of sales due to significant volume increases and higher sales of outside purchased products (sales with no associated workforce-related costs). Packaging decreased as a percent of sales mainly due to increases in outside purchases of product (sales with no associated packaging costs).

Commodities, such as our baking ingredients, periodically experience price fluctuations, and, for that reason, we continually monitor the market for these commodities. The commodities market continues to be volatile. Commodity prices increased in the second half of 2010. Since this time commodity prices have been very volatile. The cost of these inputs may fluctuate widely due to government policy and regulation, weather conditions, domestic and international demand, or other unforeseen circumstances. We enter into forward purchase agreements and other derivative financial instruments qualifying for hedge accounting to manage the impact of such volatility in raw materials prices. Any decrease in the availability of these agreements and instruments could increase the price of these raw materials and significantly affect our earnings.

The table below presents the significant components of materials, supplies, labor, and other production costs for the DSD Segment (exclusive of depreciation and amortization shown separately):

Line item component	FY 2013 % of sales	FY 2012 % of sales	Increase (Decrease) as a % of sales
Ingredients	23.5%	23.9%	(0.4)%
Workforce-related costs	11.2	11.7	(0.5)
Packaging	3.3	3.4	(0.1)
Utilities	1.4	1.5	(0.1)
Other	8.4	8.1	0.3
Total	47.8%	48.6%	(0.8)%

The overall DSD Segment improvement was due primarily to significant volume increases, partially offset by increased outside purchases of product, carrying costs associated with the Acquired Hostess Bread Asset s facilities, and decreased manufacturing efficiencies. The cost of the outside purchases is included in the other line item component. Increases in ingredient prices, primarily flour, were more than offset by increases in outside purchases of product (sales with no associated ingredient costs). Workforce-related costs decreased as a percent of sales due to significant volume increases and higher sales from outside purchased products (sales with no associated workforce-related costs).

38

Table of Contents

The table below presents the significant components of materials, supplies, labor and other production costs for the Warehouse Segment (exclusive of depreciation and amortization shown separately):

Line item component	FY 2013 % of sales	FY 2012 % of sales	Increase (Decrease) as a % of sales
Ingredients	42.0%	44.7%	(2.7)%
Workforce-related costs	22.1	23.8	(1.7)
Packaging	10.5	11.3	(0.8)
Utilities	1.9	2.2	(0.3)
Other	(1.5)	(7.6)	6.1
Total	75.0%	74.4%	0.6%

The Warehouse Segment decrease in ingredient and packaging costs as a percent of sales was from the sales transferred from our DSD Segment described above (sales with no associated ingredient or packaging costs). The effect of this transfer was a 220 basis point benefit to ingredient and packaging costs as a percent of sales. Excluding the effect of this sales transfer, the decrease in ingredients was primarily attributed to increases in outside purchases of product (sales with no associated ingredient costs) that are included in the other line item component in the above table. Although ingredient costs declined as a percent of sales, ingredient pricing increased. Significant increases in volume and the increase in sales of outside purchased product reduced workforce-related costs as a percent of sales (sales with no associated workforce-related costs). The increase in other costs was due primarily to increased outside purchases and the sales transfer from the DSD Segment to the Warehouse Segment discussed above.

Selling, Distribution and Administrative Expenses. The table below presents the significant components of selling, distribution and administrative expenses as a percent of sales:

Line item component	FY 2013 % of sales	FY 2012 % of sales	Increase (Decrease) as a % of sales
Workforce-related costs	17.6%	17.2%	0.4%
Distributor distribution fees	12.7	13.2	(0.5)
Other	6.4	6.0	0.4
Total	36.7%	36.4%	0.3%

The increase in workforce-related costs was primarily attributable to the Lepage and *Sara Lee* California acquisitions as they generally did not use independent distributors to deliver product for the majority of 2013. We transitioned the *Sara Lee* California and are transitioning the Lepage operations to the independent distributor model which will, over time, decrease the workforce-related costs and increase the distributor distribution fees. Acquisition-related costs were $17.8 million for fiscal 2013 compared to $9.6 million for fiscal 2012. These costs are included in the other line item component and were primarily for costs associated with the *Sara Lee* California acquisition and the acquisition of the Acquired Hostess Bread Assets, partially offset by costs incurred for the Lepage acquisition in the prior year.

The table below presents the significant components of our DSD Segment selling, distribution and administrative expenses as a percent of sales:

Line item component	FY 2013 % of sales	FY 2012 % of sales	Increase (Decrease) as a % of sales
Workforce-related costs	18.0%	17.3%	0.7%
Distributor distribution fees	15.4	16.0	(0.6)
Other	5.8	5.5	0.3

Total	39.2%	38.8%	0.4%

Table of Contents

The increase in workforce-related costs was primarily attributable to the Lepage and *Sara Lee* California acquisitions as they generally did not use independent distributors to deliver product for the majority of 2013. We transitioned the *Sara Lee* California and are transitioning the Lepage operations to the independent distributor model which will, over time, decrease the workforce-related costs and increase the distributor distribution fees. We incurred higher marketing expenses as a percent of sales for the Hostess Bread Brands reintroduction, new markets, and *Tastykake* and these costs are included in the other line item.

The table below presents the significant components of our Warehouse Segment selling, distribution and administrative expenses as a percent of sales:

Line item component	FY 2013 % of sales	FY 2012 % of sales	Increase (Decrease) as a % of sales
Workforce-related costs	9.0%	9.1%	(0.1)%
Freezer/storage rent	1.8	1.9	(0.1)
Distribution costs	0.8	1.1	(0.3)
Other	3.3	3.4	(0.1)
Total	14.9%	15.5%	(0.6)%

The Warehouse Segment selling, distribution and administrative expenses decreased as a percent of sales primarily due to decreases in distribution costs. These costs were lower because of higher sales volume which spread costs over a larger base.

Depreciation and Amortization. Depreciation and amortization expense increased due primarily to the Lepage acquisition, the Acquired Hostess Assets as well as other property, plant and equipment being placed in service.

The DSD Segment s depreciation and amortization expense increased primarily due to the Lepage acquisition, the Acquired Hostess Bread Assets as well as other property, plant and equipment being placed in service.

The Warehouse Segment depreciation and amortization expense decrease was the result of assets fully depreciated at the beginning of the year that did not impact the current year.

Gain on acquisition. On February 23, 2013 the company completed its acquisition of certain assets and trademark licenses from BBU for a cash purchase price of $50.0 million. The company acquired from BBU in the acquisition (1) perpetual, exclusive, and royalty-free licenses to the *Sara Lee* and *Earthgrains* brands for sliced breads, buns, and rolls in the state of California and (2) a closed bakery in Stockton, California. In addition, we received a perpetual, exclusive, and royalty-free license to the *Earthgrains* brand for a broad range of fresh bakery products in the Oklahoma City, Oklahoma, market area. The Oklahoma license purchase was completed during fiscal 2012 for an immaterial cost. We financed this transaction with cash on hand and available borrowings. We believe the California acquisition resulted in a bargain purchase because the DOJ required BBU to divest these assets, which resulted in a more favorable price to us than may have resulted from a typical arms-length negotiation. Accordingly, the fair value of the assets acquired exceeded the consideration paid by approximately $50.1 million after tax.

Income from operations. The table below summarizes the change in operating income by segment as a percent of sales:

Operating income (loss)	Increase (Decrease) Percentage
DSD	50.3%
Warehouse	33.9
Unallocated corporate	(25.3)
Consolidated	53.4%

Table of Contents

The increase in the DSD Segment income from operations was largely attributable to the gain on acquisition recorded for the *Sara Lee* California acquisition as discussed above. The gain on acquisition accounted for 21.5% of the DSD Segment increase in operating income. Excluding the gain on acquisition, the increase was 28.8% which was driven by significantly higher sales volumes and the Lepage acquisition, partially offset by the carrying costs associated with the closing of facilities included in the Acquired Hostess Bread Assets. The increase in the Warehouse Segment income from operations was primarily due to sales increases which were driven by higher volume as discussed above. The increase in unallocated corporate expenses was primarily due to $17.8 million of acquisition costs associated with the Acquired Hostess Bread Assets and *Sara Lee* California acquisitions partially offset by the prior year acquisition costs of $9.6 million.

Net Interest Expense. The increase resulted from higher interest expense on the securitization facility, new term loan, and credit facility due to borrowings made by the company during fiscal 2012 and fiscal 2013 primarily for the *Sara Lee* California and Acquired Hostess Bread Assets acquisitions.

Income Taxes. The effective tax rate for fiscal 2013 and fiscal 2012 was 28.4% and 34.8%, respectively. This decrease was driven by the gain on acquisition, which was recorded net of deferred taxes as a component of income before income taxes. The gain was treated as a permanent item in the tax provision, and favorably impacts the rate by approximately 5.2%. Discrete benefits recognized in the current period also contributed to the lower rate. The other significant differences in the effective rate and the statutory rate are state income taxes and the Section 199 qualifying production activities deduction.

