

PILGRIMS PRIDE CORP
Form 424B5
August 14, 2003
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As filed pursuant to Rule 424(b)(5) Registration No. 333-84861

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED SEPTEMBER 1, 1999

\$100,000,000

Pilgrim s Pride Corporation

9⁵/₈% Senior Notes due 2011

We are offering \$100,000,000 aggregate principal amount of our 9⁵/₈% Senior Notes due 2011. The notes are being offered as additional notes under the indenture and supplemental indenture pursuant to which, on August 9, 2001, we issued \$200,000,000 aggregate principal amount of 9⁵/₈% Senior Notes due 2011. The notes being offered by this prospectus supplement, the notes previously issued under the indenture and supplemental indenture and any other notes that may be issued under the indenture and supplemental indenture will be treated as a single class of securities for all purposes under the indenture and supplemental indenture.

The notes will mature on September 15, 2011. We will pay interest on the notes semi-annually in cash in arrears on March 15 and September 15, commencing on September 15, 2003.

We may redeem the notes on or after September 15, 2006. In addition, prior to September 15, 2004, we may redeem up to 35% of the notes with the net proceeds of certain sales of common equity.

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If we sell assets or experience a change of control, we may be required to make offers to repurchase the notes at the prices and on the terms described in this prospectus supplement. These notes are our general unsecured senior obligations, ranking equally with all our other unsubordinated indebtedness, and are effectively subordinated to our secured obligations, including our revolving and term loan facilities, to the extent of that security, and the indebtedness of our subsidiaries.

The notes will be held by the book-entry depository, and book-entry interests representing interests in the notes and transfers of these interests in the notes will be shown on the records maintained by The Depository Trust Company.

Investing in the notes involves risks. See Risk Factors on page S-14.

	<u>Price to</u>	<u>Underwriting</u>	<u>Proceeds to</u>
	<u>Public⁽¹⁾</u>	<u>Discounts and</u>	<u>Pilgrim s</u>
		<u>Commissions</u>	<u>Pride</u>
Per Note	103.50%	1.75%	101.75%
Total	\$103,500,000	\$1,750,000	\$101,750,000

⁽¹⁾ plus accrued interest from March 15, 2003

Delivery of the notes, in book entry form, will be made on or about August 18, 2003.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the prospectus to which it relates is truthful or complete. Any representation to the contrary is a criminal offense.

Credit Suisse First Boston

The date of this prospectus supplement is August 13, 2003.

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You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. The information in this document may only be accurate on the date of this document.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements of our intentions, beliefs, expectations or predictions for the future, denoted by the words anticipate, believe, estimate, expect, project, imply, intend, foresee and similar expressions, are forward-looking statements that reflect our current views about future events and are subject to risks, uncertainties and assumptions. Such risks, uncertainties and assumptions include those identified in the Risk Factors and Business sections of this prospectus supplement and the following:

Matters affecting the poultry industry generally, including fluctuations in the commodity prices of feed ingredients, chicken and turkey;

Disease outbreaks affecting the production performance and/or marketability of our poultry products;

Contamination of our products, which can lead to product liability claims and product recalls;

Exposure to risks related to product liability, product recalls, property damage and injuries to persons, for which insurance coverage is expensive, limited and potentially inadequate;

Management of our cash resources, particularly in light of our substantial leverage;

Restrictions imposed by, and as a result of, our substantial leverage;

Currency exchange rate fluctuations, trade barriers, exchange controls, expropriation and other risks associated with foreign operations;

Changes in laws or regulations affecting our operations, as well as competitive factors and pricing pressures;

Inability to consummate, or effectively integrate, any acquisition, including our pending acquisition of ConAgra Foods, Inc.'s chicken division, or realize the associated anticipated cost savings and operating synergies; and

The impact of uncertainties of litigation as well as other risks described in our filings with the Securities and Exchange Commission.

Actual results could differ materially from those projected in these forward-looking statements as a result of these factors, among others, many of which are beyond our control.

Table of Contents**SUMMARY**

The following is a summary of the more detailed information appearing elsewhere in this prospectus supplement. This summary is not complete and does not contain all the information you should consider. You should read the entire prospectus supplement and the accompanying prospectus carefully including the Risk Factors sections and the financial statements and the related notes. Unless the context otherwise requires, we, us, our and similar terms, as well as references to the Company and Pilgrim's Pride, include all of our consolidated subsidiaries. We obtained the industry data used throughout this prospectus supplement from industry publications that we believe to be reliable, but we have not independently verified this information. We have provided certain financial data in this prospectus supplement that gives information for the last twelve months ended June 28, 2003 (the LTM Period). We define the poultry industry as consisting of the chicken and turkey industries. On June 7, 2003 we entered into a stock purchase agreement to purchase the chicken division of ConAgra Foods, Inc. (ConAgra Foods) and on August 11, 2003 entered into an amendment to the stock purchase agreement. In this prospectus supplement we refer to this acquisition as the ConAgra chicken division acquisition and we refer to ConAgra Foods' chicken operations that we are acquiring as the ConAgra chicken division. Unless the context otherwise requires, the pro forma information contained in this prospectus supplement assumes that we have completed the ConAgra chicken division acquisition in accordance with the assumptions described in the section entitled Unaudited Pro Forma Financial Data and the issuance of the notes offered under this prospectus supplement and we have applied the net proceeds from the sale of the notes as set forth under the section Use of Proceeds.

The Company

We are the second largest producer of poultry in both the United States and Mexico and have one of the best known brand names in the poultry industry. In the United States, we produce both prepared and fresh chicken and turkey, while in Mexico, we exclusively produce fresh chicken. Through vertical integration, we control the breeding, hatching and growing of chickens and turkeys and the processing, preparation, packaging and sale of our product lines, which we believe has made us one of the highest quality, lowest-cost producers of poultry in North America. We have consistently applied a long-term business strategy of focusing our growth efforts on the higher-value, higher-margin prepared foods products and have become a recognized industry leader in this market segment, which represented 53.4% of the net sales of our U.S. chicken products in the LTM Period. Accordingly, our sales efforts have traditionally been targeted to the foodservice industry, principally chain restaurants and food processors. We have continually made investments to ensure that our prepared foods capabilities remain state-of-the-art and have complemented these investments with a substantial and successful research and development effort. We produced 3.0 billion pounds of dressed chicken and 422.8 million pounds of dressed turkey generating net sales of \$2.5 billion in the LTM Period. For the LTM Period, our U.S. operations accounted for 85.6% of our net sales, with the remaining 14.4% contributed from our Mexico operations.

We have entered into a stock purchase agreement with ConAgra Foods to acquire the ConAgra chicken division. The purchase price of the ConAgra chicken division acquisition will be calculated based on the adjusted net book value of the assets and liabilities of the ConAgra chicken division on the closing date of the acquisition. Based on the ConAgra chicken division's adjusted net book value as of May 25, 2003 and our stock prices through August 8, 2003, the amount we would record in our financial statements as the purchase price would be approximately \$600 million plus transaction costs. Our pending acquisition of the ConAgra chicken division is expected to close during the third calendar quarter of 2003. The ConAgra chicken division is the fourth-largest chicken producer in the United States. The ConAgra chicken division is a fully-integrated chicken processing business engaged in the production, processing, marketing and distribution of fresh and frozen chicken products, and in the processing, marketing and distribution of processed and prepared food items. The complementary fit of markets, distributor relationships and geographic locations are a few of the many benefits we anticipate realizing from this acquisition. We believe that with the ConAgra chicken division's specialty prepared chicken products, well-known brands, well-established distributor relationships and Southeastern United States processing facilities, we will be able to provide customers at every point in the distribution chain with the broadest range of quality value-added chicken products and services available in the market today. For its fiscal year ended May 25, 2003, the ConAgra chicken division produced 2.4 billion pounds of dressed chicken and generated net sales of \$2.3 billion. See Pending ConAgra Chicken Division Acquisition.

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Our Business

The U.S. chicken industry has grown each year for the last twenty years, from 12.0 billion pounds produced in 1982 to 31.9 billion pounds in 2002, a compounded annual growth rate of 5.0%. This growth resulted from increasing domestic and international per capita consumption of chicken and population growth. From 1982 to 2002, annual per capita consumption of chicken in the United States increased 65.3%, while annual per capita consumption of beef declined 12.2%, and pork increased only 4.9%. Per capita consumption of chicken in the United States surpassed that of pork in 1984 and beef in 1992. We believe these favorable trends will continue over the long-term due to consumers' continued awareness of the health benefits, convenience, cost advantages and versatility of chicken. The United States Department of Agriculture (USDA) estimates that per capita consumption of chicken in the United States will grow from 82.0 pounds in 2002 to 82.9 pounds in 2007.

We expect several on-going industry trends to continue in 2004. These include increasing consumer demand for high-quality poultry products in the United States and globally and the consolidation of the United States poultry industry. We believe the consolidation in the industry is driven by the desire for enhanced cost efficiencies, the consolidation of the supermarket and food service industries and strict environmental regulations governing the poultry industry. We believe these trends will result in favorable demand for our products, more stable poultry prices and generally improved industry conditions.

We believe that the industry has two major customer categories, foodservice and retail. Foodservice customers principally include chain restaurants, food processors, foodservice distributors and certain other institutions. Retail customers principally include grocery store chains, wholesale clubs and other retail distributors. While the overall chicken market has grown consistently, we believe the majority of this growth in recent years has been in the foodservice market. According to the National Chicken Council, during the 1998 through 2002 period, sales of chicken products to the foodservice market grew at a compounded annual growth rate of approximately 8.9%, versus 3.4% growth for the chicken industry overall. Foodservice growth is anticipated to continue as food-away-from-home expenditures continue to outpace overall industry growth rates. According to the National Restaurant Association, food-away-from-home expenditures grew at a compounded annual growth rate of approximately 4.6% from 1998 through 2002 and are projected to grow at a 4.4% compounded annual growth rate from 2002 through 2010. As a result, the food-away-from-home category is projected by the National Restaurant Association to account for 53.0% of total food expenditures by 2010, as compared with 46.6% in 2002. Our sales to the foodservice market from fiscal 1998 through fiscal 2002 grew at a compounded annual growth rate of 14.8% and represented 68.6% of the net sales of our U.S. chicken products in the LTM Period.

