

PERFORMANCE FOOD GROUP CO

Form 8-K

December 03, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 28, 2007

PERFORMANCE FOOD GROUP COMPANY

(Exact Name of Registrant as Specified in Charter)

Tennessee

0-22192

54-0402940

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(I.R.S. Employer Identification
No.)

12500 West Creek Parkway, Richmond, Virginia

23238

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (804) 484-7700

N/A

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Rule changes promulgated by the NASDAQ Stock Market require NASDAQ-listed companies, like Performance Food Group Company (the Company), to be eligible for a direct registration program or system (DRP) by January 1, 2008. DRP refers to a system by which shares may be held in book-entry form without a certificate. At a meeting held on November 27, 2007, the Board of Directors of the Company adopted amendments to the Company's By-Laws to clarify that the Company is permitted to issue certificated and uncertificated shares, thereby ensuring that the Company's securities are DRP-eligible.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Restated Bylaws of Performance Food Group Company, as amended (Restated for SEC electronic filing purposes only)

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SIGNATURES

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

PERFORMANCE FOOD GROUP COMPANY

By: /s/ John D. Austin

Name: John D. Austin

Title: Senior Vice President and
Chief Financial Officer

Date: December 3, 2007

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EXHIBIT INDEX

Exhibit

| No. | Description |
|------------|--|
| 3.1 | Restated Bylaws of Performance Food Group Company, as amended (Restated for SEC electronic filing purposes only) |