Fifty-Two Weeks Ended December 29, 2012 Compared to Fifty-Two Weeks Ended December 31, 2011

Consolidated Sales

	For the 52 Weeks Ended December 29, 2012		For the 52 Weeks Ended December 31, 2011		% Increase (Decrease)
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	
Branded Retail	$ 1,590,726	52.2%	$ 1,421,229	51.3%	11.9%
Store Branded Retail	544,670	17.9	499,661	18.0	9.0%
Non-retail and Other	911,095	29.9	852,466	30.7	6.9%
Total	$ 3,046,491	100.0%	$ 2,773,356	100.0%	9.8%

The 9.8% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	1.5%
Volume	2.1%
Acquisitions	6.2%
Total Percentage Change in Sales	9.8%

Sales category discussion

Branded retail sales increased primarily due to the Tasty and Lepage acquisitions, as well as increased volume in soft variety and multi-pak cake. Competitive pricing and heavy promotional activity partially offset these increases. The increase in store branded retail was due to the acquisitions and to a lesser extent increased volume in store brand buns and rolls, partially offset by declines in store brand cake excluding acquisition contribution. The increase in non-retail and other sales was due to significant volume increases in all foodservice categories and the acquisition contribution.

Table of Contents

The DSD percentage increase compared to total sales is primarily due to the Tasty and Lepage acquisitions occurring in fiscal 2011 and 2012, respectively. This percentage should continue to increase into 2013 as the Lepage acquisition will include a full year of sales in the DSD Segment.

DSD Segment Sales

	For the 52 Weeks Ended December 29, 2012		For the 52 Weeks Ended December 31, 2011		% Increase (Decrease)
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	
Branded Retail	$ 1,486,887	59.3%	$ 1,326,992	58.6%	12.0%
Store Branded Retail	426,771	17.0	373,971	16.5	14.1%
Non-retail and Other	595,198	23.7	564,281	24.9	5.5%
Total	$ 2,508,856	100.0%	$ 2,265,244	100.0%	10.8%

The 10.8% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	1.6%
Volume	1.5%
Acquisitions	7.7%
Total Percentage Change in Sales	10.8%

Sales category discussion

Branded retail sales increased primarily due to the Tasty and Lepage acquisitions, as well as increased volume in soft variety and multi-pak cake. Competitive pricing and heavy promotional activity partially offset these increases. The increase in store branded retail was due to the acquisitions and to a lesser extent increased volume in store brand buns and rolls. The increase in non-retail and other sales was due to the acquisition contribution and volume increases in fast food and other restaurants.

Warehouse Segment Sales

	For the 52 Weeks Ended December 29, 2012		For the 52 Weeks Ended December 31, 2011		% Increase (Decrease)
	$ (Amounts in thousands)	%	$ (Amounts in thousands)	%	
Branded Retail	$ 103,839	19.3%	$ 94,237	18.5%	10.2%
Store Branded Retail	117,899	21.9	125,690	24.7	(6.2)%
Non-retail and Other	315,897	58.8	288,185	56.8	9.6%
Total	$ 537,635	100.0%	$ 508,112	100.0%	5.8%

The 5.8% increase in sales was attributable to the following:

Percentage Point Change in Sales Attributed to:	Favorable (Unfavorable)
Pricing/Mix	2.2%
Volume	3.6%
Total Percentage Change in Sales	5.8%

Table of Contents

Sales category discussion

The increase in branded retail sales was primarily due to volume increases in brand snack/dessert cake, multi-pak cake, and bakery deli. The decrease in store branded retail sales was primarily a shift from store brand cake to branded retail sales, partially offset by pricing/mix increases. The increase in non-retail and other sales was due to volume increases in foodservice which includes fast foods and vending, partially offset by pricing/mix declines.

Materials, Supplies, Labor and Other Production Costs (exclusive of depreciation and amortization shown separately). The table below presents the significant components of materials, supplies, labor and other production costs (exclusive of depreciation and amortization shown separately):

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Ingredients	27.5%	26.6%	0.9%
Workforce-related costs	13.8	14.2	(0.4)
Packaging	4.8	4.7	0.1
Utilities	1.7	1.9	(0.2)
Other	5.3	5.7	(0.4)
Total	53.1%	53.1%	0.0%

The ingredient costs increase as a percent of sales was from higher flour costs and to a lesser extent, higher shortening/oil and sweetener costs. Decreases in workforce-related costs and utilities as a percent of sales were from increased sales volume. Workforce-related costs and utilities did not increase incrementally with sales volume and these costs were spread over a larger sales base. Additionally, efficiency and scrap improvements helped offset the ingredient increases.

Commodities, such as our baking ingredients, periodically experience price fluctuations, and, for that reason, we continually monitor the market for these commodities. The commodities market continues to be volatile. Commodity prices increased in 2011 and 2012 and continued that trend into 2013. The cost of these inputs may fluctuate widely due to government policy and regulation, weather conditions, domestic and international demand or other unforeseen circumstances. We enter into forward purchase agreements and other derivative financial instruments to manage the impact of such volatility in raw material prices. Any decrease in the availability of these agreements and instruments could increase the price of these raw materials and significantly affect our earnings.

The table below presents the significant components of materials, supplies, labor and other production costs for the DSD Segment (exclusive of depreciation and amortization shown separately):

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Ingredients	23.9%	23.0%	0.9%
Workforce-related costs	11.7	11.9	(0.2)
Packaging	3.4	3.2	0.2
Utilities	1.5	1.7	(0.2)
Other	8.1	8.4	(0.3)
Total	48.6%	48.2%	0.4%

The DSD Segment increase in ingredient costs as a percent of sales was primarily from higher flour costs, and, to a lesser extent, higher sweetener and oil costs.

Table of Contents

The table below presents the significant components of materials, supplies, labor and other production costs for the Warehouse Segment (exclusive of depreciation and amortization shown separately):

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Ingredients	44.7%	43.1%	1.6%
Workforce-related costs	23.8	24.4	(0.6)
Packaging	11.3	11.5	(0.2)
Utilities	2.2	2.6	(0.4)
Other	(7.6)	(6.4)	(1.2)
Total	74.4%	75.2%	(0.8)%

The Warehouse Segment s increased ingredient costs as a percent of sales was from higher prices for flour, sugar, shortening/oil, and cocoa as well as higher volumes. Workforce-related costs, packaging, and utilities as a percent of sales decreased due to volume increases in fiscal 2012. The decrease in other costs was due primarily to decreased repairs and maintenance costs, and increased sales volumes which spread manufacturing costs over a larger sales base. As a result, additional overhead was covered in fiscal 2012 compared to fiscal 2011.

Selling, Distribution and Administrative Expenses. The table below presents the significant components of selling, distribution and administrative expenses as a percent of sales:

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Workforce-related costs	17.2%	17.4%	(0.2)%
Distributor distribution fees	13.2	13.4	(0.2)
Other	6.0	5.9	0.1
Total	36.4%	36.7%	(0.3)%

The decrease in workforce-related costs as a percent of sales was due to higher sales, partially offset by the increase related to Lepage discussed below. Distributor distribution fees decreased as a percent of sales due to the Lepage acquisition. Lepage generally distributes its products directly rather than via independent distributors. We do not expect this to continue as we began selling the Lepage territories to independent distributors in 2013 and will continue to do so in 2014. Once the distributor territories are sold the Lepage distributor distribution fees will be reflected here. Currently, the delivery costs for Lepage are recorded in the selling, distribution and administrative expenses line item as workforce-related costs because their delivery routes are generally all company owned and the employees who deliver their products are included in the workforce-related costs line item.

The table below presents the significant components of our DSD Segment selling, distribution and administrative expenses as a percent of sales:

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Workforce-related costs	17.3%	17.6%	(0.3)%
Distributor distribution fees	16.0	16.4	(0.4)
Other	5.5	5.6	(0.1)
Total	38.8%	39.6%	(0.8)%

The decrease in workforce-related costs as a percent of sales was due to higher sales volume which spread these costs over a higher sales base in fiscal 2012. Distributor distribution fees decreased due to the Lepage acquisition. Lepage generally distributes its products directly rather than via independent distributors. We do not

Table of Contents

expect this to continue as we began selling the Lepage territories to independent distributors in 2013 and will continue to do so in 2014. Once the distributor territories are sold the Lepage distributor distribution fees will be reflected here. Currently, the delivery costs for Lepage are recorded in the selling, distribution and administrative expenses line item as workforce-related costs.

The table below presents the significant components of our Warehouse Segment selling, distribution and administrative expenses as a percent of sales:

Line item component	FY 2012 % of sales	FY 2011 % of sales	Increase (Decrease) as a % of sales
Workforce-related costs	9.1%	9.7%	(0.6)%
Freezer/storage rent	1.9	1.9	
Distribution costs	1.1	0.5	0.6
Other	3.4	3.4	
Total	15.5%	15.5%	%

The decrease in workforce-related costs as a percent of sales was due to volume increases in fiscal 2012. The increase in distribution costs was from increased volume.

Depreciation and Amortization. Depreciation and amortization expense increased primarily due to the Lepage and Tasty acquisitions.

The DSD Segment depreciation and amortization expense increased primarily as the result of the Lepage and Tasty acquisitions.

