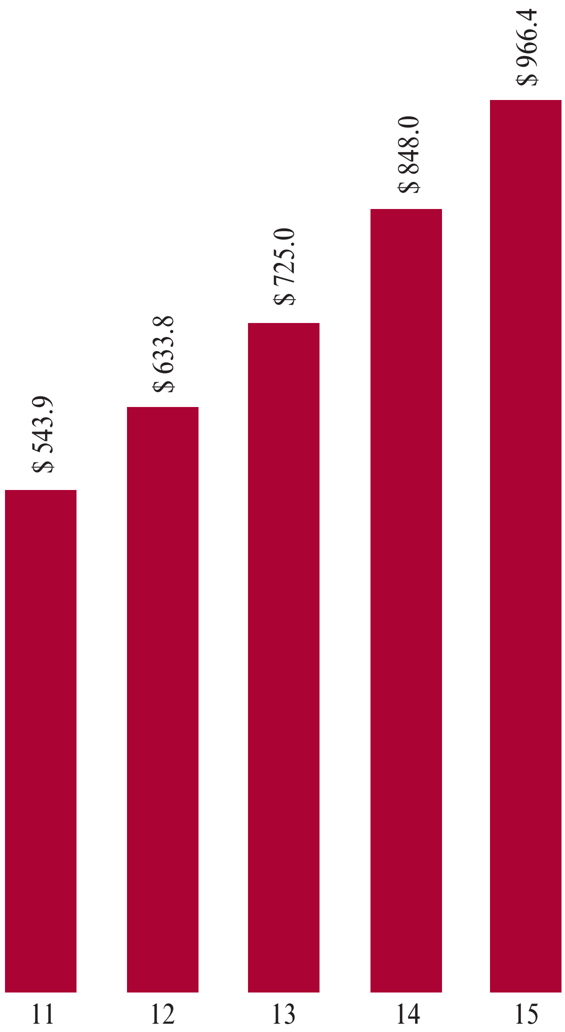
B&G Foods, Inc.

2015 Annual Report

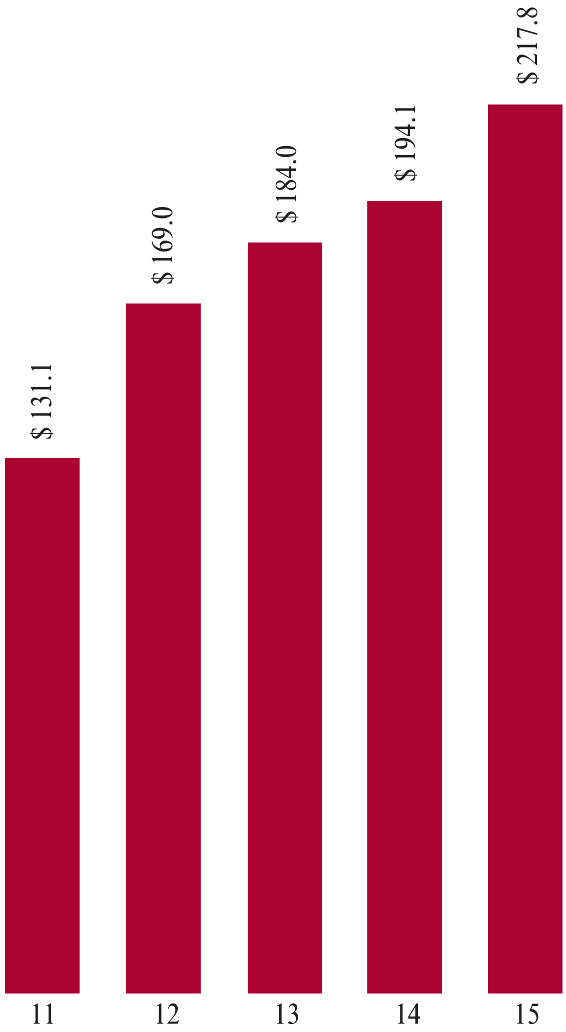
Financial Highlights

FISCAL YEAR	2015	2014	2013	2012	2011
(Dollars in millions)					
Net Sales	$ 966.4	$ 848.0	$ 725.0	$ 633.8	$ 543.9
Adjusted EBITDA*	$ 217.8	$ 194.1	$ 184.0	$ 169.0	$ 131.1

Net Sales



Adjusted EBITDA*



*Adjusted EBITDA is a "non-GAAP (Generally Accepted Accounting Principles) financial measure." Please see the discussion within the footnotes to Item 6, "Selected Financial Data" in the following Annual Report on Form 10-K for a more detailed discussion of adjusted EBITDA and a reconciliation of adjusted EBITDA with the most directly comparable GAAP measure for fiscal 2015, 2014, 2013, 2012 and 2011, along with the components of adjusted EBITDA.

B&G FOODS, INC.

TO OUR STOCKHOLDERS:

Financial Performance

In fiscal 2015, B&G Foods again set company records for net sales and adjusted EBITDA,* with net sales increasing 14.0% to $966.4 million and adjusted EBITDA increasing 12.2% to $217.8 million. Since our initial public offering in 2004, net sales and adjusted EBITDA have increased at compound annual growth rates of 9.1% and 10.9% per year, respectively. Our adjusted EBITDA as a percentage of net sales was 22.5% for the year, keeping B&G Foods in the top tier of the industry for adjusted EBTIDA margin.

Investment Highlights

In our eleven years as a publicly held company, B&G Foods has been and continues to be committed to creating stockholder value by paying a generous cash dividend and achieving consistent and ever improving operating results. During fiscal 2015, our board of directors increased the amount of the quarterly dividend by 3%, and in February of 2016, increased the dividend by an additional 20%. Including the most recent dividend increase, the dividend has grown over the last five years at a compound annual growth rate of 14.9% per year. The current dividend rate is $1.68 per share per year.

With the combination of steady and growing dividend payments and strong operating performance, B&G Foods has generated significant value for our stockholders. Assuming the reinvestment of dividends, our total stockholder return over the last five fiscal years was 214%.

Business Performance

Fiscal 2015 was another year in which we broke company records for net sales and adjusted EBITDA. Our net sales growth in 2015 came primarily from businesses we acquired in 2015, namely *Mama Mary's* and *Green Giant*. Our comparable base business net sales* for fiscal 2015 were flat, increasing by approximately 0.1%. Strong pricing gains of $12.3 million were essentially offset by volume declines.

During my first year as CEO, we were able to increase our net sales 65% from $848 million in fiscal 2014 to a projected $1.4 billion in fiscal 2016. With the *Green Giant* acquisition, we added a powerful, iconic brand to our portfolio, and we expect *Green Giant* to contribute over $500 million to our annual net sales. This acquisition is transforming our organization and provides us with a great opportunity for growth in large industry categories. Combined, the frozen and canned vegetable categories drive approximately $6 billion in annual retail sales in the United States. *Green Giant* has struggled in recent years, but we are confident that we can turn the brand around. We have demonstrated for almost two decades that integrating and repositioning acquired brands, halting sales declines and innovating for growth is a core competency of B&G Foods.

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* Adjusted EBITDA and comparable base business net sales are "non-GAAP (Generally Accepted Accounting Principles) financial measures." Please see the discussion in the footnotes to Item 6, "Selected Financial Data" and in the Management's Discussion and Analysis section in the following Annual Report on Form 10-K for a more detailed discussion of adjusted EBITDA and comparable base business net sales and reconciliations of adjusted EBITDA and comparable base business net sales with the most directly comparable GAAP measures along with the components of adjusted EBITDA and comparable base business net sales.

We are putting significant resources behind the *Green Giant* business to revitalize the top-line and regain market share. Among other things, we plan to double marketing spend and develop a long-term innovation pipeline that creates differentiation in the frozen and shelf-stable categories. Also, because we will have the infrastructure to support a frozen business, we believe we will have opportunities in the future to add tuck-in acquisitions in the frozen food category.

We had some notable successes in 2015, especially with the recovery of the *Ortega* and *Las Palmas* brands. The recall that we announced in November 2014 was substantially completed by the end of the first quarter, and both brands delivered favorable results, with *Ortega* up 8.5% and *Las Palmas* up 4.6%, a testament to the loyalty of our consumers and the strength of these brands. We also launched single serve to-go cups for both our *Bear Creek* and *Cream of Wheat* brands, and both line extensions are performing well.

In addition, in 2015 we entered into a strategic partnership with a third party logistics provider to manage most of our warehouse and distribution functions in the United States. We have completed the transition and are seeing improved efficiency and customer service and expect continued improvements in 2016 and beyond.

Fiscal 2016

We are excited about the opportunities ahead of us in 2016. We expect to see positive volume growth across our portfolio. We will be fixing the foundation of the *Green Giant* brand by initiating an innovation pipeline and developing a world-class consumer marketing program with a plan to re-launch the *Green Giant* brand in 2017. This iconic brand is a very important part of our long-term strategy. We offer a portfolio of high quality and trusted brands that provide families across the United States and Canada great food at reasonable prices. We continue to make strides in creating products that meet the needs of today's consumer. In 2016, we expect to launch new products for our *Ortega*, *Bear Creek*, *Cream of Wheat*, *Pirate's Booty* and *New York Style* brands.

In Closing

Since going public in 2004, we have created significant value for our stockholders. Today our market capitalization is over $2.0 billion and we continue to be one of the best performing companies in our industry. We have an experienced and very talented management team that consistently delivers strong net sales and adjusted EBITDA growth with expertise in identifying, executing and integrating acquisitions. I could not be more proud of how our company has grown over the years, building a diverse portfolio of high quality, great tasting, branded products that compete in all food outlets and multiple categories in the United States and Canada.

I continue to support our dividend policy and industry leading dividend yield and I will continue to execute the strategy that has made B&G Foods so successful and created so much value for our stockholders. I look forward to another year of continued net sales and adjusted EBITDA growth, fueled by acquisitions and new product innovation. I expect that 2016 will be another record breaking year for our company.

Sincerely,

Robert C. Cantwell
President and Chief Executive Officer
March 31, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark one)

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

For the fiscal year ended January 2, 2016

or

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

For the transition period from to .

Commission file number 001-32316

B&G FOODS, INC.

(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**13-3918742** (I.R.S. Employer Identification No.)
Four Gatehall Drive, Parsippany, New Jersey (Address of principal executive offices)	**07054** (Zip Code)

Registrant's telephone number, including area code: **(973) 401-6500**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of exchange on which registered
Common Stock, par value $0.01 per share	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the registrant's outstanding shares of common stock held by non-affiliates of the registrant (assuming for these purposes, but without conceding, that all executive officers and directors are affiliates of the registrant) as of July 2, 2015, the last business day of the registrant's most recently completed second fiscal quarter, was $1,657,528,468 (based on the $29.26 per share closing price of the registrant's common stock on that date as reported on the New York Stock Exchange).

As of March 2, 2016, the registrant had 58,040,242 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Selected designated portions of the registrant's definitive proxy statement to be filed on or before May 2, 2016 in connection with the registrant's 2016 annual meeting of stockholders are incorporated by reference into Part III of this annual report.

B&G FOODS, INC.

ANNUAL REPORT ON FORM 10-K

FOR THE FISCAL YEAR ENDED JANUARY 2, 2016

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PART I

Item 1. Business.

Overview

The terms "B&G Foods," "our," "we" and "us," as used in this report, refer to B&G Foods, Inc. and its wholly owned subsidiaries, except where it is clear that the term refers only to the parent company. Throughout this report, we refer to our fiscal years ended December 31, 2011, December 29, 2012, December 28, 2013, January 3, 2015 and January 2, 2016 as "fiscal 2011," "fiscal 2012," "fiscal 2013," "fiscal 2014" and "fiscal 2015," respectively. Our fiscal year is the 52 or 53 week reporting period ending on the Saturday closest to December 31. Fiscal 2014 contained 53 weeks and fiscal 2015, 2013, 2012 and 2011 each contained 52 weeks.

B&G Foods manufactures, sells and distributes a diverse portfolio of branded, high quality, shelf-stable and frozen food and household products across the United States, Canada and Puerto Rico. Many of our branded products have leading regional or national market shares. In general, we position our products to appeal to the consumer desiring a high quality and reasonably priced product. We complement our branded product retail sales with institutional and food service sales and limited private label sales.

