

DARLING INTERNATIONAL INC

Form 8-K/A

July 28, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K/A  
CURRENT REPORT**

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

**Date of report (Date of earliest event reported) May 15, 2006**

**DARLING INTERNATIONAL INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

**000-24620**

**36-2495346**

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**251 O CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS 75038**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(972) 717-0300**

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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**EXPLANATORY NOTE**

This amendment is being filed to amend and supplement Item 9.01 of the Current Report on Form 8-K (the Initial 8-K ) filed by Darling International Inc. ( Darling ) on May 17, 2006, to address the historical financial statements of the business acquired, National By-Products, LLC ( NBP ), and to include the unaudited pro forma financial information required pursuant to Article 11 of Regulation S-X. Pursuant to the instructions to Item 9.01 of Form 8-K, Darling hereby amends Item 9.01 of the Initial 8-K to include previously omitted information.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*

The audited balance sheets of NBP as of December 31, 2005 and January 1, 2005 and statements of income, statements of changes in members equity and statements of cash flows of NBP for each of the three fiscal years in the period ended December 31, 2005, were previously furnished in Darling s registration statement on Form S-4 (333-131484), filed on April 4, 2006.

(b) *Pro Forma Financial Information.*

The unaudited pro forma condensed combined financial statements with respect to the transaction described in Item 2.01 of the Initial 8-K are filed as Exhibit 99.1 to this amendment and incorporated in their entirety herein by reference.

(d) *Exhibits.*

99.1 Unaudited pro forma condensed combined financial statements.

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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.

DARLING INTERNATIONAL INC.

Date: July 28, 2006

By: /s/ John O. Muse  
John O. Muse  
Executive Vice President  
Finance and Administration

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**EXHIBIT LIST**

99.1 Unaudited pro forma condensed combined financial statements.