The Warehouse Segment depreciation and amortization expense decrease was the result of assets fully depreciated at the beginning of the year that did not impact the current year.

Income from operations. The table below summarizes the change in operating income by segment as a percent of sales:

Operating income (loss)	Increase (Decrease) Percentage
DSD	14.7%
Warehouse	32.5
Unallocated corporate	(22.5)
Consolidated	15.6%

The increase in the DSD Segment income from operations was attributable to the Lepage and Tasty acquisitions and sales increases, partially offset by higher ingredient costs. The increase in the Warehouse Segment income from operations was primarily due to sales increases which were driven by higher volume as discussed above. The increase in unallocated corporate expenses was primarily due to higher acquisition costs associated with the Lepage acquisition that was completed in our third quarter of fiscal 2012 and higher workforce-related costs, partially offset by the prior year Tasty acquisition costs. Costs associated with the purchase of certain Hostess bread assets continued to negatively impact unallocated corporate expenses during 2013.

Net Interest Expense (Income). The decrease resulted from higher interest expense on the senior notes issued by the company during fiscal 2012 primarily to pay off credit facility draw downs used to purchase Tasty in 2011 and to purchase Lepage in 2012. It is expected that interest expense for the senior notes and the credit facility will exceed interest income on distributor notes into the foreseeable future.

Income Taxes. The effective tax rate for fiscal 2012 and fiscal 2011 was 34.8% and 35.7%, respectively. This decrease is primarily due to favorable discrete items recognized during the year. The difference in the

Table of Contents

effective rate and the statutory rate is primarily due to state income taxes and the Section 199 qualifying production activities deduction.

Liquidity and Capital Resources

Liquidity represents our ability to generate sufficient cash flows from operating activities to meet our obligations and commitments as well as our ability to obtain appropriate financing and to convert into cash those assets that are no longer required to meet existing strategic and financing objectives. Therefore, liquidity cannot be considered separately from capital resources that consist primarily of current and potentially available funds for use in achieving long-range business objectives. Currently, the company s liquidity needs arise primarily from working capital requirements and capital expenditures. The company s strategy for use of its cash flow includes paying dividends to shareholders, making acquisitions, growing internally, and repurchasing shares of its common stock, when appropriate.

The company leases certain property and equipment under various operating and capital lease arrangements. Most of the operating leases provide the company with the option, after the initial lease term, either to purchase the property at the then fair value or renew its lease at the then fair value. The capital leases provide the company with the option to purchase the property at a fixed price at the end of the lease term. The company believes the use of leases as a financing alternative places the company in a more favorable position to fulfill its long-term strategy for the use of its cash flow. See Note 11, *Debt, Lease and Other Commitments*, of Notes to Consolidated Financial Statements of this Form 10-K for detailed financial information regarding the company s lease arrangements.

Flowers Foods cash and cash equivalents were $8.5 million at December 28, 2013 as compared to $13.3 million at December 29, 2012. The cash and cash equivalents were derived from the activities presented in the table below (amounts in thousands):

Cash flow component	**Fiscal 2013**	**Fiscal 2012**	**Change**
Cash flows provided by operating activities	$ 270,484	$ 216,880	$ 53,604
Cash disbursed for investing activities	(502,885)	(385,437)	(117,448)
Cash provided by financing activities	227,656	174,049	53,607
Total change in cash	$ (4,745)	$ 5,492	$ (10,237)

Cash Flows Provided by Operating Activities. Net cash provided by operating activities included the following items for non-cash adjustments to net income (amounts in thousands):

	Fiscal 2013	**Fiscal 2012**	**Change**
Depreciation and amortization	$ 118,491	$ 102,690	$ 15,801
Stock-based compensation	15,943	10,116	5,827
Gain on acquisition	(50,071)		(50,071)
Loss (gain) reclassified from accumulated other comprehensive income to net income	27,055	17,272	9,783
Deferred income taxes	6,485	11,450	(4,965)
Provision for inventory obsolescence	1,210	947	263
Allowances for accounts receivable	4,110	1,991	2,119
Pension and postretirement plans expense	(2,041)	1,570	(3,611)
Other non-cash	(5,701)	(1,182)	(4,519)
Net non-cash adjustment to net income	$ 115,481	$ 144,854	$ (29,373)

Net cash used for working capital requirements and pension contributions included the following items (amounts in thousands):

	Fiscal 2013	Fiscal 2012	Change
Changes in accounts receivable, net	$ 1,114	$ (64,182)	$ 65,296
Changes in inventories, net	(10,708)	(13,366)	2,658
Changes in hedging activities, net	(39,325)	(1,850)	(37,475)
Changes in other assets, net	(22,151)	1,431	(23,582)
Changes in accounts payable, net	(702)	28,529	(29,231)
Changes in other accrued liabilities, net	10,699	3,486	7,213
Pension contributions	(14,818)	(18,143)	3,325
Net changes in working capital and pension contributions	$ (75,891)	$ (64,095)	$ (11,796)

The change in depreciation and amortization was primarily due to the Lepage, Acquired Hostess Bread Assets, and the *Sara Lee* California acquisitions. Depreciation and amortization increased $11.3 million for these acquisitions. The change in stock-based compensation was primarily because the 2012 long term incentive grant occurred in July 2012 and, therefore, was included in all of 2013, as opposed to only two quarters in 2012, and the significant increase of our stock price in this year. The stock-based compensation award in 2013 was on January 1, 2013 and was, therefore, included in the entire fiscal 2013. The provision of allowance for accounts receivable increased because sales increased by 12.6% in the fourth quarter of fiscal 2013. The sales increase affected the accounts receivable balance for sales that occurred in the quarter but which were not paid until 2014. The increase in inventory was because the company increased materials on hand to keep up with sales demand. The pension and postretirement plan expense decreased because the unfunded liability of the plans decreased from the prior year (requiring a smaller contribution in 2013 versus 2012). Other non-cash items include non-cash interest expense for the amortization of debt discounts and deferred financing costs and gains or losses on the sale of assets.

The changes in accounts receivable and inventories are described above and are due to sales increases. Hedging activities change from market movements that affect the fair value and required collateral of positions and the timing and recognition of deferred gains or losses. These changes will occur as part of our hedging program. The other assets and accrued liabilities changes are from changes in income tax receivable balances, deferred tax liabilities, accrued interest and accrued employee costs (including accrued compensation for our formula driven, performance-based cash bonus program). Note 9, *Other Current and Noncurrent Assets*, Note 10, *Other Accrued Liabilities*, and Note 19, *Income Taxes*, of Notes to Consolidated Financial Statements of this Form 10-K list material items for additional context to changes in working capital.

The company s derivative instruments contained no credit-risk-related contingent features at December 28, 2013. As of December 28, 2013, the company had $16.9 million recorded in other current assets, and on December 29, 2012, the company had $9.0 million recorded in other current assets representing collateral from or with counterparties for hedged positions.

In fiscal 2013, there were required pension contributions under the minimum funding requirements of ERISA and the Pension Protection Act of 2006 (PPA) to our qualified plans of $5.0 million and discretionary contributions of $9.8 million. In addition, there were $0.4 million in nonqualified pension benefits paid from corporate assets during fiscal 2013. Despite an average annual return on plan assets of 7.4% (net of expenses) over the last fifteen years, contributions in future years are expected to increase because of the significantly lower than expected asset returns during 2008 which have not fully recovered. During 2014, the company expects to contribute $13.0 million to our qualified pension plans and expects to pay $0.4 million in nonqualified pension benefits from corporate assets. The expected contributions to qualified pension plans represent the estimated minimum pension contributions required under ERISA and the PPA as well as discretionary contributions to avoid benefit restrictions. The company believes its cash flow and balance sheet will allow it to fund future pension needs without adversely affecting the business strategy of the company.

Table of Contents

During the first quarter of fiscal 2013, the company paid $23.7 million, including our share of employment taxes and deferred compensation contributions, relating to its formula-driven, performance-based cash bonus program. We paid $13.4 million during the first quarter of 2012 for the performance-based cash bonus program earned during fiscal 2011.