We are the second largest supplier of prepared chicken products in the United States. Our prepared chicken products include portion-controlled breast fillets, tenderloins and strips, delicatessen products, salads, formed nuggets and patties and bone-in chicken parts. These products are sold either refrigerated or frozen and may be fully cooked, partially cooked or raw. In addition, these products are breaded or non-breaded and either pre-marinated or non-marinated. Our prepared chicken products are sold primarily to foodservice customers. We are a major supplier of chicken to Arby[®], Burger King[®], Chick-fil-A[®], Stouffers[®], Wal-Mart[®] and Wendy[®]. Due to increased demand from our foodservice customers, our prepared chicken products sales from fiscal 1998 through fiscal 2002 grew at a compounded annual growth rate of 16.1% and represented 53.4% of the net sales of our U.S. chicken products in the LTM Period. We believe our above-market growth of prepared chicken products is attributable to our competitive strengths, which include full-line product capabilities, high-volume production capacities, research and development expertise and extensive distribution and marketing experience.

We also sell fresh chicken products to the foodservice and retail markets. Our fresh chicken products represented 42.0% of the net sales of our U.S. chicken products in the LTM Period. Our fresh chicken products consist of refrigerated (non-frozen) whole or cut-up chicken, either pre-marinated or non-marinated, and pre-packaged chicken, which includes various combinations of freshly refrigerated, whole chickens and chicken parts.

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in trays, bags or other consumer packs labeled and priced ready for the retail grocer's fresh meat counter. Our retail sales are enhanced by the strong consumer awareness of the Pilgrim's Pride® brand, which is one of the leading chicken brand names in the chicken industry. We believe our brand awareness enhances the distribution of our fresh chicken and enables us to achieve price premiums in certain of our geographic markets.

We are the second largest producer of chicken in Mexico. Total production of chicken in Mexico increased from approximately 1.7 billion pounds in 1982 to approximately 4.8 billion pounds in 2002, a compounded annual growth rate of 5.3%. According to an industry source, between 1982 and 2002, annual per capita consumption of chicken in Mexico increased 101% to 47.8 pounds per person, as compared to 82.0 pounds per person in the United States. We believe per capita chicken consumption increased in Mexico due to increased disposable income and the price advantage of chicken relative to other meats and will continue to grow in the future as a result of these factors. Since entering the Mexican chicken market in fiscal 1988, we have made significant capital investments to modernize our production technology and improve our distribution network. In addition, we completed several strategic acquisitions, transferred experienced management personnel from the United States and developed a strong local management team. We believe that our strategy enables us to achieve greater brand awareness, increased market share and higher profit margins relative to most other chicken producers in Mexico. As a result, we are well-positioned to capitalize on the projected growth in demand for chicken in Mexico. According to industry data, per capita chicken consumption in Mexico is anticipated to grow from 47.8 pounds in 2002 to 55.0 pounds in 2007 as a result of the country's improving economy and favorable demographic trends.

We are the fifth largest producer of turkey in the United States. The U.S. turkey industry has grown from 3.2 billion pounds produced in 1982 to 7.4 billion pounds produced in 2002, a compounded annual growth rate of 4.3%. This growth resulted from increased domestic and international per capita consumption of turkey and population growth. We believe the turkey industry will continue to grow over the long-term due to consumers' awareness of the health benefits and cost advantages of turkey, and the opportunity to develop and market more convenient and versatile turkey products in this sector of the poultry industry. The USDA estimates that per capita consumption of turkey in the United States will grow from 17.7 pounds in 2002 to 18.1 pounds in 2007.

Our turkey products include fresh and frozen whole birds and parts, including retail tray pack items, turkey burgers and a full line of further processed products, including deli meats and salads. We will continue to increase our focus on the production of higher margin, value-added turkey products, including a line of flavored turkey burgers, deli roasts and hams.

Pending ConAgra Chicken Division Acquisition

We entered into a stock purchase agreement with ConAgra Foods to acquire the ConAgra chicken division through the purchase from ConAgra Foods of all of the issued and outstanding capital stock of four of its wholly-owned subsidiaries. The purchase price will be calculated based on the adjusted net book value of the assets and liabilities of the ConAgra chicken division on the closing date of the acquisition. Based on the ConAgra chicken division's adjusted net book value as of May 25, 2003 and our stock prices through August 8, 2003, the amount we would record in our financial statements as the purchase price would be approximately \$600 million plus transaction costs.

After giving effect to the acquisition, we will become the second largest company in the U.S. chicken industry. The ConAgra chicken division can generally be viewed as consisting of all of ConAgra Foods' integrated chicken business (including grow-out, slaughter, processing, further processing, rendering, sales and distribution, both in retail and foodservice, and related assets and employees). The ConAgra chicken division does not include (and we are not acquiring) certain branded packaged foods operations, including the Butterball, Banquet, Marie Callender's and Country Skillet further chicken processing and marketing operations and related

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trade names. We believe that with the ConAgra chicken division's specialty prepared chicken products, well-known brands, well-established distributor relationships and Southeastern United States processing facilities, we will be able to provide customers at every point in the distribution chain with the broadest range of quality value-added chicken products and services available in the market today. We believe that ConAgra Foods' facilities will allow us to expand our reach across the Southeastern United States, which will complement our existing Central and Mid-Atlantic regional operations in the United States. In addition, our purchase of the ConAgra chicken division will enable us to provide fresh chicken products to supermarkets and other retail customers throughout the Southeastern and Midwestern portions of the United States. The ConAgra chicken division is the largest distributor of chicken products in Puerto Rico and will provide us with a solid foothold in this profitable market. We also believe that the acquisition will present us opportunities to achieve significant cost savings through the optimization of production and distribution facilities and the implementation of a best practices approach across all operations, including purchasing, production, logistics and shared services.

The consideration payable to ConAgra Foods under the stock purchase agreement will consist of \$100 million in cash and a combination of shares of our Class A common stock and our 10^{1/2}% subordinated notes due March 4, 2011, provided that at our option we may pay the subordinated note portion of the purchase price with cash, subject to certain limitations. If we issue subordinated notes in payment of a portion of the purchase price, the initial principal amount of the subordinated notes must be at least \$100 million or such lesser amount as may be acceptable to ConAgra Foods. The actual number and dollar amount of our shares of Class A common stock and the principal amount of subordinated notes to be issued to ConAgra Foods will be determined by reference to the final adjusted net book value (as defined in the stock purchase agreement) of the ConAgra chicken division on the closing date and the volume weighted average trading price of our Class A common stock for the period from June 10, 2003 through the fifth trading day prior to the closing date. If the final adjusted net book value were \$536 million (which was the approximate adjusted net book value of the ConAgra chicken division at May 25, 2003) and the volume weighted average stock price of our Class A common stock were \$7.61 per share (which was the volume weighted average trading price of our Class A common stock from June 10, 2003 through August 8, 2003), the stock portion of the purchase price would consist of 31.7 million shares of our Class A common stock. Of the remainder of the purchase price, \$100 million would be payable in cash and the balance of \$194.6 million would be payable in cash, subordinated notes or a combination of cash and subordinated notes, subject to certain limitations. The acquisition would be recorded in our financial statements at \$600 million plus transaction costs based on the stock component of the purchase price being valued at \$9.55 per share (which was the price of our Class A common stock on August 8, 2003). Accordingly, changes in the final adjusted net book value of the ConAgra chicken division, changes in the volume weighted average trading price of our Class A common stock and changes in the price of our Class A common stock prior to closing will change the amount of our Class A common stock and subordinated notes payable to ConAgra Foods and the purchase price of the ConAgra chicken division for purposes of our financial statements.

We have received commitments from certain of our existing lenders for the financing of the \$100 million cash portion of the purchase price, and our lenders have issued consents as necessary to allow the consummation and financing of the ConAgra chicken division acquisition. Further, we intend to exercise our option to pay cash instead of issuing subordinated notes to ConAgra Foods to the extent of the proceeds of this offering and subject to the limitations described above.

On July 11, 2003, the thirty-day waiting period required by the Hart-Scott-Rodino Antitrust Improvements Act of 1976 for antitrust regulatory clearance from the federal government, necessary for completion of the acquisition, expired without any further request of the government. The acquisition is subject to customary closing conditions, including stockholder approval of the issuance of our shares of Class A common stock to ConAgra Foods. The transaction is expected to close in the third calendar quarter of 2003.

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Business Strategy

Our objectives are (1) to increase sales, profit margins and earnings and (2) to outpace the growth of, and maintain our leadership position in, the poultry industry. To achieve these goals, we plan to continue to pursue the following strategies and, if acquired, apply these strategies to the ConAgra chicken division:

Capitalize on significant scale with leading industry position and brand recognition. Following the completion of the ConAgra chicken division acquisition, we will be the second largest producer of chicken products in the United States. We estimate that our market share based on total annual chicken production in the United States following the acquisition will be 16.3%, which is nearly twice the estimated market share of the third largest competitor in the chicken industry. The complementary fit of markets, distributor relationships and geographic locations are a few of the many benefits we anticipate realizing from this acquisition. We believe that ConAgra Foods' established relationship with broad-line national distributors will enable us to expand our customer base and provide nationwide distribution capabilities for all of our product lines. As a result, we believe we will be one of only two U.S. chicken producers that can supply the growing demand for a broad range of price competitive standard and specialized products with well-known brand names on a nationwide basis from a single-source supplier.

Realize significant synergies from the combined operations of Pilgrim's Pride and the ConAgra chicken division. We expect that the ConAgra chicken division acquisition will result in significant cost saving opportunities and enhanced growth. We intend to integrate the ConAgra chicken division into Pilgrim's Pride as rapidly as possible while minimizing disruption to our respective operations. We expect to realize significant annualized cost savings after the ConAgra chicken division acquisition by:

taking advantage of our geographic presence by optimizing our supply chain management and logistics;

optimizing the uses of all production and distribution facilities; and

determining and implementing a best practices approach across all operations, including purchasing, production and shared services.