B&G Foods, including our subsidiaries and predecessors, has been in business for over 120 years. We were incorporated in Delaware on November 25, 1996 under the name B Companies Holdings Corp. On August 11, 1997, we changed our name to B&G Foods Holdings Corp. On October 14, 2004, B&G Foods, Inc., then our wholly owned subsidiary, was merged with and into us and we were renamed B&G Foods, Inc.

Our company has been built upon a successful track record of both organic and acquisition-related growth. Our goal is to continue to increase sales, profitability and cash flows through organic growth, disciplined acquisitions of complementary branded businesses and new product development. Since 1996, we have successfully acquired and integrated more than 40 brands into our company.

The table below includes some of the acquisitions we have completed in recent years:

Date	Significant Event
November 2011	Acquisition of the *Mrs. Dash*, *Baker's Joy*, *Sugar Twin*, *Static Guard*, *Molly McButter* and *Kleen Guard* brands from Conopco, Inc. dba Unilever United States, Inc., referred to as the "*Mrs. Dash* acquisition" in the remainder of this document.
October 2012	Acquisition of the *New York Style*, *Devonsheer*, *JJ Flats* and *Old London* brands from Chipita America, Inc., referred to as the "*New York Style* acquisition" in the remainder of this document.
May 2013	Acquisition of the *TrueNorth* brand from DeMet's Candy Company, referred to as the "*TrueNorth* acquisition" in the remainder of this document.
July 2013	Acquisition of Pirate Brands, LLC, including the *Pirate's Booty*, *Smart Puffs* and *Original Tings* brands from affiliates of VMG Partners and Driven Capital Management, and certain other entities and individuals, referred to as the "Pirate Brands acquisition" in the remainder of this document.
October 2013	Acquisition of Rickland Orchards LLC, including the *Rickland Orchards* brand, from Natural Instincts LLC, referred to as the "*Rickland Orchards* acquisition" in the remainder of this document.
April 2014	Acquisition of Specialty Brands of America, Inc. and related entities, including the *Bear Creek Country Kitchens*, *Spring Tree*, *Cary's*, *MacDonald's*, *New York Flatbreads* and *Canoleo* brands, from affiliates of American Capital, Ltd., referred to as the "Specialty Brands acquisition" in the remainder of this document.
July 2015	Acquisition of Spartan Foods of America, Inc., and related entities, including the *Mama Mary's* brand, from Linsalata Capital Partners and certain other sellers, referred to as the "*Mama Mary's* acquisition" in the remainder of this document.
November 2015	Acquisition of the *Green Giant* and *Le Sueur* brands from General Mills, Inc., referred to as the "*Green Giant* acquisition" in the remainder of this document.

Products and Markets

The following is a brief description of some of our brands and product lines:

The *Green Giant* and *Le Sueur* brands trace their roots to Le Sueur, Minnesota in 1903, and the Minnesota Valley Canning Company. For more than 100 years, fresh and great-tasting *Green Giant* and *Le Sueur* vegetables have been grown and *picked at the peak of perfection* in the Valley of the Jolly Green Giant. In the remainder of this document, we generally refer to the *Green Giant* and *Le Sueur* brands collectively as the "*Green Giant* brand."

The *Ortega* brand has been in existence since 1897; its products span the shelf-stable Mexican food segment including taco shells, tortillas, seasonings, dinner kits, taco sauces, peppers, refried beans, salsas and related food products.

Pirate Brands, which includes *Pirate's Booty*, *Smart Puffs* and *Original Tings*, originated in 1987 and offers baked, trans fat free and gluten free snacks. In 2014, Pirate Brands began offering several varieties of *Pirate's Booty* mac & cheese made with organic pasta and real cheese.

The *Maple Grove Farms of Vermont* brand, which originated in 1915, is one of the leading brands of pure maple syrup sold in the United States. Other products under the *Maple Grove Farms of Vermont* label include a line of gourmet salad dressings, sugar free syrups, marinades, fruit syrups, confections, pancake mixes and organic products.

The *Mrs. Dash* brand, which was introduced in 1983 as the original brand in salt-free seasonings, is available in more than a dozen blends. In 2005, the leading brand in salt-free seasonings introduced 6 salt-free marinades. *Mrs. Dash's* brand essence, "Salt-Free, Flavor-Full," resonates with consumers and underscores the brand's commitment to provide healthy products that fulfill consumers' expectations for taste.

The *Cream of Wheat* brand was introduced in 1893 and is among the leading brands and one of the most trusted and widely recognized brands of hot cereals sold in the United States. *Cream of Wheat* is available in Original, Whole Grain and Maple Brown Sugar stove top, and also in instant packets of Original and other flavors. We also offer *Cream of Rice*, a gluten-free, rice-based hot cereal.

The *Bear Creek Country Kitchens* brand is the leading brand of hearty dry soups in the United States. *Bear Creek Country Kitchens* also offers a line of savory pasta dishes and hearty rice dishes.

The *Mama Mary's* brand was introduced in 1986 and is a leading brand of shelf-stable pizza crusts. *Mama Mary's* also offers pizza sauces and premium gourmet pepperoni slices.

The *Las Palmas* brand originated in 1922 and primarily includes authentic Mexican enchilada sauce, chili sauce and various pepper products.

The *Polaner* brand was introduced in 1880 and is comprised of a broad array of fruit-based spreads as well as jarred wet spices such as chopped garlic and oregano. *Polaner All Fruit* is a leading national brand of fruit-juice sweetened fruit spread. The spreads are available in more than a dozen flavors. *Polaner Sugar Free* preserves are the second leading brand of sugar free preserves nationally.

The *Bloch & Guggenheimer (B&G)* brand originated in 1889, and its pickle, pepper and relish products are a leading brand in the New York metropolitan area. This line consists of shelf-stable pickles, peppers, relishes, olives and other related specialty items.

The *New York Style* brand was created in 1985 and includes Original *Bagel Crisps*, Pita Chips and *Panetini* Italian Toast.

The *Spring Tree* brand originated in 1976 in Brattleboro, Vermont, and consists of pure maple syrup and sugar free syrup.

The *TrueNorth* brand was introduced in 2008. *TrueNorth* nut cluster snacks combine freshly roasted nuts, a dash of sea salt and just a hint of sweetness. *TrueNorth* varieties include almond pecan crunch, chocolate nut crunch and cashew crunch.

The *B&M* brand was introduced in 1927 and is the original brand of brick-oven baked beans and remains one of the very few authentic baked beans. The *B&M* line includes a variety of baked beans and brown bread. The *B&M* brand currently has a leading market share in the New England region.

The *Underwood* brand's "*Underwood Devil*" logo, which was registered in 1870, is believed to be the oldest registered trademark still in use for a prepackaged food product in the United States. *Underwood* meat spreads, which were introduced in the late 1860s, include deviled ham, white-meat chicken, roast beef, corned beef and liverwurst.

The *Ac'cent* brand was introduced in 1947 as a flavor enhancer for meat preparation and is generally used on beef, poultry, fish and vegetables. We believe that *Ac'cent* is positioned as a unique flavor enhancer that provides food with the "umami" flavor sensation.

The *Emeril's* brand was introduced in 2000 under a licensing agreement with celebrity chef Emeril Lagasse. We offer a line of pasta sauces, seasonings, cooking stocks, mustards, salsas, pepper sauces, dip mixes and cooking sprays under the *Emeril's* brand name.

The *Trappey's* brand, which was introduced in 1898, has a Louisiana heritage. *Trappey's* products fall into two major categories—high quality peppers and hot sauces, including *Trappey's Red Devil*.

The *Grandma's* brand of molasses, which was introduced in 1890, is the leading brand of premium-quality molasses sold in the United States. *Grandma's* molasses products are offered in two distinct styles: *Grandma's* Original Molasses and *Grandma's* Robust Molasses.

The *Don Pepino* and *Sclafani* brands originated in 1955 and 1900, respectively, and primarily include pizza and spaghetti sauces, whole and crushed tomatoes and tomato puree.

The *Joan of Arc* brand, which originated in 1895, includes a full range of canned beans including kidney, chili and other varieties.

The *Old London* brand was created in 1932 and offers a wide variety of flavors available in melba toasts, melba rounds and other snacks. *Old London* also markets specialty snacks under the *Devonsheer* and *JJ Flats* brand names.

The *Static Guard* brand, the number one brand name in static elimination sprays, created the anti-static spray category when it was launched in 1978 to fulfill a previously unmet consumer need. The brand's ability to consistently deliver on its promise to "instantly eliminate static cling" has resulted in a loyal consumer following.

The *Cary's* brand originated in 1904 and is the oldest brand of pure maple syrup in the United States. *Cary's* also offers sugar free syrup.

The *Regina* brand, which has been in existence since 1949, includes vinegars and cooking wines. *Regina* products are most commonly used in the preparation of salad dressings as well as in a variety of recipe applications, including sauces, marinades and soups.

The *Baker's Joy* brand was introduced in 1982 and is the original brand of no-stick baking spray with flour. *Baker's Joy*'s product proposition has been to "generate a perfect release from the pan every time," making baking easier, faster and more successful for everyday bakers.

The *Sugar Twin* brand was developed in 1968 and is a calorie free sugar substitute.

The *Wright's* brand was introduced in 1895 and is a seasoning that reproduces the flavor and aroma of pit smoking in meats, chicken and fish. *Wright's* is offered in three flavors: Hickory, Mesquite and Applewood.

The *Rickland Orchards* brand was created in 2012 and its products include Greek yogurt coated bites.

The *Brer Rabbit* brand has been in existence since 1907 and currently offers mild and full-flavored molasses as well as blackstrap molasses. Mild molasses is designed for table use and full-flavored molasses is typically used in baking, barbeque sauces and as a breakfast syrup.

The *Sa-són* brand was introduced in 1947 as a flavor enhancer used primarily for Puerto Rican and Hispanic food preparation. The product is generally used on beef, poultry, fish and vegetables. The brand's flavor enhancer is offered in four flavors: Original, Coriander and Achiote, Garlic and Onion, and Tomato. We also offer reduced sodium versions of *Sa-són*.

The *New York Flatbreads* brand is a line of thin, crispy, flavorful crispbread that is available in several toppings.

The *Vermont Maid* brand has been in existence since 1919 and offers maple-flavored syrups. *Vermont Maid* syrup is available in regular, sugar-free and sugar-free butter varieties.

The *Molly McButter* brand created the butter-flavored sprinkles category in 1987. *Molly McButter* is available in butter and cheese flavors.

The *Canoleo* brand is the first margarine made from 100% canola oil. It is an all-purpose margarine used for spreading, cooking and baking.

Food Industry

The food industry is one of the United States' largest industries. It has been characterized by relatively stable sales growth, based largely on price and population increases. As large food companies with a presence in a variety of branded product categories seek tighter focus within their businesses, they have shed brands or an entire presence in non-core categories. They have also sold smaller brands to increase focus on the larger brands within their portfolios.

In the past decade, the retail side of the food industry has seen a continuing shift of sales to alternate food outlets such as supercenters, warehouse clubs, dollar stores and drug stores. This shift has caused consolidation of traditional grocery chains into larger entities, often spanning the country under varying banner names. Consolidation has increased the importance of having a number one or two brand within a category, be that position national or regional. A broad sales and distribution infrastructure has also become critical for food companies, allowing them to reach all outlets selling food to consumers and expanding their growth opportunities.

Sales, Marketing and Distribution.

Overview. We sell, market and distribute our products through a multiple-channel sales, marketing and distribution system to all major U.S. food channels, including sales and shipments to supermarkets, mass merchants, warehouse clubs, wholesalers, food service distributors and direct accounts, specialty food distributors, military commissaries and non-food outlets such as drug and dollar store chains. Certain of our brands, including *Green Giant*, *Cream of Wheat*, *Ac'cent*, *Crock Pot* seasoning mixes, *Underwood*, *Polaner*, *Static Guard*, *Mrs. Dash*, *New York Style*, *Sugar Twin* and *Rickland Orchards*, are also distributed to similar food channels in Canada. We sell, market and distribute our household brand, *Static Guard*, through the same sales, marketing and distribution system to many of the same customers who buy our food products as well as to other household product retailers and distributors.

We sell our products primarily through broker sales networks to supermarket chains, food service outlets, mass merchants, warehouse clubs, non-food outlets and specialty distributors. The broker sales network handles the sale of our products at the retail level.