Cash Flows Disbursed for Investing Activities. The table below presents net cash disbursed for investing activites for fiscal 2013 and fiscal 2012 (amounts in thousands):

	Fiscal 2013	Fiscal 2012	Change
Purchase of property, plant, and equipment	$ (99,181)	$ (67,259)	$ (31,922)
Repurchase of independent distributor territories	(26,418)	(17,849)	(8,569)
Principal payments from notes receivable	21,596	16,498	5,098
Acquisition of businesses, net of cash acquired	(415,813)	(318,476)	(97,337)
Proceeds from sale of new distribution territories	13,965		13,965
Proceeds from sale of property, plant and equipment	2,966	1,301	1,665
Other investing activities		348	(348)
Net cash disbursed for investing activities	$ (502,885)	$ (385,437)	$ (117,448)

Net cash disbursed for investing activities included the *Sara Lee* California asset acquisition of $49.5 million in the first quarter of fiscal 2013. There was an additional $0.2 million paid for the final working capital adjustment for the Lepage acquisition during the second quarter of fiscal 2013. The Acquired Hostess Assets acquisition required approximately $337.0 million in cash when the acquisition closed on July 19, 2013. We previously paid $18.0 million as a deposit during the first quarter of fiscal 2013 that was applied to the purchase price of the Acquired Hostess Bread Assets acquisition at closing. An additional $0.3 million was paid for the Acquired Hostess Bread Assets shortly after closing. The acquisition was funded from cash on hand and drawings under the new term loan and the securitization facility. Capital expenditures for the DSD and Warehouse Segments were $80.5 million and $8.2 million, respectively. The company currently estimates capital expenditures of approximately $95.0 million to $100.0 million on a consolidated basis during fiscal 2014. The change in the distributor territories repurchased and the principal payments on notes receivable are due to the *Sara Lee* California acquisition distributor territory during fiscal 2013. Prior to the acquisition, Lepage generally did not use the independent distributor model to deliver their products. During the third quarter of fiscal 2013 we began to implement the independent distributor model at Lepage. We expect the implementation to cause changes to the amount outstanding under the distributor notes in fiscal 2014 and affect the principal payments received by us in the future.

Cash Flows Provided by Financing Activities. The table below presents net cash provided by financing activities for fiscal 2013 and fiscal 2012 (amounts in thousands):

	Fiscal 2013	Fiscal 2012	Change
Dividends paid, including dividends on share-based payment awards	$ (92,840)	$ (86,489)	$ (6,351)
Exercise of stock options, including windfall tax benefit	21,466	16,199	5,267
Payment of debt issuance costs and financing fees	(2,456)	(4,440)	1,984
Stock repurchases	(8,819)	(18,726)	9,907
Change in bank overdrafts	(499)	6,684	(7,183)
Net debt and capital lease obligations payments	310,856	260,821	50,035
Other	(52)		(52)
Net cash provided by financing activities	$ 227,656	$ 174,049	$ 53,607

Our annual dividend payout rate increased 5.4% from fiscal 2012 to fiscal 2013. The compound annual growth rate for our dividend payout rate from fiscal 2009 to fiscal 2013 was 11.0%. While there are no requirements to increase the dividend payout we have shown a recent historical trend to do so. Should this continue in the future we will have additional working capital needs to meet these expected payouts. Stock option exercises and the associated tax windfall benefit increased slightly. As of December 28, 2013, there were nonqualified stock option grants of 4,977,704 shares that were exercisable. These have a remaining contractual life of approximately 2.28 years and a weighted average exercise price of $10.91 per share. At this time, it is expected that these shares will be exercised before the contractual term expires and they may provide an increase to the cash provided by financing activities.

Stock repurchase decisions are made based on our stock price, our belief of relative value, and our cash projections at any given time. Payments for debt issuance costs and financing fees decreased because we incurred fees for the senior notes issued in April 2012 and the amendment to the credit facility in November 2012. The change in bank overdraft was a function of our cash receipts since the end of our fiscal 2012. Our cash objective is to minimize cash on hand by using the credit facility described below. The net debt obligations increased primarily from the new term loan and the securitization facility issued for the Acquired Hostess Bread Assets.

At December 29, 2012, there was $67.5 million due under our term loan by August 2013 in four equal payments. The first of these payments was made on December 31, 2012 with additional payments made on March 28, 2013 and on June 28, 2013. The final payment was made on August 5, 2013.

The credit facility and the securitization facility are variable rate debt, as described below. In periods of rising interest rates the cost of using the credit facility will become more expensive and increase our interest expense. The stated interest rate of the senior notes will not change and the term loan was paid off during the third quarter of fiscal 2013. Therefore, draw downs on the credit facility provide us the greatest direct exposure to rising rates. In addition, if interest rates do increase it will make the cost of raising funds more expensive. Considering our current debt obligations, an environment of rising rates could materially affect our Consolidated Statements of Income.

Additional liquidity items are discussed below for context.

Senior Notes, Credit Facility, and Term Loans

Amendment to Credit Facility and New Term Loan. On February 14, 2013, we amended our existing $500.0 million senior unsecured revolving credit facility and existing unsecured new term loan, each of which is discussed in more detail below. The credit facility amendment provides for a reduced interest rate and facility fee and extends the term to five years from the amendment date. The new term loan amendment reduces the applicable interest rate.

Accounts Receivable Securitization Facility. On July 17, 2013, the company entered into the facility. The facility provides the company up to $150.0 million in liquidity for a term of two years. Under the facility, a wholly-owned, bankruptcy-remote subsidiary purchases, on an ongoing basis, substantially all trade receivables. As borrowings are made under the facility the subsidiary pledges the receivables as collateral. In the event of liquidation of the subsidiary, its creditors would be entitled to satisfy their claims from the subsidiary s pledged receivables prior to distributions of collections to the company. We include the subsidiary in our Consolidated Financial Statements. The facility contains certain customary representations and warranties, affirmative and negative covenants, and events of default. As of December 28, 2013, the company had $150.0 million outstanding under the facility. As of December 28, 2013, the company was in compliance with all restrictive financial covenants under the facility.

Optional principal repayments may be made at anytime without premium or penalty. Interest for the most recent calendar month is due two days after our reporting period ends in arrears on the outstanding borrowings and is computed as the cost of funds rate plus an applicable margin of 70 basis points. An unused fee of 25 basis points is applicable on the unused commitment at each reporting period. The company paid financing costs of $0.8 million in connection with the facility, which are being amortized over the life of the facility.

New Term Loan. On April 5, 2013, the company entered into the new term loan with a commitment of up to $300.0 million to partially finance the Acquired Hostess Bread Assets acquisition and pay acquisition-related costs and expenses. The company drew down the full amount of the new term loan on July 18, 2013 (the borrowing date) to complete the Acquired Hostess Bread Assets acquisition as disclosed in Note 11, *Debt and Other Obligations*.

The new term loan will amortize in quarterly installments based on the annual percentages in the table below. The first payment is due and payable on the last business day of the first calendar quarter ending after the borrowing date, quarterly payments are due on the last business day of each successive calendar quarter and all remaining outstanding principal is due and payable on the fifth anniversary of the borrowing date.

Anniversary Year	Percent of Principal Due
1	5%
2	10%
3	10%
4	35%
5	40%

Voluntary prepayments on the new term loan may be made without premium or penalty. Interest is due quarterly in arrears on any outstanding borrowings at a customary Eurodollar rate or the base rate plus applicable margin. The applicable margin ranges from 0.125% to 1.375% for base rate loans and from 1.125% to 2.375% for Eurodollar loans, and is based on the company s leverage ratio. Interest on base rate loans is payable quarterly in arrears on the last business day of each calendar quarter. Interest on Eurodollar loans is payable in arrears at the end of the interest period and every three months in the case of interest periods in excess of three months. The company paid financing costs of $1.7 million in connection with the new term loan, which are being amortized over the life of the new term loan. A commitment fee of 20 basis points on the daily undrawn portion of the lenders commitments commenced on May 1, 2013 and continued until the borrowing date, when the company borrowed the available $300.0 million for the Acquired Hostess Assets acquisition. The new term loan is subject to customary restrictive covenants, including certain limitations on liens and significant acquisitions and financial covenants regarding minimum interest coverage ratio and maximum leverage ratio.

Senior Notes. On April 3, 2012, the company issued $400 million of senior notes. The company pays semiannual interest on the notes on each April 1 and October 1, beginning on October 1, 2012, and the notes will mature on April 1, 2022. The notes bear interest at 4.375% per annum. On any date prior to January 1, 2022, the company may redeem some or all of the notes at a price equal to the greater of (1) 100% of the principal amount of the notes redeemed and (2) a make-whole amount plus, in each case, accrued and unpaid interest. The make-whole amount is equal to the sum of the present values of the remaining scheduled payments of principal thereof (not including any interest accrued thereon to, but not including, the date of redemption), discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate (as defined in the agreement), plus 35 basis points, plus in each case, unpaid interest accrued thereon to, but not including, the date of redemption. At any time on or after January 1, 2022, the company may redeem some or all of the notes at a price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest. If the company experiences a change of control triggering event (which involves a change of control of the company and related rating of the notes below investment grade), it is required to offer to purchase the notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest thereon unless the company exercised its option to redeem the notes in whole. The notes are also subject to customary restrictive covenants, including certain limitations on liens and sale and leaseback transactions.

The face value of the notes is $400.0 million and the current discount on the notes is $0.8 million. The company paid issuance costs (including underwriting fees and legal fees) for issuing the notes of $3.9 million. The issuance costs and the debt discount are being amortized to interest expense over the term of the notes. As of December 28, 2013 and December 29, 2012 the company was in compliance with the restrictive covenants under the notes.