Capitalize on attractive U.S. prepared foods market. We focus our U.S. growth initiatives on sales of prepared foods to the foodservice market because it continues to be one of the fastest growing and most profitable segments in the poultry industry. Products sold to this market segment require further processing, which enables us to charge a premium for our products, reduces the impact of feed ingredient costs on our profitability and improves and stabilizes our profit margins. Feed ingredient costs typically decrease from approximately 32-49% of total production cost for fresh chicken products to approximately 16-25% for prepared chicken products. Our sales of prepared chicken products grew from \$466.8 million in fiscal 1998 to \$848.7 million in fiscal 2002, a compounded annual growth rate of 16.1%. These prepared food sales represented 53.4% of our total U.S. chicken revenues in the LTM Period. The addition of ConAgra Foods' well-known brands, including Piercé and Easy-Entrée, will significantly expand Pilgrim's Pride's already sizeable prepared foods chicken division. ConAgra Foods' highly customized cooked chicken products, including breaded cutlets, sizzle strips and Wing-Dings, for restaurants and specialty foodservice customers, complement our existing lines of pre-cooked breast fillets, tenderloins, burgers, nuggets, salads and other prepared products for institutional foodservice, fast-food and retail customers.

Emphasize customer-driven research and technology. We have a long-standing reputation for customer-driven research and development in designing new products and implementing advanced processing technology. This enables us to better meet our customers' changing needs for product innovation, consistent quality and cost efficiency. In particular, customer-driven research and development is integral to our growth strategy for the prepared foods market in which customers

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continue to place greater importance on value-added services. Our research and development personnel often work directly with customers in developing products for them, which we believe helps promote long-term relationships. We estimate that approximately \$353 million, or 32%, of our chicken sales to foodservice customers in fiscal 2002 consisted of new products that were not sold by us in fiscal 1998.

Enhance U.S. fresh chicken profitability through value-added, branded products. Our U.S. fresh chicken sales accounted for \$699.8 million, or 42.0%, of our U.S. chicken sales for the LTM Period. In addition to maintaining the sales of traditional fresh chicken products, our strategy is to shift the mix of our U.S. fresh chicken products by continuing to increase sales of higher margin, faster growing products, such as fixed weight packaged products and marinated chicken and chicken parts, and to continually shift portions of this product mix into the higher value and margin prepared chicken products. Much of our fresh chicken products are sold under the Pilgrim's Pride® brand name, which is one of the best known brands in the chicken industry. With the addition of ConAgra Foods' processing plant in Gainesville, Georgia, we will add to our capabilities to cut and process case-ready, fixed-weight chicken for major national retail customers who are requesting standardized packaging in order to improve their offerings and inventory controls.

Capitalize on export opportunities. We intend to continue to focus on international opportunities to complement our U.S. poultry operations and capitalize on attractive export markets. According to the USDA, the export of U.S. poultry products grew 10.2% for chicken and decreased 1.2% for turkey from 1998 through 2002. We believe that U.S. poultry exports will grow as worldwide demand increases for high-grade, low-cost protein sources. According to USDA data, the export market is expected to grow at a compounded annual growth rate of 1.7% and 1.8% for chicken and turkey, respectively, from 2003 to 2008. Historically, we have targeted international markets to generate additional demand for our chicken and turkey dark meat, which is a natural by-product of our U.S. operations given our concentration on prepared foods products and the U.S. customers' general preference for white meat. As part of this initiative, we have created a significant international distribution network into several markets, including Mexico, which we now utilize not only for dark meat distribution, but also for various higher margin prepared foods and other poultry products. We employ both a direct international sales force and export brokers. Our key international markets include Eastern Europe including Russia, the Far East and Mexico. We believe that we have substantial opportunities to expand our sales to these markets by capitalizing on direct international distribution channels supplemented by our existing export broker relationships. Our export and other category accounted for approximately 4.6% of our net sales for the LTM Period.

Leverage our turkey operations. We plan to take advantage of our leading market position and reputation as a high quality, high service provider of chicken products to purchasers of turkey products by focusing on the following four objectives:

cross-selling prepared turkey products to existing chicken customers;

developing new and innovative prepared turkey products by capitalizing on our research and development expertise;

improving operating efficiencies in our turkey operations by applying proven management methodologies and techniques employed historically in our chicken operations; and

capitalizing on the unique opportunity to establish, develop and market turkey products under the Pilgrim's Pride® brand name.

Pilgrim's Pride Corporation, which was incorporated in Texas in 1968 and reincorporated in Delaware in 1986, is the successor to a partnership founded in 1946 as a retail feed store. Our principal office is located at 110 South Texas Street, Pittsburg, Texas 75686 and our telephone number is (903) 855-1000.

Risk Factors

See Risk Factors beginning on page S-14 for a discussion of factors you should consider carefully before deciding to invest in the notes.

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The Offering

Issuer	Pilgrim s Pride Corporation.
Securities Offered	\$100,000,000 principal amount of 9 ⁵ / ₈ % Senior Notes due September 15, 2011. The notes are being offered as additional notes under the indenture and supplemental indenture pursuant to which, on August 9, 2001, we issued \$200,000,000 aggregate principal amount of 9 ⁵ / ₈ % Senior Notes due 2011. The notes offered under this prospectus supplement, the notes previously issued under the indenture and supplemental indenture and any other notes issued under the indenture and supplemental indenture will be treated as a single class of securities for all purposes under the indenture and supplemental indenture.
Subsidiary Guarantees	The notes will be guaranteed on a senior unsecured basis by any of our domestic subsidiaries that incur indebtedness. None of our foreign subsidiaries will guarantee the notes, and none of our existing domestic subsidiaries will initially guarantee the notes because they do not currently have any indebtedness.
Maturity Date	September 15, 2011.
Interest Rate	Interest on the notes will accrue at the rate of 9 ⁵ / ₈ % per annum, payable semi-annually in cash in arrears.
Interest Payment Dates	March 15 and September 15 of each year, commencing on September 15, 2003.
Use of Proceeds	We will use the net proceeds from this offering to pay a portion of the purchase price of the ConAgra chicken division by paying cash instead of issuing subordinated notes to ConAgra Foods to the extent of the proceeds of this offering. After the application of the proceeds from this offering, the initial principal amount of the subordinated notes must be at least \$100 million or such lesser amount as may be acceptable to ConAgra Foods. To the extent there are any remaining proceeds of this offering following their application to the purchase price or if we do not complete the ConAgra chicken division acquisition, the net proceeds will be used to repay indebtedness outstanding under our revolving/term borrowing facility.
Ranking	<p>The notes will be senior unsecured obligations. They will rank equally with all of our existing and future obligations that do not expressly provide that they are subordinated to the notes. Because they are unsecured, they will effectively rank behind all of our secured obligations to the extent of the value of the assets securing those obligations.</p> <p>The notes will rank ahead of all of our future obligations that expressly provide that they are subordinated to the notes, including the subordinated notes to be issued to ConAgra Foods as payment for a portion of the purchase price of the ConAgra chicken division, if completed.</p>

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Assuming that we had completed this offering and the ConAgra chicken division acquisition in accordance with the assumptions described in the section entitled *Unaudited Pro Forma Financial Data* and applied the net proceeds as intended, as of June 28, 2003, the notes would have been effectively subordinated to approximately \$555.7 million of our secured obligations and liabilities of our subsidiaries and we would not have had any obligations that were subordinated to the notes on that date, other than the subordinated notes issued to ConAgra Foods, if any, pursuant to the ConAgra chicken division acquisition. Assuming that we had completed this offering as of June 28, 2003, but do not complete the ConAgra chicken acquisition, the notes would have been effectively subordinated to approximately \$204.2 million of our secured obligations and liabilities of our subsidiaries and we would not have had any obligations that were subordinated to the notes on that date.

Optional Redemption	We will have the right to redeem the notes in whole or in part on or after September 15, 2006 at the redemption prices described in <i>Description of Notes Optional Redemption</i> . In addition, prior to September 15, 2004, we have the option to redeem up to 35% of the aggregate principal amount of the notes with the net proceeds of one or more sales of common equity at the price described in <i>Description of Notes Optional Redemption</i> .
Mandatory Offer to Repurchase	If we sell certain assets or experience specific kinds of changes in control, we must offer to repurchase the notes at the prices described in <i>Description of Notes Repurchase at the Option of Holders</i> .
Main Covenants of the Indenture	<p>We will issue the notes under an indenture and a supplemental indenture with JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank, each dated August 9, 2001. The indenture and supplemental indenture contain various covenants that will limit our ability and the ability of our subsidiaries to, among other things:</p> <ul style="list-style-type: none"> borrow money; pay dividends; make investments; use our assets as security in other transactions; sell our assets; enter into transactions with affiliates; merge or consolidate with other companies; issue or sell equity interests in subsidiaries; restrict the ability of our subsidiaries to make payments to us; or

enter into sale and leaseback transactions.

For more details, see [Description of Notes](#) [Certain Covenants](#).

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Form of Notes

We will initially issue the notes as one or more registered global securities without coupons. These global notes will be deposited with JPMorgan Chase Bank, as custodian for The Depository Trust Company. Beneficial interests representing interests in the notes and transfers of these interests in the notes will be shown on the records maintained by The Depository Trust Company and its participants. Except in the limited circumstances described in Description of Notes Book-Entry; Delivery; Form, participants or indirect participants in the global notes cannot obtain notes in definitive form and cannot have notes issued and registered in their names.