Sales. Our sales organization is aligned by distribution channels and consists of regional sales managers, key account managers and sales persons. Regional sales managers sell our products nationwide through national and regional brokers, with separate organizations focusing on food service, grocery chain accounts and special markets. Our sales managers coordinate our broker sales efforts, make key account calls with buyers or distributors and supervise broker retail coverage of the products at the store level.

Our sales strategy is centered on individual brands. We allocate promotional spending for each of our brands and our regional sales managers coordinate promotions with customers. Additionally, our marketing department works in conjunction with the sales department to coordinate special account activities and marketing support, such as couponing, public relations and media advertising.

We have a national sales force that is capable of supporting our current brands and quickly integrating and supporting any newly acquired brands, including the recently acquired *Green Giant* brand.

Marketing. Our marketing organization is aligned by brand and is responsible for the strategic planning for each of our brands. We focus on deploying promotional dollars where we believe the spending will have the greatest impact on sales. Marketing and trade spending support, on a national basis, typically consists of advertising trade promotions, coupons and cross-promotions with supporting products. Radio, internet, social media and limited television advertising supplement this activity.

Distribution. We distribute our products through a multiple-channel system that covers every class of customer nationwide. We believe that our distribution system for shelf-stable products has sufficient capacity to accommodate incremental product volume. See Item 2, "Properties" for a listing of our owned and leased distribution centers and warehouses. Two of our leased distribution centers are operated for us by a third party logistics provider. A third leased distribution center is currently being transitioned and will soon be operated by the same third party logistics provider. In Canada, Mexico and from time to time in the United States we also use public warehouse and distribution facilities.

Warehousing and distribution for our recently acquired *Green Giant* products is currently being managed for us by General Mills pursuant to a one-year transition services agreement that expires on November 2, 2016. Following the completion of the transition period (which we may choose to terminate prior to the end of the scheduled transition period), we will transfer responsibility for warehousing and distribution of the shelf-stable *Green Giant* products to our existing distribution centers and third party logistics provider. We are also contemplating adding a fourth primary distribution center in the United States. However, due to the different demands of distribution for shelf-stable and frozen products, we plan to maintain separate distribution systems and are in the process of arranging for third parties to manage the warehousing and distribution of the frozen *Green Giant* products following the completion of the transition period.

Customers

Our top ten customers accounted for approximately 52.3% of our net sales and 53.5% of our end of the year receivables for fiscal 2015. Other than Wal-Mart, which accounted for 20.4% of our fiscal 2015 net sales, no single customer accounted for 10.0% or more of our fiscal 2015 net sales. Other than Wal-Mart, which accounted for 19.3% of our receivables as of the end of fiscal 2015, no single customer accounted for more than 10.0% of our receivables as of the end of fiscal 2015. During fiscal 2015, 2014 and 2013, our net sales to foreign countries represented approximately 5.2%, 3.6% and 3.2%, respectively, of our total net sales. Our foreign sales are primarily to customers in Canada. The increase in net sales to foreign countries in fiscal 2015 was primarily attributable to the *Green Giant* acquisition completed on November 2, 2015. For fiscal 2016, *Green Giant,* which has significant net sales to Canada, is expected to increase our net sales to foreign countries to approximately 6.7% of our total net sales.

Seasonality

Sales of a number of our products tend to be seasonal and may be influenced by holidays, changes in seasons/weather or certain other annual events. In general, our sales are higher in the first and fourth quarters.

We purchase most of the produce used to make our frozen and shelf-stable canned vegetables, pickles, relishes, peppers, tomatoes and other related specialty items during the months of June through October, and we generally purchase the majority of our maple syrup requirements during the months of April through August. Consequently, our liquidity needs are greatest during these periods.

Competition

We face competition in each of our product lines. Numerous brands and products compete for shelf space and sales, with competition based primarily on product quality, convenience, price, trade promotion, consumer promotion, brand recognition and loyalty, customer service, advertising and other activities and the ability to identify and satisfy emerging consumer preferences. We compete with numerous companies of varying sizes, including divisions or subsidiaries of larger companies. Many of these competitors have multiple product lines, substantially greater financial and other resources and may have lower fixed costs and/or be substantially less leveraged than we are. Our ability to grow our business could be impacted by the relative effectiveness of, and competitive response to, our product initiatives, product innovation, advertising and promotional activities. In addition, from time to time, we experience margin pressure in certain markets as a result of competitors' pricing practices.

Our products compete not only against other brands in their respective product categories, but also against products in similar or related product categories. For example, our shelf-stable pickles compete not only with other brands of shelf-stable pickles, but also with pickle products found in the refrigerated sections of grocery stores, and all our brands compete against private label products to varying degrees.

Raw Materials

We purchase raw materials, including agricultural products, meat, poultry, flour, other raw materials, ingredients and packaging materials from growers, commodity processors, other food companies and packaging suppliers located in U.S. and foreign locations. The principal raw materials for our products include corn, peas, broccoli, beans, maple syrup, wheat, corn, nuts, cheese, fruits, beans, tomatoes, peppers, meat, sugar, concentrates, molasses, spices and corn sweeteners. Vegetables for the *Green Giant* brand are primarily purchased under dedicated acreage supply contracts from a number of growers prior to each growing season with the remaining demand being sourced directly from third parties. We purchase certain other agricultural raw materials in bulk or pursuant to short-term supply contracts. Most of our agricultural products are purchased between April 1 and October 31. We also use packaging materials, particularly glass jars, cans, cardboard and plastic containers. The profitability of our business relies in substantial part on the prices we and our co-packers pay for these raw materials and packaging materials, which can fluctuate due to a number of factors, including changes in crop size, national, state and local government sponsored agricultural programs, export demand, currency exchange rates, natural disasters, weather conditions during the growing and harvesting seasons, water supply, general growing conditions, the effect of insects, plant diseases and fungi, and glass, metal and plastic prices.

Fluctuations in commodity prices can lead to retail price volatility and intensive price competition, and can influence consumer and trade buying patterns.

The cost of labor, manufacturing, energy, fuel, packaging materials and other costs related to the production and distribution of our food products can from time to time increase significantly and unexpectedly. We attempt to manage these risks by entering into short-term supply contracts and advance commodities purchase agreements, implementing cost saving measures and raising sales prices. During the past three years, our cost saving measures and sales price increases have substantially offset increases to our raw material, ingredient and packaging costs. To the extent we are unable to offset present and future cost increases, our operating results will be negatively impacted.

Production

Manufacturing. We operate nine manufacturing facilities for our products. See Item 2, "Properties" for a listing of our manufacturing facilities.

Co-Packing Arrangements. In addition to our own manufacturing facilities, we source a significant portion of our products under "co-packing" arrangements, a common industry practice in which manufacturing is outsourced to other companies. We regularly evaluate our co-packing arrangements to ensure the most cost-effective manufacturing of our products and to utilize company-owned manufacturing facilities most effectively. Third parties located in U.S. and foreign locations produce our *Baker's Joy*, *Bear Creek Country Kitchens*, *Canoleo*, *Cream of Rice*, *Crock Pot*, *Green Giant*, *JJ Flats*, *Joan of Arc*, *Le Sueur*, *MacDonald's*, *Mrs. Dash*, *New York Flatbreads*, Pirate Brands, *Regina*, *Rickland Orchards*, *Spring Tree*, *Static Guard*, *Sugar Twin* and *TrueNorth* products and certain *B&G*, *Cary's*, *Cream of Wheat*, *Emeril's*, *Las Palmas* and *Ortega* products under co-packing agreements or purchase orders. Each of our co-packers produces products for other companies as well. We believe that there are alternative sources of co-packing production readily available for the majority of our products, although we may experience short-term disturbances in our operations if we are required to change our co-packing arrangements unexpectedly.

Approximately 60% of the recently acquired *Green Giant* products are co-packed for us by third-party manufacturers located in the United States, Canada, Europe and Peru. General Mills assigned to us as part of the *Green Giant* acquisition its rights and obligations under the co-packing agreements relating to those products. We manufacture approximately 30% of the *Green Giant* products in Irapuato, Mexico at a facility we acquired from General Mills as part of the *Green Giant* acquisition. The remaining *Green Giant* products are manufactured for us by General Mills at a General Mills facility located in Belvidere, Illinois pursuant to a two-year transition co-packing agreement that expires on November 2, 2017. During this transition period, we will evaluate shifting this production to either an existing B&G Foods manufacturing facility, a co-packer, or a combination of both.

Trademarks and Licensing Agreements

Trademarks. We consider our trademarks, in the aggregate, to be material to our business. We protect our trademarks by registration in the United States, Canada and in other countries where we sell our products. We also oppose any infringement in key markets. Trademark protection continues in some countries for as long as the mark is used and in other countries for as long as it is registered. Registrations generally are for renewable, fixed terms. Examples of our trademarks and registered trademarks include *Ac'cent, B&G, B&G Sandwich Toppers, B&M, Baker's Joy, Bear Creek Country Kitchens, Brer Rabbit, Canoleo, Cary's, Cream of Rice, Cream of Wheat, Devonsheer, Don Pepino, Emeril's, Grandma's, Greek on the go!, Green Giant, JJ Flats, Joan of Arc, Las Palmas, Le Sueur, MacDonald's, Mama Mary's, Maple Grove Farms of Vermont, Molly McButter, Mrs. Dash, New York Flatbreads, New York Style, Old London, Original Tings, Ortega, Pirate's Booty, Polaner, Regina, Rickland Orchards, Sa-són, Sclafani, Smart Puffs, Spring Tree, Static Guard, Sugar Twin, Trappey's, TrueNorth, Underwood, Vermont Maid* and *Wright's*.

Inbound License Agreements. From time to time we enter into in-bound licensing agreements. For example, we sell our *Emeril's* brand products pursuant to a license agreement with Sequential Brands Group, *Cream of Wheat* Cinnabon®, a co-branded product, pursuant to a licensing agreement with Cinnabon, Inc. and Crock Pot® Seasoning Mixes pursuant to a licensing agreement with Sunbeam Products, Inc. dba Jarden Consumer Solutions. In addition, from time to time, our Pirate Brands products, *Cream of Wheat* products and products of certain other of our brands license from third parties, a variety of trademarks, including various Disney, Marvel and Nickelodeon characters.

Outbound License Agreements. We also enter from time to time enter into outbound license agreements for our trademarks. For example, the *Green Giant* trademark is licensed to third parties for use in connection with their sale of fresh produce in the United States and Europe. We also license the *Green Giant* name to General Mills for use with its sale of frozen and shelf stable products in Europe, Asia and in various other locations outside of the United States and Canada.

Employees and Labor Relations

As of January 2, 2016, our workforce consisted of 2,003 employees. Of that total, 1,824 employees were engaged in manufacturing, 78 were engaged in marketing and sales, 63 were engaged in warehouse and distribution and 38 were engaged in administration. Approximately 55% of our employees, located at three facilities in the United States and one facility in Mexico, are covered by collective bargaining agreements. The agreements covering employees at the three facilities in the United States, which vary in term depending on the location, expire on April 29, 2017 (Portland, Maine; Bakery, Confectionery, Tobacco Workers and Grain Millers International Union, AFL-CIO, Local No. 334), March 31, 2016 (Stoughton, Wisconsin; Drivers, Salesmen, Warehousemen, Milk Processors, Cannery, Dairy Employees and Helpers Union, Local No. 695) and March 31, 2020 (Roseland, New Jersey; International Brotherhood of Teamsters, Chauffeurs, Warehousemen & Helpers of America, Local No. 863). There are two unions representing employees at our facility in Mexico, (1) the Industrial Union of Stevedore Workers, Cargo Transport Operators and Similar from the Mexican Republic and (2) the Union of Agriculture Workers at the Service of the Region, and our collective bargaining agreements with these two unions do not expire, however, certain terms of the agreements must be reviewed periodically. The collective bargaining agreement covering our Stoughton facility, which covers approximately 178 employees, is the only collective bargaining agreement expiring in the next twelve months. While we believe that our relations with our union employees are in general good, we cannot assure you that we will be able to negotiate a new collective bargaining agreement for our Stoughton facility on terms satisfactory to us, or at all, and without production interruptions, including labor stoppages. At this time, however, management does not expect that the outcome of these negotiations will have a material adverse impact on our business, financial condition or results of operations.