Credit Facility. On April 5, 2013, the company amended its credit facility to provide for less restrictive leverage ratios and certain more favorable covenant terms, to update the existing agreement to address changes in law, and to include applicable conforming changes in light of the new term loan. We previously amended the credit facility on November 16, 2012 and on May 20, 2011. The credit facility is a five-year, $500.0 million senior unsecured revolving loan facility. The November 16, 2012 amendment extended the term through November 16, 2017 and included modest improvements in drawn and undrawn pricing. The credit facility contains a provision that permits the company to request up to $200.0 million in additional revolving commitments, for a total of up to $700.0 million, subject to the satisfaction of certain conditions. Proceeds from the credit facility may be used for working capital and general corporate purposes, including capital expenditures, acquisition financing, refinancing of indebtedness, dividends and share repurchases. The credit facility includes certain customary restrictions, which, among other things, require maintenance of financial covenants and limit encumbrance of assets and creation of indebtedness. Restrictive financial covenants include such ratios as a minimum interest coverage ratio and a maximum leverage ratio. The company believes that, given its current cash position, its cash flow from operating activities and its available credit capacity, it can comply with the current terms of the amended credit facility and can meet presently foreseeable financial requirements. As of December 28, 2013 and December 29, 2012, the company was in compliance with all restrictive financial covenants under the credit facility.

Interest is due quarterly in arrears on any outstanding borrowings at a customary Eurodollar rate or the base rate plus applicable margin. The underlying rate is defined as rates offered in the interbank Eurodollar market, or the higher of the prime lending rate or the federal funds rate plus 0.40%, with a floor rate defined by the one-month interbank Eurodollar market rate plus 1.00%. The applicable margin ranges from 0.025% to 1.025% for base rate loans and from 1.025% to 2.025% for Eurodollar loans. In addition, a facility fee ranging from 0.10% to 0.35% is due quarterly on all commitments under the credit facility. Both the interest margin and the facility fee are based on the company s leverage ratio. The company paid additional financing costs of $0.6 million in connection with the November 16, 2012 amendment of the credit facility, which, in addition to the remaining balance of the original $1.6 million in financing costs, is being amortized over the life of the credit facility.

There were $44.2 million and $110.5 million in outstanding borrowings under the credit facility at December 28, 2013 and December 29, 2012, respectively. The highest outstanding daily balance during 2013 was $209.0 million and the low daily outstanding balance was $5.6 million. Amounts outstanding under the credit facility vary daily. Changes in the gross borrowings and repayments can be caused by cash flow activity from operations, capital expenditures, acquisitions, dividends, share repurchases, and tax payments, as well as derivative transactions which are part of the company s overall risk management strategy as discussed in Note 8, *Derivative Financial Instruments*. For fiscal 2013 the company borrowed $1,710.0 million in revolving borrowings under the credit facility and repaid $1,776.3 million in revolving borrowings. The amount available under the credit facility is reduced by $15.5 million for letters of credit. On December 28, 2013, the company had $440.3 million available under its credit facility for working capital and general corporate purposes.

Term Loan. On April 5, 2013, the company amended its credit agreement dated August 1, 2008 pursuant to the amended term loan, to conform the terms to the new term loan. The amended term loan provided for an amortizing $150.0 million of borrowings through the maturity date of August 1, 2013. Principal payments were due quarterly under the amended term loan beginning on December 31, 2008 at an annual amortization of 10% of the principal balance for each of the first two years, 15% during the third year, 20% during the fourth year, and 45% during the fifth year. The amended term loan included certain customary restrictions, which, among other things, require maintenance of financial covenants and limit encumbrance of assets and creation of indebtedness. Restrictive financial covenants include such ratios as a minimum interest coverage ratio and a maximum leverage ratio. As of December 29, 2012, the company was in compliance with all restrictive financial covenants under the amended term loan. As of December 29, 2012, the amount outstanding under the amended term loan was $67.5 million. The final payment of $16.9 million, which repaid the term loan in full, was made on August 5, 2013.

Interest on the amended term loan was due quarterly in arrears on outstanding borrowings at a customary Eurodollar rate or the base rate plus applicable margin. The underlying rate was defined as the rate offered in the interbank Eurodollar market or the higher of the prime lending rate or federal funds rate plus 0.5%. The applicable margin ranged from 0.0% to 1.375% for base rate loans and from 0.875% to 2.375% for Eurodollar loans and was based on the company s leverage ratio. The company paid additional financing costs of $0.1 million in connection with a prior amendment of the amended term loan on May 20, 2011, which, in addition to the remaining balance of the original $0.8 million in financing costs, was amortized over the remaining life of the term loan.

Credit Ratings. Currently, the company s credit ratings by Fitch Ratings, Moody s Investors Service, and Standard & Poor s are BBB, Baa2, and BBB-, respectively. Changes in the company s credit ratings do not trigger a change in the company s available borrowings or costs under the facility, new term loan, senior notes, and credit facility, but could affect future credit availability and cost.

Stock Repurchase Plan. Our Board of Directors has approved a plan that authorized stock repurchases of up to 67.5 million shares of the company s common stock. Under the plan, the company may repurchase its common stock in open markets or privately negotiated transactions at such times and at such prices as determined to be in the company s best interest. The company repurchases its common stock primarily for issuance under the company s stock compensation plans and to fund possible future acquisitions. These purchases may be commenced or suspended without prior notice depending on then-existing business or market conditions and other factors. As of December 28, 2013, 58.5 million shares at a cost of $458.3 million have been purchased under this plan. Included in these amounts are 435,935 shares at a cost of $8.8 million purchased during fiscal 2013.

Income Taxes. Federal and state tax payments totaled $83.8 million, $63.6 million, and $70.6 million during fiscal years 2013, 2012, and 2011, respectively, and were funded with cash flows from operations.

Distributor Arrangements. The company offers long-term financing to independent distributors for the purchase of their territories, and a vast majority of the independent distributors elect to use this financing alternative. The distributor notes generally have terms of up to ten years, and the distributors pay principal and interest weekly. A majority of the independent distributors have the right to require the company to repurchase the territories and trucks, if applicable, at the original price paid by the distributor on the long-term financing arrangement in the six-month period following the sale of a territory to the independent distributor. If the truck is leased, the company will assume the lease payment if the territory is repurchased during the first six-month period. If the company had been required to repurchase these territories, the company would have been obligated to pay $0.7 million and $0.7 million as of December 28, 2013 and December 29, 2012, respectively. After the six-month period expires, the company retains a right of first refusal to repurchase these territories. Additionally, in the event the company exits a territory or ceases to utilize the independent distribution form of doing business, the company is contractually required to purchase the territory from the independent distributor. If the company acquires a territory from an independent distributor that is to be resold, the company operates the territory until it can be resold. If the territory is not to be resold, the value of the territory is charged to earnings. The company held an aggregate of $161.6 million and $118.5 million as of December 28, 2013 and December 29, 2012, respectively, of distributor notes. This increase is a result of territories sold during fiscal 2013 and financed by the company, primarily those territories located in California and related to the Lepage acquisition. The company does not view this aggregate amount as a concentrated credit risk, as each note relates to an individual distributor. The company has approximately $26.6 million and $30.1 million as of December 28, 2013 and December 29, 2012, respectively, of territories held for sale. The decrease was primarily the result of certain routes that were repurchased for route restructuring in fiscal 2012 and which were sold during fiscal 2013.

In the ordinary course of business, when an independent distributor terminates their relationship with the company, the company, although not legally obligated, generally purchases and operates that territory utilizing the leased truck of the former distributor. To accomplish this, the company operates the leased truck for the distributor, who generally remains solely liable under the original truck lease to the third party lessor, and continues the payments on behalf of the former distributor. Once the territory is resold to an independent distributor, the truck lease is assumed by the new independent distributor. At December 28, 2013 and December 29, 2012, the company operated approximately 370 and 270 trucks as held for sale distributorships, respectively. Assuming the company does not resell these territories to new independent distributors, at December 28, 2013 and December 29, 2012, the maximum obligation associated with these truck leases was approximately $3.9 million and $10.0 million, respectively. There is no liability recorded in the Consolidated

Table of Contents

Balance Sheet with respect to such leases, as the obligation for each lease generally remains an obligation of the former distributor until the territory is sold to a new distributor. The company does not anticipate operating these territories over the life of the lease as it intends to resell these territories to new independent distributors.

Special Purpose Entities. At December 28, 2013 and December 29, 2012, the company did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which are established to facilitate off-balance sheet arrangements or other contractually narrow or limited purposes.

Deferred Compensation. The Executive Deferred Compensation Plan (EDCP) consists of unsecured general obligations of the company to pay the deferred compensation of, and our contributions to, participants in the EDCP. The obligations will rank equally with our other unsecured and unsubordinated indebtedness payable from the company s general assets.

The company s directors and certain key members of management are eligible to participate in the EDCP. Directors may elect to defer all or any portion of their annual retainer fee and meeting fees. Deferral elections by directors must be made prior to the beginning of each year and are thereafter irrevocable. Eligible employees may elect to defer up to 75% of their base salaries, and up to 100% of any cash bonuses and other compensation. Deferral elections by eligible executives must be made prior to the beginning of each year and are thereafter irrevocable during that year. The portion of the participant s compensation that is deferred depends on the participant s election in effect with respect to his or her elective contributions under the EDCP. The amount outstanding at December 28, 2013 and December 29, 2012 was $13.1 million and $11.4 million, respectively.