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Table of Contents**Summary Unaudited Pro Forma Financial and Other Data**

The following table sets forth certain of our income statement and other data on a pro forma basis giving effect to the completion of this offering and the application of the net proceeds as described under "Use of Proceeds" and the acquisition of the ConAgra chicken division as if they had occurred as of the beginning of the fiscal year ended September 28, 2002. The unaudited pro forma balance sheet data give effect to completion of this offering and the application of the net proceeds as described under "Use of Proceeds" and the acquisition as if they had occurred on June 28, 2003. The unaudited pro forma financial data is provided for information purposes only and is not necessarily indicative of our future results or the operating results or financial condition that would have actually been obtained had such transactions been consummated as of the assumed dates. You should read this unaudited pro forma financial data in conjunction with our consolidated financial statements and the combined financial statements of the ConAgra Foods Chicken Business and the related notes and "Unaudited Pro Forma Financial Data," "Management's Discussion and Analysis of Results of Operations and Financial Condition," "Selected Consolidated Financial and Other Data," "Management's Discussion and Analysis of Results of Operations and Financial Condition - ConAgra Chicken Division," and "Selected Historical Combined Financial and Other Data - ConAgra Chicken Division" incorporated by reference or included in this prospectus supplement.

	Pro Forma Consolidated			
	Fiscal Year Ended September 28,	Nine Months Ended		LTM Period Ended
		June 29,	June 28,	June 28,
		2002	2003	2003
	(In thousands)			
Income Statement Data:				
Net sales	\$ 4,948,783	\$ 3,701,309	\$ 3,648,372	\$ 4,895,846
Cost of sales	4,600,648	3,432,158	3,484,804	4,653,294
Non-recurring recoveries(a)	(756)	(691)	(36,002)	(36,067)
Selling, general and administrative expenses	230,411	171,302	170,754	229,863
Operating income(b)	118,480	98,540	28,816	48,756
Interest expense, net(c)	59,298	45,337	49,310	63,271
Other income(a)	(4,009)	(1,918)	(37,253)	(39,344)
Income before taxes	63,191	55,121	16,759	24,829
Income tax expense	10,722	9,662	4,352	5,412
Net income	\$ 52,469	\$ 45,459	\$ 12,407	\$ 19,417
Other Data:				
EBITDA(d)	\$ 234,477	\$ 184,092	\$ 151,084	\$ 201,469
Depreciation and amortization(e)	113,405	84,683	86,076	114,798
Capital expenditures	128,434	98,584	66,552	96,402
Ratio of EBITDA to interest expense, net(d)				3.2x
Ratio of total debt to EBITDA(d)				4.0x

**Pro Forma at
June 28,**

2003

	<u>(In thousands)</u>
Balance Sheet Data:	
Cash and cash equivalents	\$ 16,667
Working capital	452,889
Total assets	2,035,424
Total debt, including current maturities	802,581
Total stockholders' equity	724,696

(See notes on following page)

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- (a) The following table presents the amounts recorded and received related to recoveries of federal compensation for avian influenza and the vitamin and the methionine litigation settlements separated by non-recurring recoveries and miscellaneous, net (which is included in other income). Amounts recovered related to the operations of WLR Foods, Inc. prior to its acquisition by the Company are included in miscellaneous, net.

	Fiscal Year Ended		Nine Months Ended				LTM Period Ended	
	Sept. 28, 2002		June 29, 2002		June 28, 2003		June 28, 2003	
	Non-Recurring	Misc. Net	Non-Recurring	Misc. Net	Non-Recurring	Misc. Net	Non-Recurring	Misc. Net
	(In millions)							
Avian influenza					\$ 16.1		\$ 16.1	
Vitamin and methionine	\$ 0.8	\$ 4.3	\$ 0.7	\$ 3.5	\$ 19.9	\$ 35.4	\$ 20.0	\$ 36.2
Total	\$ 0.8	\$ 4.3	\$ 0.7	\$ 3.5	\$ 36.0	\$ 35.4	\$ 36.1	\$ 36.2

- (b) Before considering the recoveries described in note (a) above, we estimate that the March 2002 outbreak of avian influenza negatively impacted our operating income by approximately \$25.6 million in fiscal 2002 and by approximately \$20.4 million and \$7.3 million in the nine month periods ended June 29, 2002 and June 28, 2003, respectively. Additionally, we estimate that due to the October 2002 recall of cooked deli meat products produced at one of our facilities, our operating income was negatively affected by approximately \$35 to \$40 million in the nine month period ended June 28, 2003.
- (c) Interest expense, net, consists of interest expense less interest income.
- (d) EBITDA is defined as the sum of net income plus interest, taxes, depreciation and amortization (excluding amortization of capitalized financing costs). Our method of computation may or may not be comparable to other similarly titled measures used in our filings with the SEC or by other companies. EBITDA, as well as the ratios of EBITDA to interest expense and total debt to EBITDA, are presented because we believe they provide meaningful additional information concerning a company's operating results and its ability to service its long-term debt and to fund its growth, and we believe EBITDA and these ratios are frequently used by securities analysts, investors and other interested parties, in addition to and not in lieu of GAAP results, to compare the performance of companies. EBITDA is not a measurement of financial performance under generally accepted accounting principles and should not be considered as an alternative to cash flow from operating activities or as a measure of liquidity or an alternative to net income as indicators of our operating performance or any other measures of performance derived in accordance with generally accepted accounting principles. The following table provides pro forma combined EBITDA and a reconciliation of pro forma combined EBITDA to pro forma combined net income for each of the periods presented:

	Fiscal Year Ended	Nine Months Ended		LTM Period Ended
	September 28, 2002	June 29, 2002	June 28, 2003	June 28, 2003
	(In thousands)			
Net income	\$ 52,469	\$ 45,459	\$ 12,407	\$ 19,417
Add:				
Interest expense, net	59,298	45,337	49,310	63,271
Income tax expense	10,722	9,662	4,352	5,412
Depreciation and amortization(e)	113,405	84,683	86,077	114,799

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Minus:				
Amortization of capitalized financing charges	1,417	1,049	1,062	1,430
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
EBITDA	\$ 234,477	\$ 184,092	\$ 151,084	\$ 201,469
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

- (e) Includes amortization of capitalized financing costs of approximately \$1.4 million, \$1.0 million, \$1.1 million and \$1.4 million in the fiscal year ended September 28, 2002, the nine months ended June 29, 2002 and June 28, 2003 and the LTM period, respectively.

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Table of Contents**Summary Historical Financial and Other Data**

The following consolidated financial data is derived from our consolidated financial statements. Historical results should not be taken as necessarily indicative of the results that may be expected for any future period. You should read this consolidated financial data in conjunction with our consolidated financial statements and the related notes and Management's Discussion and Analysis of Results of Operations and Financial Condition contained or incorporated by reference in this prospectus supplement.

	Fiscal Year Ended					Nine Months Ended	
	Sept. 26,	Oct. 2,	Sept. 30,	Sept. 29,	Sept. 28,	June 29,	June 28,
	1998	1999(a)	2000	2001(b)	2002	2002	2003
	(In thousands)						
Income Statement Data:							
Net sales	\$ 1,331,545	\$ 1,357,403	\$ 1,499,439	\$ 2,214,712	\$ 2,533,718	\$ 1,893,889	\$ 1,909,874
Cost of sales	1,195,442	1,171,695	1,333,611	2,004,106	2,369,309	1,761,095	1,805,257
Non-recurring recoveries(c)				(3,344)	(756)	(691)	(36,002)
Selling, general and administrative expenses	58,847	76,204	85,340	119,408	135,261	100,491	102,728
Operating income(d)	77,256	109,504	80,488	94,542	29,904	32,994	37,891
Interest expense, net(e)	20,148	17,666	17,779	30,775	32,003	24,866	28,835
Other (income) expense, net(c)	586	934	(77)	473	(4,009)	(1,918)	(37,253)
Net income	50,010	65,253	52,344	41,137	14,335	17,509	30,963
Other Data:							
EBITDA(f)	\$ 108,268	\$ 142,043	\$ 115,356	\$ 146,705	\$ 103,469	\$ 86,732	\$ 128,335
Depreciation and amortization(g)	32,591	34,536	36,027	55,390	70,973	52,859	54,253
Capital expenditures	53,518	69,649	92,128	112,632	80,388	56,430	36,146

**At June 28,
2003**

(In thousands)

Balance Sheet Data:	
Cash and cash equivalents	\$ 16,667
Working capital	267,844
Total assets	1,278,920
Total debt, including current maturities	482,785
Total stockholders' equity	422,189

(a) Fiscal 1999 includes 53 weeks.

(b) The Company acquired WLR Foods, Inc. on January 27, 2001 for \$239.5 million and the assumption of \$45.5 million of indebtedness. The acquisition has been accounted for as a purchase, and the results of operations for this acquisition have been included in our consolidated results of operations since the acquisition date.

(c) The following table presents the breakdown of amounts received related to recoveries of avian influenza federal compensation and the vitamin and the methionine litigation settlements between non-recurring recoveries and miscellaneous, net (which is included in other (income) expense, net). Generally, amounts recovered related to the operations of WLR Foods, Inc. prior to its acquisition by the Company are included in miscellaneous, net.

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	Fiscal Year Ended				Nine Months Ended			
	Sept. 29, 2001		Sept. 28, 2002		June 29, 2002		June 28, 2003	
	Non-	Misc.	Non-	Misc.	Non-	Misc.	Non-	Misc.
	Recurring	Net	Recurring	Net	Recurring	Net	Recurring	Net
	(In millions)							
Avian influenza							\$ 16.1	
Vitamin and methionine	\$ 3.3		\$ 0.8	\$ 4.3	\$ 0.7	\$ 3.5	19.9	\$ 35.4
Total	\$ 3.3		\$ 0.8	\$ 4.3	\$ 0.7	\$ 3.5	\$ 36.0	\$ 35.4

(d) Before considering the recoveries described in note (c) above, we estimate that the March 2002 outbreak of avian influenza negatively impacted our operating income by approximately \$25.6 million in fiscal 2002 and by approximately \$20.4 million and \$7.3 million in the nine month periods ended June 29, 2002 and June 28, 2003, respectively. Additionally, we estimate that due to the October 2002 recall of cooked deli meat products produced at one of our facilities, our operating income was negatively affected by approximately \$35 to \$40 million in the nine month period ended June 28, 2003.

