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AMCON DISTRIBUTING CO  
Form 8-K  
January 29, 2007

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES ACT OF 1934

Date of Report (Date of earliest event reported) January 29, 2007  
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AMCON DISTRIBUTING COMPANY  
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(Exact name of registrant as specified in its charter)

DELAWARE	1-15589	47-0702918
-----	-----	-----
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7405 Irvington Road, Omaha, NE 68122  
-----  
(Address of principal executive offices) (Zip Code)

(402) 331-3727  
-----  
(Registrant's telephone number, including area code)

Not Applicable  
-----  
(Former name or former address, if changed since last report)

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

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On January 29, 2007, AMCON Distributing Company ("AMCON or "Company") issued a press release announcing its financial results for the first fiscal quarter ended December 31, 2006. A copy of the press release is being furnished herewith as an exhibit and incorporated herein by reference.

The information in this Current Report (including the exhibit) shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information set forth in this Current Report on Form 8-K (including the exhibit) shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

EXHIBIT NO.	DESCRIPTION
99.1	Press release, dated January 29, 2007, issued by AMCON Distributing Company announcing financial results for the first fiscal quarter ended December 31, 2006

#### SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMCON DISTRIBUTING COMPANY  
(Registrant)

Date: January 29, 2007

By : Andrew C. Plummer  
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Name: Andrew C. Plummer  
Title: Vice President &  
Chief Financial Officer

#### EXHIBIT INDEX

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Exhibit	Description
99.1	Press release, dated January 29, 2007, issued by AMCON Distributing Company announcing financial results for the first fiscal quarter ended December 31, 2006

Exhibit 99.1

AMCON DISTRIBUTING COMPANY REPORTS FULLY DILUTED FIRST FISCAL QUARTER EARNINGS OF \$1.49 PER SHARE

NEWS RELEASE

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Chicago, IL, January 29, 2007 - AMCON Distributing Company ("AMCON") (AMEX:DIT), an Omaha, Nebraska based consumer products company is pleased to announce that the earnings for first fiscal quarter ended December 31, 2006 were \$1.49 per share on a fully diluted basis. "We are now beginning to see the tangible results of our management teams concentrated efforts over the course of the last year", said Christopher Atayan, AMCON's Chief Executive Officer. "Going forward we still have some challenges from the past that we have to address, however we are now in a position to be able to commit more resources to growing our two core businesses."

AMCON reported revenues of approximately \$200.3 million in its Wholesale Distribution business and operating income before depreciation and amortization of approximately \$2.9 million. AMCON's Retail Health Food business reported revenues of approximately \$9.1 million and operating income before depreciation and amortization of approximately \$0.7 million.

Kathleen Evans, President of AMCON's Wholesale Business, commented "This was a solid quarter across the board. We look forward to carrying the momentum into 2007." Eric Hinkfent, President of AMCON's Retail Health Food business, said "We continue to look for growth opportunities. Our business model is working well and benefits from the trend toward natural and organic products."

The recent Midwest winter ice storms briefly impacted both of AMCON's business segments. More detail will be provided when the company reports its second fiscal quarter results.

As previously reported, AMCON divested the assets of its Hawaiian Natural Water Company on November 20, 2006 and the results of operations for that partial period are recorded in discontinued operations. In addition, AMCON reported a gain on disposal net of taxes of approximately \$0.9 million.

AMCON also reported two executive appointments. Andrew Plummer the company's interim chief financial officer was named to the post on a permanent basis. Additionally, Philip Campbell who has been a financial consultant to the company in connection with its discontinued operations, was named to the newly created position of Senior Vice President Financial Planning and Compliance. "Andy earned his promotion the old fashioned way, through hard work and diligence" noted Atayan. "Philip was the logical choice for this new position, as he has been a part of our team for several years now and is well respected both internally and externally" continued Atayan. Plummer commented "We are in the process of building a cutting edge financial department that will enable us to take advantage of our many corporate strengths. Ultimately this will not only benefit us, it will also enable us to continue our customer service leadership position in the industry."