During fiscal 2008, participants in the company s EDCP were offered a one-time option to convert all or a portion of their cash balance in their EDCP account to company common stock to be received at a time designated by the participant. Several employees and non-employee directors of the company converted the outstanding cash balances in their respective EDCP accounts to an account that tracks the company s common stock and that will be distributed in the future. As part of the arrangement, the company no longer has any future cash obligations to the individuals for the amount converted. The individuals will receive shares of our common stock equal to the dollar amount of their election divided by the company s common stock price on January 2, 2009. A total of approximately 47,500 deferred shares will be issued throughout the election dates chosen. As part of the election, the individuals can choose to receive the shares on either a specific date, in equal installments over up to 60 quarters, or upon separation from service from the company. A total of 1,647 shares were issued during 2012 and no shares were issued in 2013.

Table of Contents

Contractual Obligations and Commitments. The following table summarizes the company s contractual obligations and commitments at December 28, 2013 and the effect such obligations are expected to have on its liquidity and cash flow in the indicated future periods:

	Payments Due by Fiscal Year (Amounts in thousands)				
	Total	**2014**	**2015-2016**	**2017-2018**	**2019 and Beyond**
Contractual Obligations:					
Long-term debt	$ 910,671	$ 26,471	$ 250,000	$ 226,700	$ 407,500
Interest payments(1)	165,004	24,791	45,311	38,027	56,875
Capital leases	15,649	4,801	5,368	5,092	388
Interest on capital leases	1,074	419	479	163	13
Non-cancelable operating lease obligations(2)	506,291	55,632	97,024	76,412	277,223
Pension and postretirement contributions and payments(3)	22,315	13,930	1,914	2,036	4,435
Deferred compensation plan obligations(4)	13,104	186	452	602	11,864
Purchase obligations(5)	264,959	264,959			
Total contractual cash obligations	$ 1,899,067	$ 391,189	$ 400,548	$ 349,032	$ 758,298

	Amounts Expiring by Fiscal Year (Amounts in thousands)				
	Total	**Less than 1 Year**	**1-3 Years**	**4-5 Years**	**More than 5 Years**
Commitments:					
Standby letters of credit(6)	$ 15,463	$ 15,463	$	$	$
Truck lease guarantees	3,937	34	425	872	2,606
Total commitments	$ 19,400	$ 15,497	$ 425	$ 872	$ 2,606

(1) Interest payments on our variable rate term loan are based on the actual rate as of December 28, 2013. This includes interest swapped from a floating rate to a fixed rate based on our interest rate swaps under the term loan. The $44.2 million outstanding under our credit facility at December 28, 2013 is not included since payments into and out of the credit facility change daily. Interest on the senior notes is based on the stated rate and excludes the amortization of debt discount of $0.8 million. Also excluded from interest payments are the non-cash amortization charges of the discount for the fair value of the Lepage deferred payments. The facility and new term loan interest rates are based on the actual rates as of December 28, 2013.

(2) Does not include lease payments expected to be incurred in fiscal year 2013 related to distributor vehicles and other short-term operating leases. These are not recorded on the Consolidated Balance Sheet but will be recorded as lease payments obligations are incurred in the Consolidated Statements of Income.

(3) Includes the estimated company contributions to the pension plans during fiscal 2014 and the expected benefit payments for postretirement plans from fiscal 2014 through fiscal 2023. These future postretirement plan payments are not recorded on the Consolidated Balance Sheet but will be recorded as these payments are incurred in the Consolidated Statements of Income.

(4) These are unsecured general obligations to pay the deferred compensation of, and our contributions to, participants in the EDCP. This liability is recorded on the Consolidated Balance Sheet.

(5) Represents the company s various ingredient and packaging purchasing agreements. This item is not recorded on the Consolidated Balance Sheet.

(6) These letters of credit are for the benefit of certain insurance companies related to workers compensation liabilities recorded by the company as of December 28, 2013 and certain lessors and energy vendors. Such amounts are not recorded on the Consolidated Balance Sheet, but reduce availability of funds under the credit facility.

Because we are uncertain as to if or when settlements may occur, these tables do not reflect the company s net liability of $3.7 million related to uncertain tax positions. Details regarding this liability are presented in Note 19, *Income Taxes*, of Notes to Consolidated Financial Statements of this Form 10-K. We expect to sell repurchased distributor territories that we currently operate. If we determined that these territories would not be sold, an additional $3.9 million of future lease payments would become our responsibility. These are not included in the table and will only be recorded if they are incurred.

Guarantees and Indemnification Obligations. Our company has provided various representations, warranties, and other standard indemnifications in various agreements with customers, suppliers and other parties, as well as in agreements to sell business assets or lease facilities. In general, these provisions indemnify the counterparty for matters such as breaches of representations and warranties, certain environmental conditions and tax matters, and, in the context of sales of business assets, any liabilities arising prior to the closing of the transactions. Non-performance under a contract could trigger an obligation of the company. The ultimate effect on future financial results is not subject to reasonable estimation because considerable uncertainty exists as to the final outcome of any potential claims. We do not believe that any of these commitments will have a material effect on our results of operations or financial condition.

New Accounting Pronouncements Not Yet Adopted

In December 2011, the FASB issued guidance for offsetting (netting) assets and liabilities. This guidance requires entities to disclose both gross information and net information about both instruments and transactions subject to an agreement similar to a master netting agreement. This includes derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. These disclosures allow users of the financial statements to understand the effect of those arrangements on its financial position. In January 2013, an amendment was issued for this guidance. This amendment clarifies that the scope applies to derivative accounting including; bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset or subject to an enforceable master netting arrangement or similar agreement. This guidance is effective for annual reporting periods beginning on or after January 1, 2013 and interim periods within those annual periods. These requirements are retrospective for all comparative periods. The company is still analyzing the potential impact of this guidance on the company s Consolidated Financial Statements. This guidance will be effective for our fiscal 2014 which begins on December 29, 2013. Our fiscal 2013 began on December 30, 2012 which was before the effective date of this new guidance for fiscal 2013.

We have reviewed other recently issued accounting pronouncements and concluded that they are either not applicable to our business or that no material effect is expected as a result of future adoption.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk***

The company uses derivative financial instruments as part of an overall strategy to manage market risk. The company uses forwards, futures, swaps, and option contracts to hedge existing or future exposure to changes in interest rates and commodity prices. The company does not enter into these derivative financial instruments for trading or speculative purposes. If actual market conditions are less favorable than those anticipated, interest rates and commodity prices could increase significantly, adversely affecting our interest costs and the margins from the sale of our products.

Commodity Price Risk

The company enters into commodity forward, futures, option, and swap contracts for wheat and, to a lesser extent, other commodities in an effort to provide a predictable and consistent commodity price and thereby reduce the impact of market volatility in its raw material and packaging prices. As of December 28, 2013, the company s hedge portfolio contained commodity derivatives with a fair value of $(11.5) million. Of this fair value, $(11.1) million is based on quoted market prices and $(0.4) million is based on models and other valuation methods; $(10.8) million, $(0.6) million, and $(0.1) million of this fair value relates to instruments that will be utilized in each of fiscal 2014 through 2016, respectively.

A sensitivity analysis has been prepared to quantify the company s potential exposure to commodity price risk with respect to its derivative portfolio. Based on the company s derivative portfolio as of December 28, 2013, a hypothetical ten percent change in commodity prices would increase or decrease the fair value of the derivative

Table of Contents

portfolio by $13.0 million and $(13.0) million, respectively. The analysis disregards changes in the exposures inherent in the underlying hedged items; however, the company expects that any increase or decrease in the fair value of the portfolio would be substantially offset by increases or decreases in raw material and packaging prices.

Interest Rate Risk

The company entered into a treasury rate lock on March 28, 2012 to fix the interest rate for the notes issued on April 3, 2012. The derivative position was closed when the debt was priced on March 29, 2012, with a cash settlement that offset changes in the benchmark treasury rate between the execution of the treasury rate lock and the debt pricing date. This treasury rate lock was designated as a cash flow hedge. Because the treasury rate lock was exited on March 29, 2012, there was no fair value as of December 28, 2013. The swaps issued for the term loan expired at the time the term loan was paid in full.

Item 8. ***Financial Statements and Supplementary Data***

Refer to the Index to Consolidated Financial Statements and the Financial Statement Schedule for the required information.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Management s Evaluation of Disclosure Controls and Procedures:

We have established and maintain a system of disclosure controls and procedures that are designed to ensure that material information relating to the company, which is required to be timely disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 (Exchange Act), is accumulated and communicated to management in a timely fashion and is recorded, processed, summarized and reported within the time periods specified by the SEC s rules and forms. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act was performed as of the end of the period covered by this annual report. This evaluation was performed under the supervision and with the participation of management, including our Chief Executive Officer (CEO), Chief Financial Officer (CFO), and Chief Accounting Officer (CAO).

Based upon that evaluation, our CEO, CFO, and CAO have concluded that these disclosure controls and procedures were effective as of the end of the period covered by this annual report.

Management s Report on Internal Control Over Financial Reporting:

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our CEO, CFO, and CAO, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control Integrated Framework (1992), our management concluded that our internal control over financial reporting was effective as of December 28, 2013.