(e) Interest expense, net, consists of interest expense less interest income.

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- (f) EBITDA is defined as the sum of net income plus interest, taxes, depreciation and amortization (excluding amortization of capitalized financing costs). Our method of computation may or may not be comparable to other similarly titled measures used in our filings with the SEC or by other companies. See the consolidated statements of income and consolidated statements of cash flows included in our financial statements. EBITDA is presented because we believe that it provides meaningful additional information concerning a company's operating results and its ability to service its long-term debt and to fund its growth, and we believe EBITDA is frequently used by securities analysts, investors and other interested parties, in addition to and not in lieu of GAAP results, to compare the performance of companies. EBITDA is not a measurement of financial performance under generally accepted accounting principles and should not be considered as an alternative to cash flow from operating activities or as a measure of liquidity or an alternative to net income as indicators of our operating performance or any other measures of performance derived in accordance with generally accepted accounting principles.

A reconciliation of net income to EBITDA is as follows:

	Fiscal Year Ended					Nine Months Ended	
	Sept. 26,	Oct. 2,	Sept. 30,	Sept. 29,	Sept. 28,	June 29,	June 28,
	1998	1999	2000	2001	2002	2002	2003
	(In thousands)						
Net income	\$ 50,010	\$ 65,253	\$ 52,344	\$ 41,137	\$ 14,335	\$ 17,509	\$ 30,963
Add:							
Interest expense, net	20,148	17,666	17,779	30,775	32,003	24,866	28,835
Income tax expense (benefit)	6,512	25,651	10,442	21,263	(12,425)	(7,453)	15,346
Depreciation and amortization(g)	32,591	34,536	36,027	55,390	70,973	52,859	54,253
Minus:							
Amortization of capitalized financing costs	993	1,063	1,236	1,860	1,417	1,049	1,062
EBITDA	\$ 108,268	\$ 142,043	\$ 115,356	\$ 146,705	\$ 103,469	\$ 86,732	\$ 128,335

- (g) Includes amortization of capitalized financing costs of approximately \$1.0 million, \$1.1 million, \$1.2 million, \$1.9 million, \$1.4 million, \$1.0 million and \$1.1 million in the fiscal years 1998, 1999, 2000, 2001 and 2002, and the nine months ended June 29, 2002 and June 28, 2003, respectively.

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RISK FACTORS

Before you invest in the notes, you should consider carefully the following factors, in addition to the other information contained in this prospectus supplement and the accompanying prospectus. Investing in the notes involves a high degree of risk. The risks described below are not the only risks we face, and additional risks and uncertainties that we currently deem immaterial may also impair our business operations. The occurrence of any one or more of the following or other currently unknown factors could materially adversely affect your investment in the notes or our business and operating results.

Risks Relating to Our Business

Cyclicality and Commodity Prices Industry cyclicality can affect our earnings, especially due to fluctuations in commodity prices of feed ingredients, chicken and turkey.

Profitability in the chicken and turkey industries is materially affected by the commodity prices of feed ingredients, chicken and turkey, which are determined by supply and demand factors. As a result, the chicken and turkey industries are subject to cyclical earnings fluctuations.

The production of feed ingredients is positively or negatively affected primarily by weather patterns throughout the world, the global level of supply inventories and demand for feed ingredients, and the agricultural policies of the United States and foreign governments. In particular, weather patterns often change agricultural conditions in an unpredictable manner. A sudden and significant change in weather patterns could affect supplies of feed ingredients, as well as both the industry's and our ability to obtain feed ingredients, grow chickens and turkeys or deliver products.

High feed ingredient prices have had a material adverse effect on our operating results in the past. We periodically seek, to the extent available, to enter into advance purchase commitments or financial hedging contracts for the purchase of feed ingredients in an effort to manage our feed ingredient costs. The use of such instruments may not be successful.

Contamination of Products If our poultry products become contaminated, we may be subject to product liability claims and product recalls.

Poultry products may be subject to contamination by disease producing organisms, or pathogens, such as *Listeria monocytogenes*, *Salmonella* and generic *E coli*. These pathogens are generally found in the environment and, as a result, there is a risk that they, as a result of food processing, could be present in our processed poultry products. These pathogens can also be introduced as a result of improper handling at the further processing, foodservice or consumer level. These risks may be controlled, but may not be eliminated, by adherence to good manufacturing practices and finished product testing. We have little, if any, control over proper handling once the product has been shipped. Illness and death may result if the pathogens are not eliminated at the further processing, foodservice or consumer level. Even an inadvertent shipment of contaminated products is a violation of law and may lead to increased risk of exposure to product liability claims, product recalls and increased scrutiny by federal and state regulatory agencies and may have a material adverse effect on our business, reputation and prospects.

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In October 2002, one product sample produced in our Franconia, Pennsylvania facility that had not been shipped to customers tested positive for Listeria. We later received information from the USDA suggesting that environmental samples taken at the facility had tested positive for both the strain of Listeria identified in the product and a strain having characteristics similar to those of the strain identified in a Northeastern Listeria outbreak. As a result of these findings, we recalled all cooked deli products produced at the facility from May 1, 2002 through October 11, 2002 and temporarily suspended operations at the facility from October 12 through November 13, 2002 to redouble our food safety and sanitation efforts. We estimate that the recall negatively affected sales at the Franconia, Pennsylvania by approximately \$73.0 million and operating margins by approximately \$35.0-\$40.0 million during the nine months ended June 28, 2003. As a result of these losses, we

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have filed or will be filing claims under our insurance for direct recall expense, business interruption and certain product re-establishment costs. We expect our total claims related to the recall were in excess of \$66 million as of June 28, 2003, although our policy limit is \$50 million (\$4.0 million of which has been received and \$22.1 million of which has been recorded as a receivable from our insurance carrier as of June 28, 2003). Therefore, the continuing effects of the recall on our business after June 28, 2003 will not be covered by insurance and will have a negative impact on our operating income estimated at \$5.0 to \$10.0 million per quarter. This impact is estimated to continue until the sales of prepared foods turkey products from our Franconia, Pennsylvania plant have been reestablished in the market to pre-recall levels which we currently project to be in or after the second fiscal quarter 2004. There can be no assurance that there will not be additional recalls of our products in the future or that any such future recall or any litigation arising therefrom will not have a material adverse effect on our ability to market our products successfully or on our business, reputation, prospects, financial condition and results of operations. See Management's Discussion and Analysis of Results of Operations and Financial Condition.

Livestock and Poultry Disease Outbreaks of livestock diseases in general, and poultry disease in particular, can significantly restrict our ability to conduct our operations.

We take all reasonable precautions to ensure that our flocks are healthy and that our processing plants and other facilities operate in a sanitary and environmentally sound manner. However, events beyond our control, such as the outbreak of disease, could significantly restrict our ability to conduct our operations. Furthermore, an outbreak of disease could result in governmental restrictions on the import and export of our fresh chicken, turkey or other products to or from our suppliers, facilities or customers, or require us to destroy one or more of our flocks. This could result in the cancellation of orders by our customers and create adverse publicity that may have a material adverse effect on our ability to market our products successfully and on our business, reputation and prospects.

An outbreak of low-pathogenic avian influenza, a disease contagious to turkey, chicken and other birds, has had a material adverse effect on our fiscal 2002 and the first six months of fiscal 2003 operating results. We currently believe there has been little or no effect on operations in the three month period ended June 28, 2003 and there will be little or no impact on future periods from this avian influenza outbreak. However, there can be no assurance that any future poultry disease outbreaks will not have a material adverse effect on our ability to market our products successfully or on our business, reputation, prospects, financial condition and results of operations. See Management's Discussion and Analysis of Results of Operations and Financial Condition.

Product Liability Product liability claims or product recalls can adversely affect our business reputation and expose us to increased scrutiny by federal and state regulators.

The packaging, marketing and distribution of food products entails an inherent risk of product liability and product recall and the resultant adverse publicity. We may be subject to significant liability if the consumption of any of our products causes injury, illness or death. We could be required to recall certain of our products in the event of contamination or damage to the products. In addition to the risks of product liability or product recall due to deficiencies caused by our production or processing operations, we may encounter the same risks if any third party tampers with our products. We cannot assure you that we will not be required to perform product recalls, or that product liability claims will not be asserted against us, in the future. Any claims that may be made may create adverse publicity that would have a material adverse effect on our ability to market our products successfully or on our business, reputation, prospects, financial condition and results of operations.

We recently recalled all cooked deli products produced at one of our facilities from May 1, 2002 through October 11, 2002. In connection with this recall, we were recently named as a defendant in two lawsuits brought by individuals alleging injuries resulting from contracting *listeria monocytogenes*. There can be no assurance that any litigation or reputational injury associated with this or any future product recalls will not have a material adverse effect on our ability to market our products successfully and on our business, reputation, prospects, financial condition and results of operations. See Business Legal Proceedings.

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Insurance We are exposed to risks relating to product liability, product recalls, property damage and injuries to persons for which insurance coverage is expensive, limited and potentially inadequate.

Our business operations entail a number of risks, including risks relating to product liability claims, product recalls, property damage and injuries to persons. We currently maintain insurance with respect to certain of these risks, including product liability insurance, property insurance, workers compensation insurance and general liability insurance, but in many cases such insurance is expensive and difficult to obtain and no assurance can be given that such insurance can be maintained in the future on acceptable terms, or in sufficient amounts to protect us against losses due to any such events, or at all. Moreover, even though our insurance coverage may be designed to protect us from losses attributable to certain events, it may not adequately protect us from liability and expenses we incur in connection with such events. For example, we expect losses attributable to our October 2002 recall of cooked deli-products produced at one of our facilities to significantly exceed available insurance coverage. See Management's Discussion and Analysis of Results of Operations and Financial Condition. Additionally, in the past one of our insurers encountered financial difficulties and was unable to fulfill its obligations under one of our insurance policies and one of our insurers contested coverage with respect to a claim forcing us to litigate the issue of coverage.