AMCON is a leading wholesale distributor of consumer products, including beverages, candy, tobacco, groceries, food service, frozen and chilled foods, and health and beauty care products with distribution centers in Illinois, Missouri, Nebraska, North Dakota and South Dakota. Chamberlin's Natural Foods, Inc. and Health Food Associates, Inc., both wholly-owned subsidiaries of The Healthy Edge, Inc., operate health and natural product retail stores in central Florida (6), Kansas, Missouri, Nebraska and Oklahoma (4). The retail stores operate under the names Chamberlin's Market & Cafe and Akins Natural Foods Market.

This news release contains forward-looking statements that are subject to

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risks and uncertainties and which reflect management's current beliefs and estimates of future economic circumstances, industry conditions, Company performance and financial results. A number of factors could affect the future results of the Company and could cause those results to differ materially from those expressed in the Company's forward-looking statements including, without limitation, availability of sufficient cash resources to conduct its business and meet its capital expenditures needs. Moreover, past financial performance should not be considered a reliable indicator of future performance. Accordingly, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 with respect to all such forward-looking statements.

Visit AMCON Distributing Company's web site at: [www.amcon.com](http://www.amcon.com)

For Further Information Contact:

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AMCON Distributing Company

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AMCON Distributing Company and Subsidiaries  
Condensed Consolidated Balance Sheets  
December 31, 2006 and September 30, 2006

	December 2006 (Unaudited)	September
ASSETS		
Current assets:		
Cash	\$ 433,565	\$ 481,
Accounts receivable, less allowance for doubtful accounts of \$0.9 million and \$0.9 million, respectively	28,207,328	27,815,

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Inventories, net	26,291,459	24,443,
Deferred income taxes	1,972,988	1,972,
Current assets of discontinued operations	13,744	1,172,
Prepaid and other current assets	5,054,447	5,369,
	-----	-----
Total current assets	61,973,531	61,254,
Property and equipment, net	12,248,355	12,528,
Goodwill	5,848,808	5,848,
Other intangible assets	3,429,869	3,439,
Deferred income taxes	5,857,028	6,772,
Noncurrent assets from discontinued operations	2,382,648	3,774,
Other assets	1,313,750	1,247,
	-----	-----
	\$ 93,053,989	\$ 94,866,
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities:		
Accounts payable	\$ 13,830,334	\$ 14,633,
Accrued expenses	4,483,797	4,687,
Accrued wages, salaries and bonuses	1,362,488	1,879,
Income taxes payable	69,987	168,
Current liabilities of discontinued operations	5,747,896	7,461,
Current maturities of credit facility	3,896,000	3,896,
Current maturities of long-term debt	492,816	524,
	-----	-----
Total current liabilities	29,883,318	33,251,
	-----	-----
Credit facility, less current maturities	45,661,073	44,927,
Long-term debt, less current maturities	6,939,204	7,069,
Noncurrent liabilities of discontinued operations	4,865,822	5,087,
Series A cumulative, convertible preferred stock, \$.01 par value 100,000 shares authorized and issued, liquidation preference \$25.00 per share	2,438,355	2,438,
Series B cumulative, convertible preferred stock, \$.01 par value 80,000 shares authorized and issued, liquidation preference \$25.00 per share	1,857,645	1,857,
Series C cumulative, convertible preferred stock, \$.01 par value 80,000 shares authorized and issued, liquidation preference \$25.00 per share	1,982,372	1,982,
Commitments and contingencies		
Shareholders' equity (deficiency):		
Preferred stock, \$0.01 par, 1,000,000 shares authorized, none outstanding	-	-
Common stock, \$.01 par value, 3,000,000 shares authorized, 527,062 outstanding	5,271	5,
Additional paid-in capital	6,281,476	6,278,
Accumulated deficit	(6,860,547)	(8,030,
	-----	-----
Total shareholders' deficiency	(573,800)	(1,747,
	-----	-----
	\$ 93,053,989	\$ 94,866,
	=====	=====

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AMCON Distributing Company and Subsidiaries  
 Condensed Consolidated Unaudited Statements of Operations  
 for the three months ended December 31, 2006 and 2005