The effectiveness of our internal control over financial reporting as of December 28, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Control Over Financial Reporting:

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

Item 9B. ***Other Information***

None.

PART III

Item 10. ***Directors, Executive Officers and Corporate Governance***

The information required by this item with respect to directors of the company is incorporated herein by reference to the information set forth under the captions Proposal I Election of Directors , Directors and Corporate Governance , Corporate Governance The Board of Directors and Committees of the Board of Directors , Corporate Governance Relationships Among Certain Directors , Audit Committee Report and Section 16(a) Beneficial Ownership Reporting Compliance in the company s definitive proxy statement for the 2014 Annual Meeting of Shareholders expected to be filed with the SEC on or prior to April 9, 2014 (the proxy). The information required by this item with respect to executive officers of the company is set forth in Part I of this Form 10-K.

We have adopted the Flowers Foods, Inc. Code of Business Conduct and Ethics for Officers and Members of the Board of Directors, which applies to all of our directors and executive officers. The Code of Business Conduct and Ethics is publicly available on our website at www.flowersfoods.com in the Corporate Governance section of the Investor Center tab. If we make any substantive amendments to our Code of Business Conduct and Ethics or we grant any waiver, including any implicit waiver, from a provision of the Code of Business Conduct and Ethics, that applies to any of our directors or executive officers, including our principal executive officer, principal financial officer or principal accounting officer, we intend to disclose the nature of the amendment or waiver on our website at the same location. Alternatively, we may elect to disclose the amendment or waiver in a report on Form 8-K filed with the SEC.

Our President and Chief Executive Officer certified to the New York Stock Exchange (NYSE) on June 21, 2013 pursuant to Section 303A.12 of the NYSE s listing standards, that he was not aware of any violation by Flowers Foods of the NYSE s corporate governance listing standards as of that date.

Item 11. ***Executive Compensation***

The information required by this item is incorporated herein by reference to the information set forth under the caption Executive Compensation in the proxy.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

See Item 5 of this Form 10-K for information regarding Securities Authorized for Issuance under Equity Compensation Plans. The remaining information required by this item is incorporated herein by reference to the information set forth under the caption Security Ownership of Certain Beneficial Owners and Management in the proxy.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence***

The information required by this item is incorporated herein by reference to the information set forth under the caption Corporate Governance Determination of Independence and Transactions with Management and Others in the proxy.

Item 14. ***Principal Accounting Fees and Services***

The information required by this item is incorporated herein by reference to the information set forth under the caption Fiscal 2013 and Fiscal 2012 Audit Firm Fee Summary in the proxy.

Table of Contents

PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

(a) *List of documents filed as part of this report.*

1. *Financial Statements of the Registrant*

Report of Independent Registered Public Accounting Firm.

Consolidated Balance Sheets at December 28, 2013 and December 29, 2012.

Consolidated Statements of Income for the fifty-two weeks ended December 28, 2013, December 29, 2012 and December 31, 2011.

Consolidated Statements of Comprehensive Income for the fifty-two weeks ended December 28, 2013, December 29, 2012 and December 31, 2011.

Consolidated Statements of Changes in Stockholders Equity for the fifty-two weeks ended December 28, 2013, December 29, 2012 and December 31, 2011.

Consolidated Statements of Cash Flows for the fifty-two weeks ended December 28, 2013, December 29, 2012 and December 31, 2011.

Notes to Consolidated Financial Statements.

2. *Exhibits.* The following documents are filed as exhibits hereto:

EXHIBIT INDEX

Exhibit No	Name of Exhibit
2.1	Distribution Agreement by and between Flowers Industries, Inc. and Flowers Foods, Inc., dated as of October 26, 2000 (Incorporated by reference to Exhibit 2.1 to Flowers Foods Registration Statement on Form 10, dated December 1, 2000, File No. 1-16247).
2.2	Amendment No. 1 to Distribution Agreement, dated as of March 12, 2001, between Flowers Industries, Inc. and Flowers Foods, Inc. (Incorporated by reference to Exhibit 2.2 to Flowers Foods Annual Report on Form 10-K, dated March 30, 2001, File No. 1-16247).
2.3	Acquisition Agreement by and among Flowers Foods, Inc., Lobsterco I, LLC, Lepage Bakeries, Inc., RAL, Inc., Bakeast Company, Bakeast Holdings, Inc., and the equity holders named therein, dated May 31, 2012 (Incorporated by reference to Exhibit 2.1 to Flowers Foods Current Report on Form 8-K dated June 1, 2012, File No. 1-16247).
2.4	Agreement and Plan of Merger by and among Flowers Foods, Inc., Lobsterco II, LLC, Aarow Leasing, Inc., The Everest Company, Incorporated and the shareholders named therein, dated May 31, 2012 (Incorporated by reference to Exhibit 2.2 to Flowers Foods Current Report on Form 8-K dated June 1, 2012, File No. 1-16247).
2.5	Asset Purchase Agreement among Hostess Brands, Inc., Interstate Brands Corporation, IBC Sales Corporation, Flowers Foods, Inc. and FBC Georgia, LLC, dated as of January 11, 2013 (Incorporated by reference to Exhibit 2.1 to Flowers Foods Current Report on Form 8-K dated January 14, 2013, File No. 1-16247).
3.1	Restated Articles of Incorporation of Flowers Foods, Inc. as amended on May 30, 2008 (Incorporated by reference to Exhibit 3.1 to Flowers Foods Quarterly Report on Form 10-Q, dated June 4, 2009, File No. 1-16247).

3.2	Amended and Restated Bylaws of Flowers Foods, Inc., as amended and restated on November 14, 2008 (incorporated by reference to Exhibit 99 to Flowers Foods Current Report on Form 8-K dated November 18, 2008, File No. 1-16247).

Table of Contents

Exhibit No	Name of Exhibit
4.1	Share Certificate of Common Stock of Flowers Foods, Inc. (Incorporated by reference to Exhibit 4.1 to Flowers Foods Annual Report on Form 10-K, dated February 29, 2012, File No. 1-16247).
4.2	Form of Indenture (Incorporated by reference to Exhibit 4.6 to Flowers Foods Registration Statement on Form S-3, dated February 8, 2011, File No. 1-16247).
4.3	Form of Indenture (Incorporated by reference to Exhibit 4.1 to Flowers Foods Current Report on Form 8-K dated March 29, 2012, File No. 1-16247).
4.4	Indenture dated as of April 3, 2012 by and between Flowers Foods, Inc. and Wells Fargo, National Association (Incorporated by reference to Exhibit 4.1 to Flowers Foods Current Report on Form 8-K, dated April 3, 2012, File No. 1-16247).
4.5	Officers Certificate pursuant to Section 2.02 of the Indenture (Incorporated by reference to Exhibit 4.2 to Flowers Foods Current Report on Form 8-K dated April 3, 2012, File No. 1-16247).
4.6	Form of 4.375% Senior Note due 2022 (Incorporated by reference to Exhibit 4.3 to Flowers Foods Current Report on Form 8-K dated April 3, 2012, File No. 1-16247).
4.7	Registration Rights Agreement, dated July 21, 2012, by and among Flowers Foods, Inc. and the holders named therein (Incorporated by reference to Exhibit 4.1 to Flowers Foods Current Report on Form 8-K dated July 23, 2012, File No. 1-16247).
10.1	Amended and Restated Credit Agreement, dated as of May 20, 2011, by and among, Flowers Foods, Inc., the Lenders party thereto from time to time, Deutsche Bank AG, New York Branch, as administrative agent, Bank of America, N.A., as syndication agent, and Cooperative Centrale Raiffeisen-Boerenleen Bank, B.A., Rabobank International, New York Branch, Branch Banking & Trust Company and Regions Bank, as co-documentation agents (Incorporated by reference to Exhibit 10.1 to Flowers Foods Current Report on Form 8-K dated May 26, 2011, File No. 1-16247).
10.2	First Amendment to Amended and Restated Credit Agreement, dated as of November 16, 2012, among Flowers Foods, Inc., a Georgia corporation, the Lenders party thereto and Deutsche Bank AG, New York Branch, as administrative agent (Incorporated by reference to Exhibit 10.1 to Flowers Foods Current Report on Form 8-K dated November 21, 2012, File No. 1-16247).
10.3	Second Amendment to Amended and Restated Credit Agreement, dated as of April 5, 2013, among Flowers Foods, Inc., the lenders party thereto and Deutsche Bank AG New York Branch, as administrative agent, swingline lender and issuing lender (Incorporated by reference to Exhibit 10.3 to Flowers Foods Current Report on Form 8-K dated April 10, 2013, File No. 1-16247).
10.4	Credit Agreement, dated as of April 5, 2013, among Flowers Foods, Inc., the lenders party thereto, Branch Banking and Trust Company, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Rabobank Nederland, New York Branch, and Regions Bank, as co-documentation agents, Bank of America, N.A., as syndication agent, and Deutsche Bank AG New York Branch, as administrative agent (Incorporated by reference to Exhibit 10.1 to Flowers Foods Current Report on Form 8-K dated April 10, 2013, File No. 1-16247).
10.5	Receivables Loan, Security and Servicing Agreement, dated as of July 17, 2013, among Flowers Finance II, LLC, Flowers Foods, Inc., as servicer, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Rabobank Nederland, New York Branch, as administrative agent and facility agent, and certain financial institutions party thereto (Incorporated by reference to Exhibit 10.1 to Flowers Foods Current Report on Form 8-K dated July 22, 2013, File No. 1-16247).
10.6+	Flowers Foods, Inc. Retirement Plan No. 1, as amended and restated effective March 26, 2001 (Incorporated by reference to Exhibit 10.3 to Flowers Foods Annual Report on Form 10-K, dated March 30, 2001, File No. 1-16247).
10.7+	Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan, as amended and restated as of April 1, 2009 (Incorporated by reference to Annex A to Flowers Foods Proxy Statement on Schedule 14A, dated April 24, 2009, File No. 1-16247).

