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FLEMING COMPANIES INC /OK/

Form 8-K

April 02, 2002

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): April 1, 2002

FLEMING COMPANIES, INC.

(Exact Name of Registrant as Specified in Charter)

Oklahoma

1-8140

48-0222760

(State or Other Jurisdiction of
Incorporation)

(Commission File Number)

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

1945 Lakepointe Drive, Lewisville, Texas 75057

(Address of Principal Executive Offices) (Zip Code)

(972) 906-8000

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

On April 1, 2002, the registrant announced that it planned to issue \$260 million of new 10-year senior subordinated notes in a private placement to repay its existing \$250 million of 10 1/2% senior subordinated notes due 2004. For additional information concerning this announcement, refer to Exhibit 99.1 contained in this Current Report on Form 8-K.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

The following exhibit is filed as part of this Report:

No.	Exhibit
99.1	Press Release dated April 1, 2002 regarding Senior Subordinated Notes Offering.

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.

FLEMING COMPANIES, INC.

By: /s/ Matthew H. Hildreth

Matthew H. Hildreth
Senior Vice President, Finance and
Treasurer

Date: April 1, 2002

EXHIBIT INDEX

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