

FLOWERS FOODS INC  
Form 8-K/A  
June 25, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
(Amendment No. 1)  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of report (Date of earliest event reported) June 24, 2008 (June 23, 2008)**

**FLOWERS FOODS, INC.**

(Exact name of registrant as specified in its charter)

Georgia

1-16247

58-2582379

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS employer  
Identification No.)

1919 Flowers Circle, Thomasville, GA

31757

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (229) 226-9110  
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:

- 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 1.01 Entry into a Material Definitive Agreement**

On June 24, 2008, Flowers Foods, Inc. ( Flowers ) filed a Form 8-K announcing that it had entered into an Agreement and Plan of Merger, dated June 23, 2008, ( Merger Agreement ), by and among, Flowers, Peachtree Acquisition Co., LLC, an Arizona limited liability company, ( Merger Sub ), Holsum Bakery, Inc., an Arizona corporation, ( Holsum ) and Lloyd Edward Eisele, Jr. and The Lloyd Edward Eisele, Jr. Revocable Trust. Flowers is filing this amended Form 8-K to attach a copy of the Merger Agreement as Exhibit 2.1 hereto and to incorporate the Merger Agreement herein by reference.

The Merger Agreement has been included to provide investors and security holders with information regarding its terms. It i