Government Regulation

As a manufacturer and marketer of food and household products, our operations are subject to extensive regulation by the United States Food and Drug Administration (FDA), the United States Department of Agriculture (USDA), the Federal Trade Commission (FTC), the Consumer Product Safety Commission (CPSC), the United States Department of Labor, the Environmental Protection Agency and various other federal, state, local and foreign authorities regarding the manufacturing, processing, packaging, storage, labeling, sale and distribution of our products and the health and safety of our employees. Our manufacturing facilities and products are subject to periodic inspection by federal, state, local and foreign authorities. In addition, our meat processing operation in Portland, Maine is subject to daily inspection by the USDA.

We are subject to the Food, Drug and Cosmetic Act and the Food Safety Modernization Act and the regulations promulgated thereunder by the FDA. This comprehensive regulatory program governs, among other things, the manufacturing, composition and ingredients, labeling, packaging and safety of food. We are also subject to the U.S. Bio-Terrorism Act of 2002 which imposes on us import and export regulations. Under the Bio-Terrorism Act we are required, among other things, to provide specific information about the food products we ship into the United States and to register our manufacturing, warehouse and distribution facilities with the FDA.

We believe that we are currently in substantial compliance with all material governmental laws and regulations and maintain all material permits and licenses relating to our operations. Nevertheless, there can be no assurance that we are in full compliance with all such laws and regulations or that we will be able to comply with any future laws and regulations in a cost-effective manner. Failure by us to comply with applicable laws and regulations could subject us to civil remedies, including fines, injunctions, recalls or seizures, as well as potential criminal sanctions, all of which could have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity.

Environmental Matters

Environmental Sustainability. As part of our commitment to being a good corporate citizen, we consider environmental sustainability to be an important strategic focus area. For instance, our manufacturing operations have a variety of initiatives in place to reduce energy usage, conserve water, improve wastewater management, reduce packaging and where possible use recycled and recyclable packaging. We continue to evaluate and modify our manufacturing and other processes on an ongoing basis to further reduce our impact on the environment, conserve water and reduce waste.

Environmental Laws and Regulations. We are also subject to environmental laws and regulations in the normal course of business. We have not made any material expenditures during the last three fiscal years in order to comply with environmental laws or regulations. Based on our experience to date, we believe that the future cost of compliance with existing environmental laws and regulations (and liability for known environmental conditions) will not have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity. However, we cannot predict what environmental laws or regulations will be enacted in the future or how existing or future laws or regulations will be enforced, administered or interpreted, nor can we predict the amount of future expenditures that may be required in order to comply with such environmental laws or regulations or to respond to such environmental claims.

Available Information

Under the Securities Exchange Act of 1934, as amended, we are required to file with or furnish to the SEC annual, quarterly and current reports, proxy and information statements and other information. You may read and copy any document we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1.800.SEC.0330 for further information about the public reference room. The SEC maintains an internet site at http://www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. We file electronically with the SEC.

We make available, free of charge, through the investor relations section of our web site, our reports on Forms 10-K, 10-Q and 8-K, and amendments to those reports, filed with or furnished to the SEC as soon as reasonably practicable after they are filed or furnished to the SEC. The address for the investor relations section of our web site is http://ir.bgfoods.com.

The full text of the charters for each of the audit, compensation and nominating and governance committees of our board of directors as well as our Code of Business Conduct and Ethics is available at the investor relations section of our web site, http://ir.bgfoods.com. Our Code of Business Conduct and Ethics applies to all of our employees, officers and directors, including our chief executive officer and our chief financial officer and principal accounting officer. We intend to disclose any amendment to, or waiver from, a provision of the Code of Business Conduct and Ethics that applies to our chief executive officer or chief financial officer and principal accounting officer in the investor relations section of our web site.

The information contained on our web site is not part of, and is not incorporated in, this or any other report we file with or furnish to the SEC.

Item 1A. Risk Factors.

Any investment in our company will be subject to risks inherent to our business. Before making an investment decision, investors should carefully consider the risks described below together with all of the other information included in this report. The risks and uncertainties described below are not the only ones facing our company. Additional risks and uncertainties that we are not aware of or focused on or that we currently deem immaterial may also impair our business operations. This report is qualified in its entirety by these risk factors.

Any of the following risks could materially and adversely affect our business, consolidated financial condition, results of operations or liquidity. In that case, holders of our securities may lose all or part of their investment.

Risks Specific to Our Company

The packaged food industry is highly competitive.

The packaged food industry is highly competitive. Numerous brands and products, including private label products, compete for shelf space and sales, with competition based primarily on product quality, convenience, price, trade promotion, brand recognition and loyalty, customer service, effective consumer advertising and promotional activities and the ability to identify and satisfy emerging consumer preferences. We compete with a significant number of companies of varying sizes, including divisions or subsidiaries of larger companies. Many of these competitors have multiple product lines, substantially greater financial and other resources available to them and may have lower fixed costs and/or are substantially less leveraged than our company. If we are unable to continue to compete successfully with these companies or if competitive pressures or other factors cause our products to lose market share or result in significant price erosion, our business, consolidated financial condition, results of operations or liquidity could be materially and adversely affected.

We may be unable to maintain our profitability in the face of a consolidating retail environment.

Our largest customer, Wal-Mart, accounted for 20.4% of our fiscal 2015 net sales, and our ten largest customers together accounted for approximately 52.3% of our fiscal 2015 net sales. As the retail grocery trade continues to consolidate and our retail customers grow larger and become more sophisticated, our retail customers may demand lower pricing and increased promotional programs. Further, these customers are reducing their inventories and increasing their emphasis on products that hold either the number one or number two market position and private label products. If we fail to use our sales and marketing expertise to maintain our category leadership positions to respond to these trends, or if we lower our prices or increase promotional support of our products and are unable to increase the volume of our products sold, our profitability and financial condition may be adversely affected.

We are vulnerable to decreases in the supply and increases in the price of raw materials and labor, manufacturing, distribution and other costs, and we may not be able to offset increasing costs by increasing prices to our customers.

We purchase agricultural products, meat, poultry, other raw materials, ingredients and packaging materials from growers, commodity processors, other food companies and packaging manufacturers. Raw materials, ingredients and packaging materials are subject to increases in price attributable to a number of factors, including changes in crop size, federal and state agricultural programs, export demand, currency exchange rates, energy and fuel costs, water supply, weather conditions during the growing and harvesting seasons, insects, plant diseases and fungi, and glass, metal and plastic prices. Fluctuations in commodity prices can lead to retail price volatility and intensive price competition, and can influence consumer and trade buying patterns. The cost of labor, manufacturing, energy, fuel, packaging materials and other costs related to the production and distribution of our products can from time to time increase significantly and unexpectedly. We attempt to manage these risks by entering into short-term supply contracts and advance commodities purchase agreements from time to time, by implementing cost saving measures and by raising sales prices. During the past three years, our cost saving measures and sales price increases substantially offset increases to our raw material, ingredient and packaging costs. To the extent we are unable to offset present and future cost increases, our operating results will be negatively impacted.

We may be unable to offset any reduction in net sales in our mature food product categories through an increase in trade spending for these categories or an increase in net sales in other categories.

Most of our food product categories are mature and certain categories have experienced declining consumption rates from time to time. If consumption rates and sales in our mature food product categories decline, our revenue and operating income may be adversely affected, and we may not be able to offset this decrease in business with increased trade spending or an increase in sales or profitability of other products and product categories.

We may have difficulties integrating acquisitions or identifying new acquisitions.

A major part of our strategy is to grow through acquisition. We completed the *Mama Mary's* acquisition and the *Green Giant* acquisition in July 2015 and November 2015, respectively, and we expect to pursue additional acquisitions of food product lines and businesses. However, we may be unable to identify and consummate additional acquisitions or may be unable to successfully integrate and manage the product lines or businesses that we have recently acquired or may acquire in the future. In addition, we may be unable to achieve a substantial portion of any anticipated cost savings from acquisitions or other anticipated benefits in the timeframe we anticipate, or at all. Moreover, any acquired product lines or businesses may require a greater than anticipated amount of trade, promotional and capital spending. Acquisitions involve numerous risks, including difficulties in the assimilation of the operations, technologies, services and products of the acquired companies, personnel turnover and the diversion of management's attention from other business concerns. Any inability by us to integrate and manage any product lines or businesses that we have recently acquired or may acquire in the future in a timely and efficient manner, any inability to achieve a substantial portion of any anticipated cost savings or other anticipated benefits from these acquisitions in the time frame we anticipate or any unanticipated required increases in trade, promotional or capital spending could adversely affect our business, consolidated financial condition, results of operations or liquidity. Moreover, future acquisitions by us could result in our incurring substantial additional indebtedness, being exposed to contingent liabilities or incurring the impairment of goodwill and other intangible assets, all of which could adversely affect our financial condition, results of operations and liquidity.

We may be faced with a disruption in sales of certain of our* **Green Giant** *products if we are unable to timely complete a capital project to move production of those products from a General Mills manufacturing facility to one of our manufacturing facilities or a co-packer.

Approximately 10% of our *Green Giant* products are manufactured for us by General Mills utilizing equipment we acquired as part of the *Green Giant* acquisition and currently located in a General Mills facility in Belvidere, Illinois, pursuant to a two-year transition co-packing agreement that expires on November 2, 2017. During fiscal 2016, we anticipate initiating a capital project to relocate the acquired Belvidere manufacturing equipment to either an existing B&G Foods manufacturing facility, a co-packer, or a combination of both. We anticipate that the project will be completed in fiscal 2017; however, if there are any unanticipated delays in the completion of the capital project and our existing inventories of those *Green Giant* products at the end of the transition period are insufficient to meet customer demand, we may face a material disruption in sales that could have a material adverse effect on our financial condition, results of operations and liquidity.

We have substantial indebtedness, which could restrict our ability to pay dividends and impact our financing options and liquidity position.

At January 2, 2016, we had total long-term indebtedness of $1,763.8 million (before debt discount), including $1,063.8 million principal amount of senior secured indebtedness and $700.0 million principal amount of senior unsecured indebtedness. Our ability to pay dividends is subject to contractual restrictions contained in the instruments governing our indebtedness. Although our credit agreement and the indenture governing our senior notes (which we refer to as the senior notes indenture) contain covenants that restrict our ability to incur debt, as long as we meet these covenants we will be able to incur additional indebtedness. The degree to which we are leveraged on a consolidated basis could have important consequences to the holders of our securities, including:

- our ability in the future to obtain additional financing for working capital, capital expenditures or acquisitions may be limited;
- we may not be able to refinance our indebtedness on terms acceptable to us or at all;
- a significant portion of our cash flow is likely to be dedicated to the payment of interest on our indebtedness, thereby reducing funds available for future operations, capital expenditures, acquisitions and/or dividends on our common stock; and
- we may be more vulnerable to economic downturns and be limited in our ability to withstand competitive pressures.

We are subject to restrictive debt covenants and other requirements related to our debt that limit our business flexibility by imposing operating and financial restrictions on our operations.

The agreements governing our indebtedness impose significant operating and financial restrictions on us. These restrictions prohibit or limit, among other things:

- the incurrence of additional indebtedness and the issuance of certain preferred stock or redeemable capital stock;
- the payment of dividends on, and purchase or redemption of, capital stock;
- a number of restricted payments, including investments;
- specified sales of assets;
- specified transactions with affiliates;
- the creation of certain types of liens;
- consolidations, mergers and transfers of all or substantially all of our assets; and
- entry into certain sale and leaseback transactions.

Our credit agreement requires us to maintain specified financial ratios and satisfy financial condition tests, including, without limitation, a maximum leverage ratio and a minimum interest coverage ratio.

Our ability to comply with the ratios or tests may be affected by events beyond our control, including prevailing economic, financial and industry conditions. A breach of any of these covenants, or failure to meet or maintain ratios or tests could result in a default under our credit agreement and/or our senior notes indenture. Certain events of default under our credit agreement and our senior notes indenture would prohibit us from paying dividends on our common stock. In addition, upon the occurrence of an event of default under our credit agreement or our senior notes indenture, the lenders could elect to declare all amounts outstanding under the credit agreement and the senior notes, together with accrued interest, to be immediately due and payable. If we were unable to repay those amounts, the credit agreement lenders could proceed against the security granted to them to secure that indebtedness. If the lenders accelerate the payment of the indebtedness, our assets may not be sufficient to repay in full this indebtedness and our other indebtedness.