Although we have maintained product recall insurance in recent periods, in 2003 the availability of this type of insurance to the food industry has been limited and at times not available. We have been seeking quotes from insurers regarding an insurance policy that would cover any product recall that may subsequently arise. While we have received a proposal for this line of coverage that we are evaluating, we have not yet obtained an insurance policy that would cover any product recall that may arise subsequent to calendar 2002 and any coverage we may obtain could include higher deductibles and provide more limited coverage than we historically have been able to obtain. There can be no assurance as to when or if we will be successful in obtaining such a policy on acceptable terms.

Significant Competition Competition in the chicken and turkey industries with other vertically integrated poultry companies, especially companies with greater resources, may make us unable to compete successfully in these industries, which could adversely affect our business.

The chicken and turkey industries are highly competitive. Some of our competitors have greater financial and marketing resources than us. In both the United States and Mexico, we primarily compete with other vertically integrated poultry companies.

In general, the competitive factors in the U.S. poultry industry include:

Price;

Product quality;

Brand identification;

Breadth of product line; and

Customer service.

Competitive factors vary by major market. In the foodservice market, competition is based on consistent quality, product development, service and price. In the U.S. retail market, we believe that competition is based on product quality, brand awareness and customer service. Further, there is some competition with non-vertically integrated further processors in the U.S. prepared food business.

In Mexico, where product differentiation has traditionally been limited, product quality and price have been the most critical competitive factors. Additionally, the North American Free Trade Agreement, which went into effect on January 1, 1994, required annual reductions in tariffs for chicken and chicken products in order to eliminate those tariffs by January 1, 2003. On November 21, 2002, the Mexican Secretariat of the Economy announced that it would initiate an investigation to determine whether a temporary safeguard action was warranted to protect the domestic poultry industry when import tariffs on poultry were eliminated in January 2003. In July 2003, the United States and Mexico entered into a safeguard agreement with regard to imports into Mexico of chicken leg quarters from the United States. Under this agreement, a tariff rate for chicken leg quarters of 98.8% of the sales price was established. This tariff rate will be reduced on January 1, 2004 and each of the

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following four years in equal increments so that the final tariff rate at January 1, 2008 will be zero. As those tariffs are reduced, increased competition from chicken imported into Mexico from the United States may have a material adverse effect on the Mexican chicken industry in general, and on our Mexican operations in particular.

Integration of ConAgra Chicken Division There can be no assurance that the acquisition of the ConAgra chicken division will be completed or, if completed, that our businesses can be combined successfully.

The pending acquisition of the ConAgra chicken division is subject to certain closing conditions, and there can be no assurance that these closing conditions will be satisfied or the acquisition completed. In evaluating the terms of our pending acquisition of the ConAgra chicken division, we analyzed the respective businesses of Pilgrim's Pride and the ConAgra chicken division and made certain assumptions concerning their respective future operations. A principal assumption was that the acquisition will produce operating results better than those historically experienced or presently expected to be experienced in the future by us in the absence of the acquisition. There can be no assurance, however, that this assumption is correct or that the businesses of Pilgrim's Pride and the ConAgra chicken division will be successfully integrated in a timely manner. See Pending ConAgra Chicken Division Acquisition.

Synergies of ConAgra Chicken Division There can be no assurance that we will achieve anticipated synergies from our purchase of the ConAgra chicken division.

We entered into the purchase agreement related to the ConAgra chicken division acquisition with the expectation that the acquisition will result in beneficial synergies, such as cost savings and enhanced growth. Any success in realizing these benefits and the timing of this realization, if any, depend upon the successful integration of the operations of the ConAgra chicken division into Pilgrim's Pride, and upon general and industry-specific economic factors. The integration of two independent companies is a complex, costly and time-consuming process. The difficulties of combining the operations of the companies include, among others:

Transitioning and preserving the ConAgra chicken division's customer, contractor, supplier and other important third party relationships;

Integrating corporate and administrative infrastructures;

Coordinating sales and marketing functions;

Minimizing the diversion of management's attention from ongoing business concerns;

Coordinating geographically separate organizations; and

Retaining key employees;

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Even if Pilgrim's Pride and the ConAgra chicken division are able to integrate their operations and economic conditions remain stable, there can be no assurance that the anticipated synergies will be achieved. See Pending ConAgra Chicken Division Acquisition.

Assumption of Unknown Liabilities We will assume unknown liabilities when we acquire the ConAgra chicken division.

The ConAgra chicken division acquisition is structured as a stock purchase, which may result in us owning subsidiaries with unknown liabilities. We negotiated and obtained from ConAgra Foods certain representations and warranties concerning contingent liabilities and other obligations of the entities holding the ConAgra chicken division assets to reduce the risk that we will bear such subsidiaries' liability for unknown liabilities. ConAgra Foods also agreed to indemnify us for breaches of representations and warranties concerning the pre-closing operations of the ConAgra chicken division and for certain liabilities of the entities holding the ConAgra chicken division assets. Certain of ConAgra Foods' indemnification obligations are subject to a cap in the aggregate amount of \$200 million. Nevertheless, ConAgra Foods' indemnification obligations are generally subject to a \$30 million deductible, and there may be circumstances in which ConAgra Foods' indemnification obligations do

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not provide us protection from contingent or other obligations of the entities holding the ConAgra chicken division assets, or other pre-closing liabilities of the ConAgra chicken division. These obligations and liabilities could have a material adverse effect on us. See Pending ConAgra Chicken Division Acquisition.

Potential Acquisitions We may pursue additional opportunities to acquire complementary businesses, which could increase leverage and debt service requirements and could adversely affect our financial situation if we fail to successfully integrate the acquired business.

We intend to continue to pursue selective acquisitions of complementary businesses in the future. Inherent in any future acquisitions are certain risks such as increasing leverage and debt service requirements and combining company cultures and facilities, which could have a material adverse effect on our operating results, particularly during the period immediately following such acquisitions. Additional debt or equity capital may be required to complete future acquisitions, and there can be no assurance that we will be able to raise the required capital. Furthermore, acquisitions involve a number of risks and challenges, including:

Diversion of management's attention;

The need to integrate acquired operations;

Potential loss of key employees and customers of the acquired companies;

Lack of experience in operating in the geographical market of the acquired business; and

An increase in our expenses and working capital requirements.

Any of these and other factors could adversely affect our ability to achieve anticipated cash flows at acquired operations or realize other anticipated benefits of acquisitions.

Foreign Operations Risks Our foreign operations pose special risks to our business and operations.

We have substantial operations and assets located in Mexico. Foreign operations are subject to a number of special risks, including among others:

Currency exchange rate fluctuations;

Trade barriers;

Exchange controls;

Expropriation; and

Changes in laws and policies, including those governing foreign-owned operations.

Currency exchange rate fluctuations have adversely affected us in the past. Exchange rate fluctuations or one or more other risks may have a material adverse effect on our business or operations in the future.

Our operations in Mexico are conducted through subsidiaries organized under the laws of Mexico. We may rely in part on intercompany loans and distributions from our subsidiaries to meet our obligations. Claims of creditors of our subsidiaries, including trade creditors, will generally have priority as to the assets of our subsidiaries over our claims. Additionally, the ability of our Mexican subsidiaries to make payments and distributions to us will be subject to, among other things, Mexican law. In the past, these laws have not had a material adverse effect on the ability of our Mexican subsidiaries to make these payments and distributions. However, laws such as these may have a material adverse effect on the ability of our Mexican subsidiaries to make these payments and distributions in the future.

Government Regulation Regulation, present and future, is a constant factor affecting our business.

The chicken and turkey industries are subject to federal, state and local governmental regulation, including in the health and environmental areas. We anticipate increased regulation by various agencies concerning food

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safety, the use of medication in feed formulations and the disposal of poultry by-products and wastewater discharges. Unknown matters, new laws and regulations, or stricter interpretations of existing laws or regulations may materially affect our business or operations in the future.

Control of Voting Stock Voting control over Pilgrim s Pride is maintained by Lonnie Bo Pilgrim and Lonnie Ken Pilgrim.

Through a number of family trusts and limited partnerships, Lonnie Bo Pilgrim and his son Lonnie Ken Pilgrim presently have voting control of 62.2% of the voting power of our outstanding common stock and will continue to have voting control of our common stock following the completion of the ConAgra chicken division acquisition. They are therefore in a position to control the outcome of all actions requiring stockholder approval, including the election of directors. This ensures their ability to control the future direction and management of Pilgrim s Pride. If Lonnie Bo Pilgrim and certain members of his family cease to own at least a majority of the voting power of the outstanding common stock, it will constitute an event of default under certain agreements relating to our indebtedness.

Risks Associated with Tax Status Potential payment of deferred taxes may affect our cash flow.

Before July 2, 1988, we used the cash method of accounting for income tax purposes. Pursuant to changes in the laws enacted by the Revenue Act of 1987, we were required to change our method of accounting for federal income tax purposes from the cash method to the accrual method. As a consequence of this change in our accounting method, we were permitted to create a suspense account in the amount of approximately \$89.7 million. The money in the suspense account represents deferred income arising from our prior use of the cash method of accounting.

Beginning in fiscal 1998, we are generally required to include 1/20th of the amount in the suspense account, or approximately \$4.5 million, in taxable income each year for the next 20 years. As of September 28, 2002, the balance in the suspense account was approximately \$64.0 million. However, the full amount must be included in taxable income in any year that Pilgrim s Pride ceases to be a family corporation. We will cease to be a family corporation if Lonnie Bo Pilgrim s family ceases to own at least 50% of the total combined voting power of all classes of stock entitled to vote. If that occurs, we would be required to recognize the balance of the suspense account in taxable income.

Currently there exists no plan or intention on the part of Lonnie Bo Pilgrim s family to transfer enough Pilgrim s Pride stock so that we cease to qualify as a family corporation. However, this may happen, and the suspense account might be required to be included in our taxable income.

Deferred Taxes Potential accrual of deferred taxes may affect our net income and cash flow.