Table of Contents

Exhibit No	Name of Exhibit
10.8+	Flowers Foods, Inc. Stock Appreciation Rights Plan (Incorporated by reference to Exhibit 10.8 to Flowers Foods Annual Report on Form 10-K, dated March 29, 2002, File No. 1-16247).
10.9+	Flowers Foods, Inc. Annual Executive Bonus Plan (Incorporated by reference to Annex B to Flowers Foods Proxy Statement on Schedule 14A, dated April 24, 2009, File No. 1-16247).
10.10+	Flowers Foods, Inc. Supplemental Executive Retirement Plan (Incorporated by reference to Exhibit 10.10 to Flowers Foods Annual Report on Form 10-K, dated March 29, 2002, File No. 1-16247).
10.11+	Form of Indemnification Agreement, by and between Flowers Foods, Inc., certain executive officers and the directors of Flowers Foods, Inc. (Incorporated by reference to Exhibit 10.14 to Flowers Foods Annual Report on Form 10-K, dated March 28, 2003, File No. 1-16247).
10.12+	Ninth Amendment to the Flowers Foods, Inc. Retirement Plan No. 1, dated November 7, 2005, as amended and restated effective as of March 26, 2001 (Incorporated by reference to Exhibit 10.15 to Flowers Foods Quarterly Report on Form 10-Q dated November 17, 2005, File No. 1-16247).
10.13+	Form of 2010 Nonqualified Stock Option Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Exhibit 10.19 to Flowers Foods Annual Report on Form 10-K dated March 3, 2010, File No. 1-16247).
10.14+	Form of 2010 Deferred Shares Agreement, by and between Flowers Foods, Inc. and certain members of the Board of Directors of Flowers Foods, Inc. (Incorporated by reference to Exhibit 10.15 to Flowers Foods Annual Report on Form 10-K dated February 23, 2011, File No. 1-16247).
10.15+	Form of 2011 Nonqualified Stock Option Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Exhibit 10.17 to Flowers Foods Annual Report on Form 10-K dated February 23, 2011, File No. 1-16247).
10.16+	Flowers Foods, Inc. Change of Control Plan (Incorporated by reference to Exhibit 10.1 to Flowers Foods Current Report on Form 8-K dated February 29, 2012, File No. 1-16247).
10.17+	Form of 2012 Restricted Stock Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Exhibit 10.16 to Flowers Foods Annual Report on Form 10-K dated February 20, 2013).
10.18+	Form of 2013 Restricted Stock Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc. (Incorporated by reference to Exhibit 10.17 to Flowers Foods Annual Report on Form 10-K dated February 20, 2013).
*10.19+	Form of 2014 Restricted Stock Agreement, by and between Flowers Foods, Inc. and certain executive officers of Flowers Foods, Inc.
*10.20+	Form of 2014 Restricted Stock Agreement, by and between Flowers Foods, Inc. and a certain executive officer of Flowers Foods, Inc.
*21	Subsidiaries of Flowers Foods, Inc.
*23	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP.
*31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.3	Certification of Chief Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Allen L. Shiver, Chief Executive Officer, R. Steve Kinsey, Chief Financial Officer and Karyl H. Lauder, Chief Accounting Officer for the Year Ended December 28, 2013.

Table of Contents

Exhibit No	**Name of Exhibit**
*101.INS	XBRL Instance Document.
*101.SCH	XBRL Taxonomy Extension Schema Linkbase.
*101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
*101.DEF	XBRL Taxonomy Extension Definition Linkbase.
*101.LAB	XBRL Taxonomy Extension Label Linkbase.
*101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

* Filed herewith

\+ Management contract or compensatory plan or arrangement

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Flowers Foods, Inc. has duly caused this Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized on this 19th day of February, 2014.

FLOWERS FOODS, INC.

/s/ ALLEN L. SHIVER
Allen L. Shiver
President and
Chief Executive Officer

/s/ R. STEVE KINSEY
R. Steve Kinsey
Executive Vice President and
Chief Financial Officer

/s/ KARYL H. LAUDER
Karyl H. Lauder
Senior Vice President and Chief Accounting Officer

Table of Contents

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form 10-K has been signed below by the following persons on behalf of Flowers Foods, Inc. and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ ALLEN L. SHIVER Allen L. Shiver	President and Chief Executive Officer	February 19, 2014
/s/ R. STEVE KINSEY R. Steve Kinsey	Executive Vice President and Chief Financial Officer	February 19, 2014
/s/ KARYL H. LAUDER Karyl H. Lauder	Senior Vice President and Chief Accounting Officer	February 19, 2014
/s/ GEORGE E. DEESE George E. Deese	Executive Chairman	February 19, 2014
/s/ JOE E. BEVERLY Joe E. Beverly	Director	February 19, 2014
/s/ FRANKLIN L. BURKE Franklin L. Burke	Director	February 19, 2014
/s/ MANUEL A. FERNANDEZ Manuel A. Fernandez	Director	February 19, 2014
/s/ BENJAMIN H. GRISWOLD, IV Benjamin H. Griswold, IV	Director	February 19, 2014
/s/ AMOS R. MCMULLIAN Amos R. McMullian	Director	February 19, 2014
/s/ J.V. SHIELDS, JR. J.V. Shields, Jr.	Director	February 19, 2014
/s/ DAVID V. SINGER David V. Singer	Director	February 19, 2014
/s/ MELVIN T. STITH, PH.D. Melvin T. Stith, Ph.D.	Director	February 19, 2014

/s/ JACKIE M. WARD	Director	February 19, 2014
Jackie M. Ward		
/s/ C. MARTIN WOOD III	Director	February 19, 2014
C. Martin Wood III		

FLOWERS FOODS, INC. AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets at December 28, 2013 and December 29, 2012	F-3
Consolidated Statements of Income for the fifty-two weeks ended December 28, 2013, December 29, 2012, and December 31, 2011	F-4
Consolidated Statements of Comprehensive Income for the fifty-two weeks ended December 28, 2013, December 29, 2012, and December 31, 2011	F-5
Consolidated Statements of Changes in Stockholders Equity for the fifty-two weeks ended December 28, 2013, December 29, 2012, and December 31, 2011	F-6
Consolidated Statements of Cash Flows for the fifty-two weeks ended December 28, 2013, December 29, 2012, and December 31, 2011	F-7
Notes to Consolidated Financial Statements	F-8

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Flowers Foods, Inc.:

In our opinion, the accompanying Consolidated Balance Sheets and the related Consolidated Statements of Income, Comprehensive Income, Changes in Stockholders Equity and of Cash Flows present fairly, in all material respects, the financial position of Flowers Foods Inc. and its subsidiaries at December 28, 2013 and December 29, 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 28, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 28, 2013, based on criteria established in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Atlanta, Georgia

February 19, 2014

Table of Contents

FLOWERS FOODS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 28, 2013	December 29, 2012
	(Amounts in thousands, except share data)	
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 8,530	$ 13,275
Accounts and notes receivable, net of allowances of $1,598 and $386, respectively	253,967	256,235
Inventories:		
Raw materials	37,071	32,731
Packaging materials	21,188	18,885
Finished goods	42,592	39,394
	100,851	91,010
Spare parts and supplies	47,956	45,239
Deferred taxes	31,790	29,198
Other	44,311	29,494
Total current assets	487,405	464,451
Property, Plant and Equipment:		
Land	99,201	75,610
Buildings	444,357	378,255
Machinery and equipment	1,075,467	964,377
Furniture, fixtures and transportation equipment	107,866	97,110
Construction in progress	41,117	21,645
	1,768,008	1,536,997
Less: accumulated depreciation	(901,004)	(811,161)
	867,004	725,836
Notes Receivable	142,845	102,723
Assets Held for Sale Distributor Routes	26,564	30,116
Other Assets	41,082	14,442
Goodwill	282,404	269,897
Other Intangible Assets, net	656,710	388,384
Total assets	$ 2,504,014	$ 1,995,849
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		

Current maturities of long-term debt and capital lease obligations	$ 31,272	$ 71,996
Accounts payable	151,935	153,956
Other accrued liabilities	144,575	129,006
Total current liabilities	327,782	354,958
Long-term debt:		
Total long-term debt and capital lease obligations	892,478	535,016
Other Liabilities:		