To service our indebtedness, we require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control.

Our ability to make interest payments on and to refinance our indebtedness, and to fund planned capital expenditures and potential acquisitions depends on our ability to generate cash flow from operations in the future. This ability, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

A significant portion of our cash flow from operations is dedicated to servicing our debt requirements. In addition, in accordance with our current dividend policy we intend to continue distributing a significant portion of any remaining cash flow to our stockholders as dividends.

Our ability to continue to expand our business is, to a certain extent, dependent upon our ability to borrow funds under our credit agreement and to obtain other third-party financing, including through the issuance and sale of additional debt or equity securities.

Financial market conditions may impede our access to, or increase the cost of, financing for acquisitions.

Any future financial market disruptions or tightening of the credit markets, may make it more difficult for us to obtain financing for acquisitions or increase the cost of obtaining financing. In addition, our borrowing costs can be affected by short and long-term debt ratings assigned by independent rating agencies that are based, in significant part, on our performance as measured by credit metrics such as interest coverage and leverage ratios. A decrease in these ratings could increase our cost of borrowing or make it more difficult for us to obtain financing.

Future disruptions in the credit markets or other factors, could impair our ability to refinance our debt upon terms acceptable to us or at all.

Our $500.0 million revolving credit facility and our $273.8 million of tranche A term loan borrowings mature on June 5, 2019, our $750.0 million of tranche B term loan borrowings mature on November 2, 2022 and our $700.0 million of senior notes mature on June 1, 2021. Our ability to raise debt or equity capital in the public or private markets in order to effect a refinancing of our debt at or prior to maturity could be impaired by various factors, including factors beyond our control. For example, in recent years U.S. credit markets experienced significant dislocations and liquidity disruptions that caused the spreads on prospective debt financings to widen considerably. These circumstances materially impacted liquidity in the debt markets, making financing terms for borrowers less attractive, and in certain cases resulted in the unavailability of certain types of debt financing. Any future uncertainty in the credit markets could negatively impact our ability to access additional debt financing or to refinance existing indebtedness on favorable terms, or at all. In addition, any future uncertainty in other financial markets in the U.S. could make it more difficult or costly for us to raise capital through the issuance of common stock or other equity securities. Any of these risks could impair our ability to fund our operations or limit our ability to expand our business or increase our interest expense, which could have a material adverse effect on our financial results.

If we are unable to refinance our indebtedness at or prior to maturity on commercially reasonable terms or at all, we would be forced to seek other alternatives, including:

- sales of assets;
- sales of equity; and
- negotiations with our lenders or noteholders to restructure the applicable debt.

If we are forced to pursue any of the above options, our business and/or the value of an investment in our securities could be adversely affected.

We rely on co-packers for a significant portion of our manufacturing needs, and the inability to enter into additional or future co-packing agreements may result in our failure to meet customer demand.

We rely upon co-packers for a significant portion of our manufacturing needs. The success of our business depends, in part, on maintaining a strong sourcing and manufacturing platform. We believe that there are a limited number of competent, high-quality co-packers in the industry, and if we were required to obtain additional or alternative co-packing agreements or arrangements in the future, we can provide no assurance that we would be able to do so on satisfactory terms or in a timely manner. Our inability to enter into satisfactory co-packing agreements could limit our ability to implement our business plan or meet customer demand.

We rely on the performance of major retailers, wholesalers, specialty distributors and mass merchants for the success of our business, and should they perform poorly or give higher priority to other brands or products, our business could be adversely affected.

We sell our products principally to retail outlets and wholesale distributors including, traditional supermarkets, mass merchants, warehouse clubs, wholesalers, food service distributors and direct accounts, specialty food distributors, military commissaries and non-food outlets such as drug store chains and dollar stores. The replacement by or poor performance of our major wholesalers, retailers or chains or our inability to collect accounts receivable from our customers could materially and adversely affect our results of operations and financial condition. In addition, our customers offer branded and private label products that compete directly with our products for retail shelf space and consumer purchases. Accordingly, there is a risk that our customers may give higher priority to their own products or to the products of our competitors. In the future, our customers may not continue to purchase our products or provide our products with adequate levels of promotional support.

We may be unable to anticipate changes in consumer preferences, which may result in decreased demand for our products.

Our success depends in part on our ability to anticipate and offer products that appeal to the changing tastes, dietary habits and product packaging preferences of consumers in the market categories in which we compete. If we are not able to anticipate, identify or develop and market products that respond to these changes in consumer preferences, demand for our products may decline and our operating results may be adversely affected. In addition, we may incur significant costs related to developing and marketing new products or expanding our existing product lines in reaction to what we perceive to be increased consumer preference or demand. Such development or marketing may not result in the volume of sales or profitability anticipated.

Severe weather conditions and natural disasters can affect crop supplies and reduce our operating results.

Severe weather conditions and natural disasters, such as floods, droughts, frosts, earthquakes or pestilence, may affect the supply of the raw materials that we use for our products. Our maple syrup products, for instance, are particularly susceptible to severe freezing conditions in Québec, Canada and Vermont during the season in which maple syrup is produced. Our *Green Giant* frozen vegetable manufacturing facility in Irapuato, Mexico is located in a region affected by water scarcity and restrictions on usage. Competing manufacturers can be affected differently by weather conditions and natural disasters depending on the location of their supplies. If our supplies of raw materials are reduced, we may not be able to find supplemental supply sources on favorable terms or at all, which could adversely affect our business and operating results.

Climate change, water scarcity or legal, regulatory, or market measures to address climate change or water scarcity, could negatively affect our business and operations.

In the event that climate change has a negative effect on agricultural productivity, we may be subject to decreased availability or less favorable pricing for certain commodities that are necessary for our products. We may also be subjected to decreased availability or less favorable pricing for water as a result of such change, which could impact our manufacturing and distribution operations. For example, our *Green Giant* frozen vegetable manufacturing facility in Irapuato, Mexico is already affected by water scarcity in that region of Mexico. Any further restrictions on, or loss of, water rights due to water scarcity, water rights violations or otherwise for our Irapuato manufacturing facility could have a material adverse effect on our business and operating results.

The increasing concern over climate change also may result in more regional, federal and/or global legal and regulatory requirements to reduce or mitigate the effects of greenhouse gases. In the event that such regulation is enacted and is more aggressive than the sustainability measures that we are currently undertaking to monitor our emissions and improve our energy and resource efficiency, we may experience significant increases in our manufacturing and distribution costs. In particular, increasing regulation of fuel emissions could substantially increase the supply chain and distribution costs associated with our products. As a result, climate change or increased concern over climate change could negatively affect our business and operations.

Most of our products are sourced from single manufacturing sites, which means disruptions in our or our co-packers operations for any number of reasons could have a material adverse effect on our business.

Our products are manufactured at many different manufacturing facilities, including our nine manufacturing facilities and manufacturing facilities operated by our co-packers. However, in most cases, individual products are produced only at a single location. If any of these manufacturing locations experiences a disruption for any reason, including a work stoppage, power failure, fire, or weather related condition or natural disaster, etc., this could result in a significant reduction or elimination of the availability of some of our products. If we were not able to obtain alternate production capability in a timely manner or on satisfactory terms, this could have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity.

Our operations are subject to numerous laws and governmental regulations, exposing us to potential claims and compliance costs that could adversely affect our business.

Our operations are subject to extensive regulation by the FDA, the USDA, the FTC, the CPSC, the United States Department of Labor, the Environmental Protection Agency and various other federal, state, local and foreign authorities. We are also subject to U.S. laws affecting operations outside of the United States, including anti-bribery laws such as the Foreign Corrupt Practices Act (FCPA). Any changes in these laws and regulations, or any changes in how existing or future laws or regulations will be enforced, administered or interpreted could increase the cost of developing, manufacturing and distributing our products or otherwise increase the cost of conducting our business, or expose us to additional risk of liabilities and claims, which could have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity. In addition, failure by us to comply with applicable laws and regulations, including future laws and regulations, could subject us to civil remedies, including fines, injunctions, recalls or seizures, as well as potential criminal sanctions, which could have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity. See Item 1, "Business—Government Regulation" and "—Environmental Matters."

Failure by third-party co-packers or suppliers of raw materials to comply with food safety, environmental or other regulations may disrupt our supply of certain products and adversely affect our business.

We rely on co-packers to produce certain of our products and on other suppliers to supply raw materials. Such co-packers and other suppliers, whether in the United States or outside the United States, are subject to a number of regulations, including food safety and environmental regulations. Failure by any of our co-packers or other suppliers to comply with regulations, or allegations of compliance failure, may disrupt their operations. Disruption of the operations of a co-packer or other suppliers could disrupt our supply of product or raw materials, which could have an adverse effect on our business, consolidated financial condition, results of operations or liquidity. Additionally, actions we may take to mitigate the impact of any such disruption or potential disruption, including increasing inventory in anticipation of a potential production or supply interruption, may adversely affect our business, consolidated financial condition, results of operations or liquidity.

A recall of our products could have a material adverse effect on our business. In addition, we may be subject to significant liability should the consumption of any of our products cause injury, illness or death.

The sale of food products for human consumption involves the risk of injury to consumers. Such injuries may result from mislabeling, tampering by unauthorized third parties or product contamination or spoilage, including the presence of foreign objects, substances, chemicals, other agents or residues introduced during the growing, manufacturing, storage, handling or transportation phases of production. Under certain circumstances, we may be required to recall products, leading to a material adverse effect on our business, consolidated financial condition, results of operations or liquidity. Even if a situation does not necessitate a recall, product liability claims might be asserted against us. We have from time to time been involved in product liability lawsuits, none of which have been material to our business. While we are subject to governmental inspection and regulations and believe our facilities comply in all material respects with all applicable laws and regulations, if the consumption of any of our products causes, or is alleged to have caused, a health-related illness in the future we may become subject to claims or lawsuits relating to such matters. Even if a product liability claim is unsuccessful or is not fully pursued, the negative publicity surrounding any assertion that our products caused injury, illness or death could adversely affect our reputation with existing and potential customers and our corporate and brand image. Moreover, claims or liabilities of this sort might not be covered by our insurance or by any rights of indemnity or contribution that we may have against others. We maintain product liability insurance and product contamination insurance in amounts we believe to be adequate. However, we cannot assure you that we will not incur claims or liabilities for which we are not insured or that exceed the amount of our insurance coverage. A product liability judgment against us or a product recall or the damage to our reputation resulting therefrom could have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity.

Pending and future litigation may lead us to incur significant costs.

We are, or may become, party to various lawsuits and claims arising in the normal course of business, which may include lawsuits or claims relating to contracts, intellectual property, product recalls, product liability, the marketing and labeling of products, employment matters, environmental matters or other aspects of our business. Even when not merited, the defense of these lawsuits may divert our management's attention, and we may incur significant expenses in defending these lawsuits. In addition, we may be required to pay damage awards or settlements or become subject to injunctions or other equitable remedies, which could have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity. The outcome of litigation is often difficult to predict, and the outcome of pending or future litigation may have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity.

Consumer concern regarding the safety and quality of food products or health concerns could adversely affect sales of certain of our products.

If consumers in our principal markets lose confidence in the safety and quality of our food products even without a product liability claim or a product recall, our business could be adversely affected. Consumers have been increasingly focused on food safety and health and wellness with respect to the food products they buy. We have been and will continue to be impacted by publicity concerning the health implications of food products generally, which could negatively influence consumer perception and acceptance of our products and marketing programs. Developments in any of these areas could cause our results to differ materially from results that have been or may be projected.

A weakening of the U.S. dollar in relation to the Canadian dollar would significantly increase our future costs relating to the production of maple syrup products.

We purchase a significant majority of our maple syrup requirements from suppliers in Québec, Canada. A weakening of the U.S. dollar in relation to the Canadian dollar would significantly increase our future costs relating to the production of our maple syrup products to the extent we have not purchased Canadian dollars or otherwise entered into a currency hedging arrangement in advance of any such weakening of the U.S. dollar. These increased costs may not be fully offset by the positive impact the change in the relative strength of the Canadian dollar versus the U.S. dollar would have on our net sales in Canada.

Our operations in foreign countries are subject to political, economic and foreign currency risk.