We have not provided any deferred income taxes on the undistributed earnings of our Mexico subsidiaries based upon our determination that such earnings will be indefinitely reinvested. As of September 28, 2002, the cumulative undistributed earnings of these subsidiaries were approximately \$191.7 million. If these earnings were not considered indefinitely reinvested, deferred U.S. and foreign income taxes would have been provided, after consideration of estimated foreign tax credits. However, determination of the amount of deferred federal and foreign income taxes is not practical.

Risks Relating to the Offering and Investment in the Notes

Substantial Leverage Our substantial indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations under the notes.

Pilgrim s Pride currently has, and after this offering and the completion of ConAgra chicken division acquisition will continue to have, a substantial amount of indebtedness. The following table shows important

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credit statistics for our company. The table sets forth these statistics on an as adjusted basis to reflect the completion of this offering and on a pro forma basis to reflect the completion of this offering and the acquisition of ConAgra's chicken division and the application of the net proceeds as described in the sections of this prospectus supplement entitled "Use of Proceeds" and "Summary Unaudited Pro Forma Financial and Other Data," and in accordance with the assumptions described therein.

	As of June 28, 2003	
	As Adjusted	Pro Forma
	(\$ in thousands)	
Total debt, including current maturities	\$ 485.3	\$ 802.6
Stockholders' equity	\$ 422.2	\$ 724.7
Total debt to stockholders' equity ratio	1.15x	1.11x
	LTM Period Ended June 28, 2003	
	As Adjusted	Pro Forma
Ratio of earnings to fixed charges	1.64x	1.26x

We presently have, and expect to continue to have, a substantial amount of indebtedness. Our substantial indebtedness could adversely affect our financial condition, which could have important consequences to you. For example, it could:

Make it more difficult for us to satisfy our obligations under our indebtedness, including our debt securities;

Increase our vulnerability to general adverse economic conditions;

Limit our ability to obtain necessary financing and to fund future working capital, capital expenditures and other general corporate requirements;

Require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and for other general corporate purposes;

Limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

Place us at a competitive disadvantage compared to our competitors that have less debt;

Limit our ability to pursue acquisitions and sell assets;

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Make us vulnerable to increases in interest rates because a substantial portion of our borrowings are at variable interest rates; and

Limit, along with the financial and other restrictive covenants in our indebtedness, our ability to borrow additional funds. Failing to comply with those covenants could result in an event of default or require redemption of indebtedness. Either of these events could have a material adverse effect on us.

Our ability to make payments on and to refinance our indebtedness will depend on our ability to generate cash in the future, which is dependent on various factors. These factors include the commodity prices of feed ingredients, chicken and turkey, and general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

For more information on our indebtedness, see [Description of Other Indebtedness](#) and [Description of Notes](#).

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Additional Borrowings Available Despite our substantial indebtedness, we may still be able to incur significantly more debt. This could intensify the risks described above.

The terms of the indentures governing the notes do not fully prohibit us from incurring significant additional indebtedness in the future, including indebtedness expected to be incurred in connection with financing the purchase price of the ConAgra chicken division acquisition. If additional debt is added to our current debt levels, the related risks that we now face could intensify. For more information on our borrowing ability, see [Capitalization](#), [Selected Consolidated Financial and Other Data](#), [Description of Other Indebtedness](#) and [Description of Notes](#).

Limitations on Change of Control We may not have the ability to raise the funds necessary to finance a change of control offer.

Upon the occurrence of certain specified change of control events, we will be required to offer to purchase the notes and our existing senior notes, plus accrued and unpaid interest, if any, to the date of purchase. If a change of control were to occur, we cannot assure you that we would have sufficient funds to pay the purchase price of the outstanding notes and existing senior notes, and we expect that we would require third party financing to do so. We cannot assure you that we would be able to obtain this financing on favorable terms, if at all. In addition, we may be required to refinance or obtain the consent of our lenders under our revolving and term senior credit facilities to purchase the notes and existing senior notes. If we do not obtain such consents or repay such borrowings, we would be prohibited from purchasing any notes or existing senior notes. In such case, our failure to purchase tendered notes and existing senior notes would constitute a default under the indenture governing the notes and existing senior notes, which, in turn, would constitute a default under our revolving and term credit facilities. For more information on our requirements to redeem the notes upon the occurrence of a change of control, see [Description of Notes](#).

Effective Subordination of Notes The notes effectively will be junior in right of payment to some other liabilities.

The notes are junior in right of payment as to liabilities of our subsidiaries that do not guarantee the notes, to the extent of the assets of those subsidiaries. In addition, we have a significant amount of secured debt. Therefore, the notes will also be effectively subordinated to our secured debt to the extent of the value of the assets securing such debt. Assuming that we have completed this offering and the ConAgra chicken division acquisition in accordance with the assumptions described in the section entitled [Unaudited Pro Forma Financial Data](#) and applied the net proceeds of this offering as described under [Use of Proceeds](#), as of June 28, 2003, the amount of our secured debt and the liabilities of our subsidiaries on a pro forma basis would have been approximately \$555.7 million. Assuming that we have completed this offering but do not complete the ConAgra chicken division acquisition, as of June 28, 2003, the amount of our secured debt and liabilities of our subsidiaries would have been \$204.2 million. The notes will not be secured by our assets or the assets of our subsidiaries, and our subsidiaries will not initially guarantee the senior notes. See [Description of Notes](#).

Pending ConAgra Chicken Division Acquisition The notes will be outstanding regardless of whether we purchase the ConAgra chicken division.

In the event the ConAgra chicken division acquisition is not consummated, the notes will remain outstanding. Accordingly, holders of the notes will be entitled only to the benefit of our results of operations without those of the ConAgra chicken division.

Trading Market for Notes There may be no active trading market for the notes.

Although the notes are expected to trade with the existing senior notes, there is currently only a limited trading market in the existing notes. We do not intend to list the notes on any national securities exchange or to seek the admission of the notes for quotation through the National Association of Securities Dealers Automated Quotation System. Although the initial purchaser has advised us that they currently intend to make a market in

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the notes, they are not obligated to do so and may discontinue such market making activity at any time without notice.

Fraudulent transfer statutes may limit rights to receive payment on the notes.

Federal or state fraudulent transfer laws permit a court, if it makes certain findings, to:

Void all or a portion of the obligations under the notes or any subsidiary guarantee;

Subordinate the obligations under the notes or any subsidiary guarantee to our or our subsidiaries' other existing and future indebtedness, entitling other creditors to be paid in full before any payment is made on the notes or any subsidiary guarantee; and

Take other action detrimental to you, including, in some circumstances, invalidating the notes or any subsidiary guarantee.

If a court were to take any of these actions, we cannot assure you that you would ever be repaid.

Under federal and state fraudulent transfer laws, in order to take any of those actions, courts will typically need to find that, at the time we or a subsidiary guarantor incurred indebtedness evidenced by the notes or a subsidiary guarantee, we or any subsidiary guarantor:

Issued the notes or a subsidiary guarantee with the intent of hindering, delaying or defrauding current or future creditors; or

We or a subsidiary guarantor received less than fair consideration or reasonably equivalent value for incurring the indebtedness represented by the notes or subsidiary guarantee and we or a subsidiary guarantor:

- (1) were insolvent or were rendered insolvent by reason of the issuance of the notes or subsidiary guarantee;
- (2) were engaged, or about to engage, in a business or transaction for which our assets or the assets of a guarantor were unreasonably small; or
- (3) intended to incur, or believed (or should have believed) that debts beyond our or its ability to pay as such debts mature would be incurred (as all of the foregoing terms are defined in or interpreted under such fraudulent transfer statutes).

Different jurisdictions define insolvency differently. However, we or a subsidiary guarantor generally would be considered insolvent at the time we or it incurred the indebtedness constituting the notes or any subsidiary guarantee if (1) the fair market value (or fair saleable value) of our assets or the assets of a subsidiary guarantor is less than the amount required to pay our or its total existing debts and liabilities (including the probable liability related to contingent liabilities) as they become absolute or mature or (2) we or any subsidiary guarantor were incurring debts beyond our or its ability to pay as those debts mature. There can be no assurance as to what standard a court would apply in order to determine whether we or any subsidiary guarantor were insolvent as of the date the notes or any subsidiary guarantee were issued, and there can be no

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assurance that, regardless of the method of valuation, a court would not determine that we or any subsidiary guarantor were insolvent on that date, or that a court would not determine, regardless of whether we or any subsidiary guarantor were insolvent on the date the notes or any subsidiary guarantee were issued, that payments under the notes or any subsidiary guarantee constituted fraudulent transfers on another ground.

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We estimate the net proceeds to us from the sale of the notes to be \$101.0 million, after deducting estimated fees and expenses.

We entered into a stock purchase agreement with ConAgra Foods to acquire the ConAgra chicken division through the purchase from ConAgra Foods of all of the issued and outstanding capital stock of four of its wholly-owned subsidiaries. We intend to use the net proceeds of this offering to pay a portion of the purchase price of the ConAgra chicken division by paying cash instead of issuing subordinated notes to ConAgra Foods to the extent of the proceeds of this offering. The ConAgra chicken division is a fully-integrated chicken processing business engaged in the production, processing, marketing and distribution of fresh and frozen chicken products, and in the processing, marketing and distribution of processed and prepared food items. After the application of the proceeds from this offering, the initial principal amount of the subordinated notes must be at least \$100 million or such lesser amount as may be acceptable to ConAgra Foods. To the extent there are any remaining proceeds of this offering following their application to the purchase price, we intend to use those proceeds to repay indebtedness outstanding under our revolving/term borrowing facility, as described below. For further information concerning the ConAgra chicken division acquisition, see Pending ConAgra Chicken Division Acquisition.

The following table contains the estimated sources and uses of funds assuming that we had completed this offering and the ConAgra chicken division acquisition in accordance with the assumptions described in the section entitled Unaudited Pro Forma Financial Data and applied the proceeds as described above.