	2006	2005
Sales (including excise taxes of \$49.5 million and \$48.2 million, respectively)	\$ 209,366,149	\$ 198,211,000
Cost of sales	194,325,018	184,211,000
Gross profit	15,041,131	14,000,000
Selling, general and administrative expenses	12,405,083	12,405,083
Depreciation and amortization	457,843	457,843
	12,862,926	12,862,926
Operating income	2,178,205	1,137,074
Other expense (income):		
Interest expense	1,268,662	1,268,662
Other (income), net	(31,081)	(31,081)
	1,237,581	1,237,581
Income (loss) from continuing operations before income taxes	940,624	905,993
Income tax expense (benefit)	363,000	363,000
Income (loss) from continuing operations	577,624	542,993
Discontinued operations		
Gain on disposal of discontinued operations, net of income tax expense of \$0.7 million	895,588	895,588
(Loss) from discontinued operations, net of income tax (benefit) of (\$0.1) million and (\$0.6) million, respectively	(197,410)	(197,410)
Income (loss) on discontinued operations	698,178	698,178
Net income (loss)	1,275,802	1,241,171
Preferred stock dividend requirements	(105,533)	(105,533)
Net income (loss) available to common shareholders	\$ 1,170,269	\$ 1,135,638
Basic earnings (loss) per share available to common shareholders:		
Continuing operations	\$ 0.90	\$ 0.87
Discontinued operations	1.32	1.32

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Net basic earnings (loss) per share available to common shareholders	\$ 2.22	\$
Diluted earnings (loss) per share available to common shareholders:		
Continuing operations	\$ 0.68	\$
Discontinued operations	0.81	
Net diluted earnings (loss) per share available to common shareholders	\$ 1.49	\$
Weighted average shares outstanding:		
Basic	527,062	
Diluted	854,427	

AMCON Distributing Company and Subsidiaries  
Condensed Consolidated Unaudited Statements of Cash Flows  
for the three month periods ended December 31, 2006 and 2005

	2006	2005
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ 1,275,802	\$ (1,186,000)
Deduct: income (loss) from discontinued operations, net of tax	698,178	(1,027,000)
Income (loss) from continuing operations	577,624	(159,000)
Adjustments to reconcile net income (loss) from continuing operations to net cash flows from operating activities:		
Depreciation	447,909	468,000
Amortization	9,934	9,000
(Gain) loss on sale of property and equipment	(11,116)	2,000
Stock based compensation	3,000	15,000
Deferred income taxes	915,899	(543,000)
Provision for losses on doubtful accounts	(76,196)	
Provision for losses on inventory obsolescence	172,503	88,000
Changes in assets and liabilities:		
Accounts receivable	(315,381)	1,686,000
Inventories	(2,020,899)	(4,710,000)
Other current assets	314,707	579,000
Other assets	(66,286)	(7,000)
Accounts payable	(802,790)	1,672,000
Accrued expenses and accrued wages, salaries and bonuses	(721,203)	(935,000)
Income tax payable and receivable	(98,949)	(118,000)
Net cash flows from operating activities - continuing operations	(1,671,244)	(1,953,000)
Net cash flows from operating activities - discontinued operations	(1,844,710)	(529,000)
Net cash flows from operating activities	(3,515,954)	(2,482,000)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(170,809)	(133,000)

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Proceeds from sales of property and equipment	14,200	29,
	-----	-----
Net cash flows from investing activities - continuing operations	(156,609)	(104,
Net cash flows from investing activities - discontinued operations	3,753,394	(17,
	-----	-----
Net cash flows from investing activities	3,596,785	(122,
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net borrowings on bank credit agreements	733,644	3,194,
Dividends paid on preferred stock	(105,533)	(74,
Principal payments on long-term debt	(161,467)	(163,
	-----	-----
Net cash flows from financing activities - continuing operations	466,644	2,956,
Net cash flows from financing activities - discontinued operations	(595,048)	633,
	-----	-----
Net cash flows from financing activities	(128,404)	3,589,
	-----	-----
Net change in cash	(47,573)	985,
	-----	-----
Cash, beginning of period	481,138	546,
	-----	-----
Cash, end of period	\$ 433,565	\$ 1,531,
	=====	=====
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	\$ 1,262,202	\$ 1,162,
Cash paid (refunded) during the period for income taxes	98,949	(26,
Supplemental disclosure of non-cash information:		
Buyer's assumption of HNWC lease in connection with the sale of HNWC's assets - discontinued operations	225,502	

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