Our relationships with foreign suppliers and co-packers as well as our manufacturing location in Irapuato, Mexico also subject us to the risks of doing business outside the United States. The countries from which we source our raw materials and certain of our finished goods may be subject to political and economic instability, and may periodically enact new or revise existing laws, taxes, duties, quotas, tariffs, currency controls or other restrictions to which we are subject, including restrictions on the transfer of funds to and from foreign countries or the nationalization of operations. Our products are subject to import duties and other restrictions, and the U.S. government may periodically impose new or revise existing duties, quotas, tariffs or other restrictions to which we are subject, including restrictions on the transfer of funds to and from foreign countries. In addition, changes in respective wage rates among the countries from which we and our competitors source product could substantially impact our competitive position. Changes in exchange rates, import/export duties or relative international wage rates applicable to us or our competitors could adversely impact our business, financial condition and results of operations. These changes may impact us in a different manner than our competitors.

Our financial performance on a U.S. dollar denominated basis is subject to fluctuations in currency exchange rates. These fluctuations could cause material variations in our results of operations. Our principal exposures are to the Canadian dollar and the Mexican peso. For example, our foreign sales are primarily to customers in Canada. Net sales in Canada accounted for 4.1% of our total net sales in 2015 and the percentage of our net sales in Canada in 2016 are expected to increase to approximately 5.9% with the full year impact of the addition of *Green Giant*. Although our sales for export to other countries are generally denominated in U.S. dollars, our sales to Canada are generally denominated in Canadian dollars. As a result, our net sales to Canada are subject to the effect of foreign currency fluctuations, and these fluctuations could have an adverse impact on operating results. From time to time, we may enter into agreements that are intended to reduce the effects of our exposure to currency fluctuations, but these agreements may not be effective in significantly reducing our exposure.

Litigation regarding our trademarks and any other proprietary rights and intellectual property infringement claims may have a significant negative impact on our business.

We maintain an extensive trademark portfolio that we consider to be of significant importance to our business. If the actions we take to establish and protect our trademarks and other proprietary rights are not adequate to prevent imitation of our products by others or to prevent others from seeking to block sales of our products as an alleged violation of their trademarks and proprietary rights, it may be necessary for us to initiate or enter into litigation in the future to enforce our trademark rights or to defend ourselves against claimed infringement of the rights of others. Any legal proceedings could result in an adverse determination that could have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity.

We face risks associated with our defined benefit pension plans and multiemployer pension plan obligations.

We maintain three defined benefit pension plans that cover approximately one quarter of our employees. A deterioration in the value of plan assets resulting from poor market performance, a general financial downturn or otherwise could cause an increase in the amount of contributions we are required to make to these plans. For example, our defined benefit pension plans may from time to time move from an overfunded to underfunded status driven by decreases in plan asset values that may result from changes in long-term interests rates and disruptions in U.S. or global financial markets. Additionally, historically low interest rates coupled with poor market performance would have the effect of decreasing the funded status of these plans which would result in greater required contributions. For a more detailed description of these plans, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies; Use of Estimates—Pension Expense" and Note 12, "Pension Benefits," to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

We also participate in a multiemployer pension plan maintained by the labor union representing certain of our employees at our Portland, Maine facility. We make periodic contributions to this plan pursuant to the terms of a collective bargaining agreement. In the event that we withdraw from participation in this plan or substantially reduce our participation in this plan (such as due to a workforce reduction), applicable law could require us to make withdrawal liability payments to the plan, and we would have to reflect that liability on our balance sheet. The amount of our withdrawal liability would depend on the extent of this plan's funding of vested benefits at the time of our withdrawal. Furthermore, our withdrawal liability could increase as the number of employers participating in this plan decreases.

For a more detailed description of this multiemployer plan, see Note 12, "Pension Benefits," to our consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K.

An obligation to make additional, unanticipated contributions to our defined benefit plans or the multiemployer plan described above could reduce the cash available for working capital and other corporate uses, and may have a material adverse effect on our business, consolidated financial position, results of operations and liquidity.

Our financial well-being could be jeopardized by unforeseen changes in our employees' collective bargaining agreements, shifts in union policy or labor disruptions in the food industry.

As of January 2, 2016, approximately 55% of our 2,003 employees were covered by collective bargaining agreements. A prolonged work stoppage or strike at any of our facilities with union employees or a significant work disruption from other labor disputes in the food or related industries could have a material adverse effect on our business, consolidated financial condition, results of operations or liquidity. We are currently in negotiations for a new collective bargaining agreement to replace the existing collective bargaining agreement for our Stoughton, Wisconsin manufacturing facility, which covers approximately 178 employees, that is scheduled to expire on March 31, 2016. However, we cannot assure you that we will be able to negotiate a new collective bargaining agreement for our Stoughton facility on terms satisfactory to us, or at all, and without production interruptions, including labor stoppages. If prior to the expiration of the collective bargaining agreement for the Stoughton facility or prior to the expiration of any of our other existing collective bargaining agreements we are unable to reach new agreements without union action or any such new agreements are not on terms satisfactory to us, our business, consolidated financial condition, results of operations or liquidity could be materially and adversely affected.

We are increasingly dependent on information technology; Disruptions, failures or security breaches of our information technology infrastructure could have a material adverse effect on our operations.

Information technology is critically important to our business operations. We rely on information technology networks and systems, including the Internet, to process, transmit and store electronic and financial information, to manage a variety of business processes and activities, including manufacturing, financial, logistics, sales, marketing and administrative functions. We depend on our information technology infrastructure to communicate internally and externally with employees, customers, suppliers and others. We also use information technology networks and systems to comply with regulatory, legal and tax requirements. These information technology systems, many of which are managed by third parties or used in connection with shared service centers, may be susceptible to damage, disruptions or shutdowns due to failures during the process of upgrading or replacing software, databases or components thereof, power outages, hardware failures, computer viruses, attacks by computer hackers or other cybersecurity risks, telecommunication failures, user errors, natural disasters, terrorist attacks or other catastrophic events. If any of our significant information technology systems suffer severe damage, disruption or shutdown, and our disaster recovery and business continuity plans do not effectively resolve the issues in a timely manner, our product sales, financial condition and results of operations may be materially and adversely affected, and we could experience delays in reporting our financial results.

In addition, if we are unable to prevent physical and electronic break-ins, cyber-attacks and other information security breaches, we may suffer financial and reputational damage, be subject to litigation or incur remediation costs or penalties because of the unauthorized disclosure of confidential information belonging to us or to our partners, customers, suppliers or employees. The mishandling or inappropriate disclosure of non-public sensitive or protected information could lead to the loss of intellectual property, negatively impact planned corporate transactions or damage our reputation and brand image. Misuse, leakage or falsification of legally protected information could also result in a violation of data privacy laws and regulations and have a negative impact on our reputation, business, financial condition and results of operations.

If we are unable to retain our key management personnel, our growth and future success may be impaired and our results of operations could suffer as a result.

Our success depends to a significant degree upon the continued contributions of senior management, certain of whom would be difficult to replace. As a result, departure by members of our senior management could have a material adverse effect on our business and results of operations. In addition, we do not maintain key-man life insurance on any of our executive officers.

We are a holding company and we rely on dividends, interest and other payments, advances and transfers of funds from our subsidiaries to meet our obligations.

We are a holding company, with all of our assets held by our direct and indirect subsidiaries, and we rely on dividends and other payments or distributions from our subsidiaries to meet our debt service obligations and to enable us to pay dividends. The ability of our subsidiaries to pay dividends or make other payments or distributions to us depends on their respective operating results and may be restricted by, among other things, the laws of their jurisdiction of organization (which may limit the amount of funds available for the payment of dividends), agreements of those subsidiaries, our credit agreement, our senior notes indenture and the covenants of any future outstanding indebtedness we or our subsidiaries incur.

Future changes that increase cash taxes payable by us could significantly decrease our future cash flow available to make interest and dividend payments with respect to our securities.

We are able to amortize goodwill and certain intangible assets within the meaning of Section 197 of the Internal Revenue Code of 1986. We expect to be able to amortize for tax purposes approximately $1,133.0 million between 2016 and 2030. The expected annual deductions are approximately $101.6 million per year for fiscal 2016 through 2017, approximately $99.0 million for fiscal 2018, approximately $94.5 million per year for fiscal 2019, approximately $93.2 million for fiscal 2020, approximately $90.1 million for fiscal 2021, approximately $79.1 million for fiscal 2022, approximately $76.9 million per year for fiscal 2023 through 2024, approximately $76.7 million for fiscal 2025, approximately $74.8 million for fiscal 2026, approximately $55.1 million for fiscal 2027, approximately $46.4 million for fiscal 2028, approximately $36.6 for fiscal 2029 and approximately $30.5 million for fiscal 2030. If there is a change in U.S. federal tax policy that reduces any of these available deductions or results in an increase in our corporate tax rate, our cash taxes payable may increase, which could significantly reduce our future cash and impact our ability to make interest and dividend payments.

A change in the assumptions used to value our goodwill or our unamortizable intangible assets could negatively affect our consolidated results of operations and net worth.

Our total assets include substantial goodwill and unamortizable intangible assets (trademarks). These assets are tested for impairment at least annually and whenever events or circumstances occur indicating that goodwill or unamortizable intangibles might be impaired. The annual goodwill impairment test involves a two-step process. The first step of the impairment test involves comparing our company's market capitalization with our company's carrying value, including goodwill. If the carrying value of our company exceeds our market capitalization, we perform the second step of the impairment test to determine the amount of the impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of goodwill with the carrying value and recognizing a loss for the difference. We test our unamortizable intangibles by comparing the fair value with the carrying value and recognize a loss for the difference. We estimate the fair value of our unamortizable intangibles based on discounted cash flows that reflect certain third party market value indicators. Estimating our fair value for these purposes requires significant estimates and assumptions by management. We completed our annual impairment tests for fiscal 2015, 2014 and 2013 with no adjustments to the carrying values of goodwill and unamortizable intangibles. However, an interim impairment analysis relating to one of our brands performed during fiscal 2014, resulted in our company recording non-cash impairment charges to amortizable trademarks and customer relationship intangibles for the brand of $26.9 million and $7.3 million, respectively, during fiscal 2014, which is recorded in "Impairment of intangible assets" on the accompanying consolidated statement of operations for fiscal 2014. If operating results for that brand continue to deteriorate, or if operating results for any of our other brands, including newly acquired brands, deteriorate, at rates in excess of our current projections, we may be required to record additional non-cash impairment charges to certain intangible assets. In addition, any significant decline in our market capitalization, even if due to macroeconomic factors, could put pressure on the carrying value of our goodwill. A determination that all or a portion of our goodwill or unamortizable intangible assets are impaired, although a non-cash charge to operations, could have a material adverse effect on our business, consolidated financial condition and results of operations.

Any future financial market disruptions or tightening of the credit markets could expose us to additional credit risks from customers and supply risks from suppliers and co-packers.

Any future financial market disruptions or tightening of the credit markets could result in some of our customers experiencing a significant decline in profits and/or reduced liquidity. A significant adverse change in the financial and/or credit position of a customer could require us to assume greater credit risk relating to that customer and could limit our ability to collect receivables. A significant adverse change in the financial and/or credit position of a supplier or co-packer could result in an interruption of supply. This could have a material adverse effect on our business, consolidated financial condition, results of operations and liquidity.

Risks Relating to our Securities

Holders of our common stock may not receive the level of dividends provided for in our dividend policy or any dividends at all.

Dividend payments are not mandatory or guaranteed and holders of our common stock do not have any legal right to receive, or require us to pay, dividends. Our board of directors may, in its sole discretion, decrease the level of dividends provided for in our dividend policy or entirely discontinue the payment of dividends. Future dividends with respect to shares of our capital stock, if any, depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions (including restrictions in our credit agreement and senior notes indenture), business opportunities, provisions of applicable law (including certain provisions of the Delaware General Corporation Law) and other factors that our board of directors may deem relevant.

If our cash flows from operating activities were to fall below our minimum expectations (or if our assumptions as to capital expenditures or interest expense were too low or our assumptions as to the sufficiency of our revolving credit facility to finance our working capital needs were to prove incorrect), we may need either to reduce or eliminate dividends or, to the extent permitted under our credit agreement and senior notes indenture, fund a portion of our dividends with borrowings or from other sources. If we were to use working capital or permanent borrowings to fund dividends, we would have less cash and/or borrowing capacity available for future dividends and other purposes, which could negatively impact our financial condition, results of operations, liquidity and ability to maintain or expand our business.