Sources of Funds**(In millions)**

Notes payable to insurance company maturing in 2010	\$ 20.0
Notes payable to insurance company maturing in 2013	80.0
9 ⁵ / ₈ % Senior Notes due 2011	103.5
10 ¹ / ₂ % Subordinated Notes (a)	100.0
Class A common stock (a)	302.5
	<hr/>
Total Sources	\$ 606.0
	<hr/>

Uses of Funds**(In millions)**

Purchase price of ConAgra chicken division, including transaction costs (a)(b)	\$ 605.3
Reduction of debt under revolving/term borrowing facility maturing in 2007	0.2
Reduction of debt under revolving/term borrowing facility maturing in 2010	0.5
	<hr/>
Total Uses	\$ 606.0
	<hr/>

- (a) The calculation of the number of shares of Class A common stock and the principal amount of 10¹/₂% subordinated notes to be issued to ConAgra Foods is based on an adjusted net book value of \$536 million (which was the approximate adjusted net book value of the ConAgra chicken division as of May 25, 2003) and the volume weighted average stock price of our Class A common stock from June 10, 2003 through August 8, 2003 of \$7.61 per share. Based on these amounts, the stock portion of the purchase price would consist of 31.7 million shares of our Class A common stock. Of the remainder of the purchase price, \$100 million is assumed to be provided from the issuance of 10¹/₂% subordinated notes to ConAgra Foods and the remainder is assumed to be provided from the notes and secured financing. The acquisition would be valued in our financial statements at approximately \$600 million plus transaction costs based on the stock component of the purchase price being valued at \$9.55 per share (which was the closing price of our Class A common stock on

August 8, 2003).

- (b) Excludes \$1.8 million of transaction costs incurred as of June 28, 2003.

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If we do not complete the ConAgra chicken division acquisition, we intend to apply \$29.3 million and \$71.7 million of the net proceeds of this offering to reduce outstanding indebtedness due in 2010 and 2007, respectively, under our revolving/term borrowing facility. If we apply the proceeds in this manner, \$279.0 million in the aggregate will be available under our revolving/term borrowing facility. The revolving/term borrowing facility provides for interest at rates ranging from LIBOR plus five-eighths percent to LIBOR plus two and three-quarters percent, depending upon our total debt to capitalization ratio. Interest rates on debt outstanding under this facility at June 28, 2003 was LIBOR plus one and three-quarters percent for indebtedness due in 2007 and LIBOR plus two percent for indebtedness due in 2010. Borrowings under this facility were used for general corporate purposes.

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Table of Contents**CAPITALIZATION**

The following table sets forth our consolidated debt and capitalization as of June 28, 2003 (1) on an actual basis, (2) as adjusted to give effect to this offering and (3) pro forma to give effect to this offering, the completion of the ConAgra chicken division acquisition under the assumptions described under Unaudited Pro Forma Financial Data and the application of the net proceeds of this offering as described under Use of Proceeds. You should read this table in conjunction with Management's Discussion and Analysis of Results of Operations and Financial Condition, Description of Other Indebtedness, Description of Notes, Unaudited Pro Forma Financial Data, the combined financial statements of the ConAgra Foods Chicken Business, and our consolidated financial statements and the notes that accompany those financial statements.

	As of June 28, 2003(a)		
	Actual	As Adjusted	Pro Forma(b)
	(In millions)		
Cash and cash equivalents	\$ 16.7	\$ 16.7	\$ 16.7
Debt (including current maturities):			
Revolving credit facilities(c)	\$	\$	\$
Revolving/term borrowing facility maturing in 2007(d)	64.3	35.0	64.1
Revolving/term borrowing facility maturing in 2010(e)	157.7	86.0	157.2
Notes payable to insurance company maturing in 2010(f)			20.0
Notes payable to insurance company maturing in 2012(f)	59.2	59.2	59.2
Notes payable to insurance company maturing in 2013(f)			80.0
9 ⁵ /8% Senior Notes due 2011	200.0	303.5	303.5
Industrial revenue bonds			17.0
Other debt	1.6	1.6	1.6
10 ¹ /2% Subordinated Notes(g)			100.0
Total debt	\$ 482.8	\$ 485.3	\$ 802.6
Stockholders' equity:			
Common stock	\$ 0.4	\$ 0.4	\$ 0.7
Additional paid-in capital	79.6	79.6	381.8
Retained earnings	343.7	343.7	343.7
Less: Treasury stock	(1.5)	(1.5)	(1.5)
Total stockholders' equity	422.2	422.2	724.7
Total capitalization	\$ 905.0	\$ 907.5	\$ 1,527.3

- (a) Does not include any amounts available under our Receivables Purchase Agreement, under which the Company sells, on a revolving basis, certain of our trade receivables (Pooled Receivables) to a special purpose corporation wholly-owned by us, which in turn sells a percentage ownership interest to third parties. On July 18, 2003 we extended and amended the existing Receivables Purchase Agreement to sell accounts receivable. The amended agreement increased the availability under this facility to \$125.0 million from \$60 million of accounts receivable and expires in June 2008. As of the fiscal month ended July 26, 2003, \$22.9 million additional Pooled Receivables are available for sale subject to the terms and conditions thereof.
- (b) The pro forma financial information relating to the ConAgra chicken division is for its fiscal year ending May 25, 2003 and reflects the assumptions described under Unaudited Pro Forma Financial Data.
- (c) On a pro forma basis, at June 28, 2003, an additional \$130.0 million was available under these facilities subject to the terms and conditions thereof.
- (d) On a pro forma basis, at June 28, 2003, an additional \$50.9 million was available under this facility subject to the terms and conditions thereof. If the ConAgra chicken division acquisition is not completed, then at June 28, 2002, there would have been \$80.0 million available under this facility after giving effect to this offering and the application of the net proceeds of this offering as described under Use of Proceeds.

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- (e) On a pro forma basis, at June 28, 2003, an additional \$127.8 million was available under this facility subject to the terms and conditions thereof. If the ConAgra chicken division acquisition is not completed, then at June 28, 2002, there would have been \$199.0 million available under this facility after giving effect to this offering and the application of the net proceeds of this offering as described under Use of Proceeds.

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- (f) At June 28, 2003, an additional \$50 million was available with this insurance company subject to the terms and conditions thereof, which will have a maturity date of ten years from the first day of the month following issuance. We have also received a commitment to provide an additional \$50 million under this facility. Notes in the principal amount of \$30 million under this \$50 million additional commitment will have a maturity date of ten years from the first day of the month following issuance. The remaining \$20 million of notes under this additional commitment will have a maturity date of seven years from the first day of the month following issuance. We expect to use the \$100 million of availability and the additional commitment to pay a portion of the purchase price of the ConAgra chicken division.
- (g) Represents the subordinated notes to be issued to ConAgra Foods as payment for a portion of the purchase price of the ConAgra chicken division assuming the final adjusted net book value of the ConAgra chicken division was \$536 million (which is the approximate adjusted net book value of the ConAgra chicken division at May 25, 2003).

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UNAUDITED PRO FORMA FINANCIAL DATA

The unaudited pro forma financial data is based on our historical consolidated financial statements and the historical combined financial statements of the ConAgra chicken division. The unaudited pro forma data also assumes the completion of this offering and the application of the net proceeds of this offering to pay a portion of the purchase price of the ConAgra chicken division. The assumptions and adjustments are described in the notes to the unaudited pro forma financial data, including assumptions relating to the allocation of the consideration paid for the assets and liabilities of the ConAgra chicken division based on preliminary estimates of their respective fair values. The terms of the stock purchase agreement are likely to result in a purchase price of the ConAgra chicken division that is different from that presented in the unaudited pro forma combined financial statements primarily as a result of the following:

The purchase price is determined by reference to the adjusted net book value of the assets and liabilities of the ConAgra chicken division as of the closing date of the acquisition. This amount will vary from the May 25, 2003 information used in the preparation of the unaudited pro forma financial statements; and

The variability of the common stock portion of the consideration payable to ConAgra Foods, which is based on changes in the trading price and the trading volume of our Class A common stock for the period from June 10, 2003 through the fifth trading day prior to the closing date of the acquisition.

Based on the audited financial statements of the ConAgra Foods Chicken Business as of and for the fiscal year ending May 25, 2003 and the volume weighted average trading price of our Class A common stock through August 8, 2003, the acquisition would be valued at approximately \$600 million plus transaction costs, which consists of approximately \$194.6 million of cash (funded by the net proceeds of this offering and our secured borrowings), \$100 million principal of subordinated notes and the issuance of 31.7 million shares of our Class A common stock valued at \$9.55 per share. Our unaudited pro forma statements of operations have been presented as if the acquisition of the ConAgra chicken division had occurred at the beginning of the fiscal year ended September 28, 2002, while the unaudited pro forma balance sheet has been presented as if the acquisition had occurred on June 28, 2003. The fiscal year of ConAgra Foods and the ConAgra chicken division ended on May 25, 2003, while the fiscal year of Pilgrim's Pride will end on September 27, 2003. As a result, the combined pro forma financial statements have been prepared by adjusting the ConAgra chicken division's quarterly results to more closely match the applicable reporting periods of Pilgrim's Pride. However, the ConAgra chicken division information has been included with a one-month lag to the reporting periods of Pilgrim's Pride in order to maintain their existing quarterly periods.

Our unaudited pro forma financial data should be read in conjunction with Management's Discussion and Analysis of Results of Operations and Financial Condition, our historical consolidated financial statements and the historical combined financial statements and the related notes thereto of the ConAgra Foods Chicken Business either included or incorporated by reference in this prospectus supplement. Our unaudited pro forma financial data does not purport to represent what our results of operations would have been if the transactions listed above had actually been completed as of the date indicated and are not intended to project our financial position or results of operations for any future period.

Table of Contents**Pilgrim s Pride Corporation****Unaudited Pro Forma Condensed Balance Sheet****June 28, 2003****(In thousands)**

	<u>Pilgrim s Pride</u>	<u>ConAgra Chicken Division(A)</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma Combined</u>
Current assets:				
Cash and cash equivalents	\$ 16,667	\$ 6,324	\$ (6,324)(B)	\$ 16,667
Accounts receivable	118,612	105,595		224,207
Inventories				