Our dividend policy may negatively impact our ability to finance capital expenditures, operations or acquisition opportunities.

Under our dividend policy, a substantial portion of our cash generated by our business in excess of operating needs, interest and principal payments on indebtedness, and capital expenditures sufficient to maintain our properties and assets is in general distributed as regular quarterly cash dividends to the holders of our common stock. As a result, we may not retain a sufficient amount of cash to finance growth opportunities or unanticipated capital expenditure needs or to fund our operations in the event of a significant business downturn. We may have to forego growth opportunities or capital expenditures that would otherwise be necessary or desirable if we do not find alternative sources of financing. If we do not have sufficient cash for these purposes, our financial condition and our business will suffer.

Our certificate of incorporation authorizes us to issue without stockholder approval preferred stock that may be senior to our common stock in certain respects.

Our certificate of incorporation authorizes the issuance of preferred stock without stockholder approval and, in the case of preferred stock, upon such terms as the board of directors may determine. The rights of the holders of shares of our common stock will be subject to, and may be adversely affected by, the rights of holders of any class or series of preferred stock that may be issued in the future, including any preferential rights that we may grant to the holders of preferred stock. The terms of any preferred stock we issue may place restrictions on the payment of dividends to the holders of our common stock. If we issue preferred stock that is senior to our common stock in right of dividend payment, and our cash flows from operating activities or surplus are insufficient to support dividend payments to the holders of preferred stock, on the one hand, and to the holders common stock, on the other hand, we may be forced to reduce or eliminate dividends to the holders of our common stock.

Future sales or the possibility of future sales of a substantial number of shares of our common stock or other securities convertible or exchangeable into common stock may depress the price of our common stock.

We may issue shares of our common stock or other securities convertible or exchangeable into common stock from time to time in future financings or as consideration for future acquisitions and investments. In the event any such future financing, acquisition or investment is significant, the number of shares of our common stock or other securities convertible or exchangeable into common stock that we may issue may in turn be significant. In addition, we may grant registration rights covering shares of our common stock or other securities convertible or exchangeable into common stock, as applicable, issued in connection with any such future financing, acquisitions and investments.

Future sales or the availability for sale of a substantial number of shares of our common stock or other securities convertible or exchangeable into common stock, whether issued and sold pursuant to our currently effective shelf registration statement or otherwise, would dilute our earnings per share and the voting power of each share of common stock outstanding prior to such sale or distribution, could adversely affect the prevailing market price of our securities and could impair our ability to raise capital through future sales of our securities.

Our certificate of incorporation and bylaws and several other factors could limit another party's ability to acquire us and deprive our investors of the opportunity to obtain a takeover premium for their securities.

Our certificate of incorporation and bylaws contain certain provisions that may make it difficult for another company to acquire us and for holders of our securities to receive any related takeover premium for their securities. For example, our certificate of incorporation authorizes the issuance of preferred stock without stockholder approval and upon such terms as the board of directors may determine. The rights of the holders of shares of our common stock will be subject to, and may be adversely affected by, the rights of holders of any class or series of preferred stock that may be issued in the future.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our corporate headquarters are located at Four Gatehall Drive, Parsippany, NJ 07054. Our manufacturing facilities are generally located near major customer markets and raw materials. Of our nine manufacturing facilities, seven are owned and two are leased. Management believes that our manufacturing facilities have sufficient capacity to accommodate our planned growth. Listed below are our manufacturing facilities and the principal warehouses, distribution centers and offices that we own or lease.

Facility Location	Owned/Leased	Description
Irapuato, Mexico	Owned	Manufacturing/Warehouse
Hurlock, Maryland	Owned	Manufacturing/Warehouse
Portland, Maine	Owned	Manufacturing/Warehouse
Stoughton, Wisconsin	Owned	Manufacturing/Warehouse
St. Johnsbury, Vermont	Owned	Manufacturing/Warehouse
Williamstown, New Jersey	Owned	Manufacturing/Warehouse
Yadkinville, North Carolina	Owned	Manufacturing/Warehouse
St. Evariste, Québec	Owned	Storage Facility
Parsippany, New Jersey	Leased	Corporate Headquarters
Roseland, New Jersey	Leased	Manufacturing/Warehouse
Spartanburg, South Carolina	Leased	Manufacturing/Warehouse
Lebanon, Tennessee	Leased	Distribution Center
Houston, Texas	Leased	Distribution Center
Easton, Pennsylvania	Leased	Distribution Center
Le Sueur, Minnesota	Owned	Research Center
Bentonville, Arkansas	Leased	Sales Office

Item 3. Legal Proceedings.

The information set forth under the heading "*Legal Proceedings*" in Note 13 of Notes to Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K is incorporated herein by reference.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Shares of our common stock are traded on the New York Stock Exchange under the symbol "BGS" and have been so traded since May 23, 2007. The following table sets forth the high and low sales prices of shares of our common stock for each of the quarterly periods indicated.

	High	Low
Fiscal 2015		
Fourth Quarter	$38.25	$34.00
Third Quarter	$37.78	$28.12
Second Quarter	$32.67	$28.37
First Quarter	$31.68	$27.41
Fiscal 2014		
Fourth Quarter	$31.69	$27.03
Third Quarter	$33.13	$27.09
Second Quarter	$34.63	$29.75
First Quarter	$34.20	$27.35

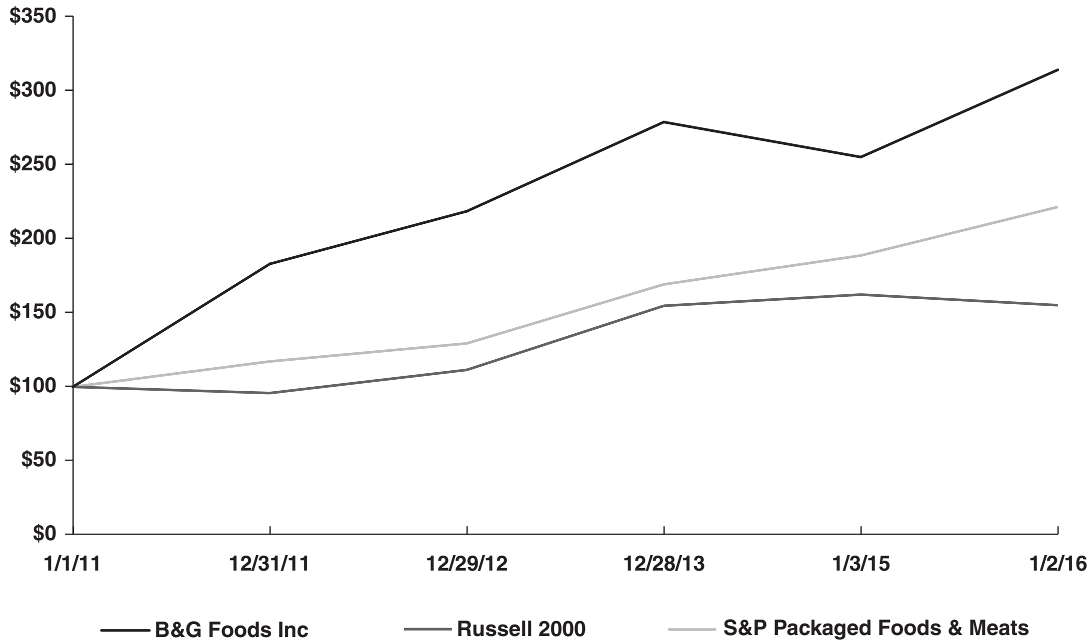
Holders

According to the records of our transfer agent, we had 42 holders of record of our common stock as of February 22, 2016, including Cede & Co. as nominee for The Depository Trust Company (DTC). Cede & Co. as nominee for DTC holds shares of our common stock on behalf of participants in the DTC system, which in turn hold the shares of common stock on behalf of beneficial owners.

Performance Graph

Set forth below is a line graph comparing the change in the cumulative total shareholder return on our company's common stock with the cumulative total return of the Russell 2000 Index and the S&P Packaged Foods & Meats Index for the period from January 1, 2011 to January 2, 2016, assuming the investment of $100 on January 1, 2011 and the reinvestment of dividends. The common stock price performance shown on the graph only reflects the change in our company's common stock price relative to the noted indices and is not necessarily indicative of future price performance.

**Comparison of 5 Year Cumulative Total Return
Among B&G Foods, Inc. Common Stock, the Russell 2000 Index
and the S&P Packaged Foods & Meats Index**



	1/1/2011*	12/31/2011	12/29/2012	12/28/2013	1/3/2015	1/2/2016
B&G Foods, Inc. (NYSE: BGS)	$100.00	183.09	218.68	278.94	255.27	314.23
Russell 2000 Index	100.00	95.82	111.49	154.78	162.35	155.18
S&P Packaged Foods & Meats Index	100.00	117.19	129.37	169.26	188.75	221.57

* $100 invested on January 1, 2011 in B&G Foods' common stock or index, including reinvestment of dividends. Indexes calculated on month-end basis.

Dividend Policy

General

Our dividend policy reflects a basic judgment that our stockholders are better served when we distribute a substantial portion of our cash available to pay dividends to them instead of retaining it in our business. Under this policy, a substantial portion of the cash generated by our company in excess of operating needs, interest and principal payments on indebtedness, capital expenditures sufficient to maintain our properties and other assets is distributed as regular quarterly cash dividends to the holders of our common stock and not retained by us. We have paid dividends every quarter since our initial public offering in October 2004.

For fiscal 2015 and fiscal 2014, we had cash flows from operating activities of $128.5 million and $99.1 million, respectively, and distributed $76.5 million and $72.4 million as dividends, respectively. At our current dividend rate of $1.68 per share per annum, we expect our aggregate dividend payments in 2016 to be approximately $93.4 million.

The following table sets forth the dividends per share we have declared in each of the quarterly periods of 2015 and 2014:

	Fiscal 2015	Fiscal 2014
Fourth Quarter	$0.35	$0.34
Third Quarter	$0.35	$0.34
Second Quarter	$0.34	$0.34
First Quarter	$0.34	$0.34

Under U.S. federal income tax law, distributions to holders of our common stock are taxable to the extent they are paid out of current or accumulated earnings and profits. Generally, the portion of the distribution treated as a return of capital should reduce the tax basis in the shares of common stock up to a holder's adjusted basis in the common stock, with any excess treated as capital gains. Qualifying dividend income and the return of capital, if any, will be allocated on a pro-forma basis to all distributions for each fiscal year. Based on U.S. federal income tax laws, B&G Foods has determined that for fiscal 2015 and fiscal 2014, 37.7% and 66.6%, respectively, of distributions paid on common stock will be treated as a return of capital and 62.3% and 33.4%, respectively, will be treated as a taxable dividend paid from earnings and profits.

Our dividend policy is based upon our current assessment of our business and the environment in which we operate, and that assessment could change based on competitive or other developments (which could, for example, increase our need for capital expenditures or working capital), new acquisition opportunities or other factors. Our board of directors is free to depart from or change our dividend policy at any time and could do so, for example, if it was to determine that we have insufficient cash to take advantage of growth opportunities.

Restrictions on Dividend Payments

Our ability to pay future dividends, if any, with respect to shares of our capital stock will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions, provisions of applicable law and other factors that our board of directors may deem relevant. Under Delaware law, our board of directors may declare dividends only to the extent of our "surplus" (which is defined as total assets at fair market value minus total liabilities, minus statutory capital), or if there is no surplus, out of our net profits for the then current and/or immediately preceding fiscal years. Our board of directors will periodically and from time to time assess the appropriateness of the then current dividend policy before actually declaring any dividends.

In general, our senior notes indenture restricts our ability to declare and pay dividends on our common stock as follows:

- we may use up to 100% of our excess cash (as defined below) for the period (taken as one accounting period) from and including March 31, 2013 to the end of our most recent fiscal quarter for which internal financial statements are available at the time of such payments, plus certain incremental funds described in the indenture for the payment of dividends so long as the fixed charge coverage ratio for the four most recent fiscal quarters for which internal financial statements are available is not less than 1.6 to 1.0; and

- we may not pay any dividends on any dividend payment date if a default or event of default under our indenture has occurred or is continuing.

Excess cash is defined in our senior notes indenture and under the terms of our credit agreement. Excess cash is calculated as "consolidated cash flow," as defined in the indenture and under the terms of our credit agreement (which, in each case, allows for certain adjustments and which is equivalent to the term adjusted EBITDA), minus the sum of cash tax expense, cash interest expense, certain capital expenditures, excess tax benefit from issuance of LTIA shares, certain repayment of indebtedness and the cash portion of restructuring charges.

In addition, the terms of our credit agreement also restrict our ability to declare and pay dividends on our common stock. In accordance with the terms of our credit agreement, we are not permitted to declare or pay dividends unless we are permitted to do so under our senior notes indenture. In addition, our credit agreement does not permit us to pay dividends unless we maintain:

- a "consolidated interest coverage ratio" (defined as the ratio of our adjusted EBITDA for any period of four consecutive fiscal quarters to our consolidated interest expense for such period payable in cash) of not less than 1.75 to 1.0; and
- a "consolidated leverage ratio" (defined as the ratio of our consolidated total debt, as of the last day of any period of four consecutive fiscal quarters to our adjusted EBITDA for such period) of not more than 7.00 to 1.00 through the fourth quarter of 2015; 6.75 to 1.00 for the first quarter of 2016 through the fourth quarter of 2016; and 6.50 to 1.00 for the first quarter of 2017 and thereafter.

Recent Sales of Unregistered Securities

We did not issue any unregistered securities in fiscal 2015.

Issuer Purchases of Equity Securities

We did not repurchase any shares of our common stock during the fourth quarter of fiscal 2015.

Item 6. Selected Financial Data.

The following selected historical consolidated financial data should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited consolidated financial statements and related notes to those statements included in this report. The selected historical consolidated financial data as of and for the fiscal years ended January 2, 2016 (fiscal 2015), January 3, 2015 (fiscal 2014), December 28, 2013 (fiscal 2013), December 29, 2012 (fiscal 2012) and December 31, 2011 (fiscal 2011) have been derived from our audited consolidated financial statements.

	Fiscal 2015	Fiscal 2014	Fiscal 2013	Fiscal 2012	Fiscal 2011
	(In thousands, except per share data and ratios)				
Consolidated Statement of Operations Data[(1)]:					
Net sales[(2)]	$ 966,358	$ 848,017	$ 724,973	$ 633,812	$ 543,866
Cost of goods sold[(3)]	676,794	600,246	482,050	410,469	366,090
Gross profit	289,564	247,771	242,923	223,343	177,776
Selling, general and administrative expenses[(4)]	105,939	93,033	79,043	66,212	57,618
Amortization expense[(5)]	11,255	12,692	9,884	8,126	6,679
Impairment of intangible assets[(6)]	—	34,154	—	—	—
Gain on change in fair value of contingent consideration[(7)]	—	(8,206)	—	—	—
Operating income	172,370	116,098	153,996	149,005	113,479
Interest expense, net[(8)]	51,131	46,573	41,813	47,660	36,675
Loss on extinguishment of debt[(9)]	—	5,748	31,291	10,431	—
Income before income tax expense	121,239	63,777	80,892	90,914	76,804
Income tax expense	52,149	22,821	28,549	31,654	26,561
Net income	$ 69,090	$ 40,956	$ 52,343	$ 59,260	$ 50,243
Earnings per share data:					
Weighted average basic common shares outstanding	56,585	53,658	52,998	49,239	47,856
Weighted average diluted common shares outstanding	56,656	53,747	53,182	49,557	48,541
Cash dividends declared per common share	$ 1.38	$ 1.36	$ 1.23	$ 1.10	$ 0.86
Basic earnings per common share	$ 1.22	$ 0.76	$ 0.99	$ 1.20	$ 1.05
Diluted earnings per common share	$ 1.22	$ 0.76	$ 0.98	$ 1.20	$ 1.04
Other Financial Data[(1)]:					
Net cash provided by operating activities	$ 128,479	$ 99,126	$ 114,910	$ 100,528	$ 72,033
Capital expenditures	(18,574)	(19,025)	(14,649)	(10,637)	(10,556)
Cash payments for acquisition of businesses	(873,811)	(154,277)	(247,281)	(62,667)	(326,000)
Net cash provided by (used in) financing activities	767,444	71,619	131,828	(24,744)	182,575
EBITDA[(10)]	$ 201,023	$ 143,532	$ 178,073	$ 167,858	$ 129,708
Ratio of earnings to fixed charges[(11)]	3.3x	2.3x	2.8x	2.8x	3.0x
Senior debt / EBITDA[(12)]	8.8x	7.2x	4.9x	3.8x	5.6x
Total debt / EBITDA	8.8x	7.1x	4.9x	3.8x	5.6x
EBITDA / cash interest expense[(13)]	4.3x	3.4x	4.8x	3.9x	4.1x
Consolidated Balance Sheet Data (at end of period)[(1)]:					
Cash and cash equivalents	$ 5,246	$ 1,490	$ 4,107	$ 19,219	$ 16,738
Total assets	2,571,715	1,649,353	1,484,343	1,191,968	1,132,923
Total debt	1,759,616	1,025,857	870,885	637,689	720,107
Total stockholders' equity	$ 457,685	$ 337,995	$ 378,363	$ 361,175	$ 235,547

(1) We completed the *Green Giant* acquisition from General Mills, Inc., on November 2, 2015. We completed the *Mama Mary's* acquisition from Linsalata Capital Partners and certain other sellers on July 10, 2015. We completed the Specialty Brands acquisition from affiliates of American Capital, Ltd., and certain individual sellers, on April 23, 2014. We completed the *Rickland Orchards* acquisition from Natural Instincts LLC on October 7, 2013. We completed the Pirate Brands acquisition from affiliates of VMG Partners and Driven Capital Management, and certain other entities and individuals, on July 8, 2013. We completed the *TrueNorth* acquisition from DeMet's Candy Company on May 6, 2013. We completed the *New York Style* acquisition from Chipita America on October 31, 2012. We completed the *Mrs. Dash* acquisition from Unilever on November 30, 2011. Each of these acquisitions has been accounted for using the acquisition method of accounting and, accordingly, the assets acquired, liabilities assumed and results of operations of the acquired business is included in our consolidated financial statements from the date of acquisition.

(2) Fiscal 2015, 2013, 2012 and 2011 each contained 52 weeks and fiscal 2014 contained 53 weeks. Net sales for fiscal 2015 and fiscal 2014 were negatively impacted by $1.2 million and $4.1 million, respectively, of customer refunds, net of insurance recoveries, related to our November 2014 voluntary recall of certain *Ortega* and *Las Palmas* products.

(3) Cost of goods sold for fiscal 2015 includes $6.1 million of amortization of acquisition-related inventory fair value step-up (for certain *Green Giant* inventory acquired and sold during the period) and $0.5 million of charges, net of insurance recoveries, related to the *Ortega* and *Las Palmas* recall. Fiscal 2014 includes $8.2 million of inventory write-off and other cost of goods sold charges, net of insurance recoveries, related to the *Ortega* and *Las Palmas* recall and a $4.5 million loss on disposal of inventory related to the impairment of *Rickland Orchards*.

(4) Selling, general and administrative expenses for fiscal 2015 include $6.1 million of acquisition-related expenses for the *Green Giant* and *Mama Mary's* acquisitions, $2.7 million of distribution restructuring expenses and $0.2 million of administrative expenses, net of insurance recoveries, related to the *Ortega* and *Las Palmas* recall. Selling, general and administrative expenses for fiscal 2014 include $7.3 million of acquisition-related expenses for the Specialty Brands, *Rickland Orchards* and Pirate Brands acquisitions and $0.5 million of administrative expenses, net of insurance recoveries, related to the *Ortega* and *Las Palmas* recall. Selling, general and administrative expenses for fiscal 2013 include $5.9 million of acquisition-related expenses for the *Rickland Orchards*, *TrueNorth* and Pirate Brands acquisitions partially offset by a gain of $1.5 million relating to a legal settlement. Selling, general and administrative expenses for fiscal 2012 include $1.2 million of acquisition-related expenses for the *New York Style* acquisition. Selling, general and administrative expenses for fiscal 2011 include $1.4 million of acquisition-related expenses for the *Mrs. Dash* acquisition.

(5) Amortization expense includes the amortization of customer relationships, amortizable trademarks and other intangible assets acquired in the *Green Giant*, *Mama Mary's*, Specialty Brands, *Rickland Orchards*, Pirate Brands, *TrueNorth*, *New York Style*, *Mrs. Dash*, *Don Pepino* and prior acquisitions.

(6) Impairment of intangible assets for fiscal 2014 includes a $26.8 million loss for the impairment of amortizable trademarks and a $7.4 million loss for the impairment of customer relationship intangibles, both relating to *Rickland Orchards*.

(7) In addition to the base purchase price consideration paid at closing, the acquisition agreement for *Rickland Orchards* requires that we pay additional purchase price earn-out consideration contingent upon the achievement of revenue growth targets for fiscal 2014, 2015 and 2016. At the time of acquisition, we established the fair value of the contingent consideration using revenue growth targets meant to achieve operating results in excess of base purchase price acquisition model assumptions. As required, at June 28, 2014 we remeasured the fair value of the contingent consideration using actual operating results through June 28, 2014 and revised forecasted operating results for the remainder of fiscal 2014, 2015 and 2016, and reduced the probability of achievement and the fair value of the contingent consideration to zero. This resulted in a non-cash gain of $8.2 million that is included in gain on change in fair value of contingent consideration in fiscal 2014.

(8) Fiscal 2011 net interest expense includes a benefit of $0.6 million related to the realized gain on an interest rate swap, a charge of $1.6 million for the reclassification of the amount recorded in accumulated other comprehensive loss related to an interest rate swap and a $2.1 million charge relating to the write-off of the remaining amount recorded in accumulated other comprehensive loss on the interest rate swap due to our early termination of $130.0 million term loan borrowings.

(9) Fiscal 2014 loss on extinguishment of debt includes the write-off of deferred debt financing costs of $5.4 million and the write-off of unamortized discount of $0.3 million in connection with the termination of our prior credit agreement and the repayment of all outstanding obligations thereunder. Fiscal 2013 loss on extinguishment of debt includes costs relating to our repurchase of $248.5 million aggregate principal amount of 7.625% senior notes and our repayment of $222.2 million aggregate principal amount of tranche B term loans, including the repurchase premium and other expenses of $20.2 million, the write-off of deferred debt financing costs of $8.3 million and the write-off of unamortized discount of $2.8 million. Fiscal 2012 loss on extinguishment of debt includes costs relating to our partial redemption of $101.5 million aggregate principal amount of 7.625% senior notes, including the repurchase premium and other expenses of $7.7 million, the write-off of deferred debt financing costs of $1.5 million and the write-off of unamortized discount of $0.5 million. Loss on extinguishment during fiscal 2012 also includes costs related to the amendment and restatement of our credit agreement, including the write-off of deferred debt financing costs of $0.4 million, unamortized discount of $0.1 million and other expenses of $0.2 million.

(10) EBITDA and adjusted EBITDA are non-GAAP financial measures used by management to measure operating performance. A non-GAAP financial measure is defined as a numerical measure of our financial performance that excludes or includes amounts so as to be different from the most directly comparable measure calculated and presented in accordance with GAAP in our consolidated balance sheets and related consolidated statements of operations, comprehensive income, changes in stockholders' equity and cash flows. We define EBITDA as net income before net interest expense, income taxes, depreciation and amortization and loss on extinguishment of debt (see (9) above). We define adjusted EBITDA as EBITDA adjusted for cash and non-cash acquisition-related expenses, gains and losses (which may include third party fees and expenses, integration, restructuring and consolidation expenses and amortization of acquired inventory fair value step-up); intangible asset impairment charges and related asset write-offs; gains or losses related to changes in the fair value of contingent liabilities from earn-outs; loss on product recalls, including customer refunds, selling, general and administrative expenses and the impact on cost of sales; and distribution restructuring expenses. Management believes that it is useful to eliminate net interest expense, income taxes, depreciation and amortization, loss on extinguishment of debt, acquisition-related expenses, gains and losses, non-cash intangible asset impairment charges and related asset write-offs, gains or losses related to changes in the fair value of contingent liabilities from earn-outs, loss on product recalls and distribution restructuring expenses because it allows management to focus on what it deems to be a more reliable indicator of ongoing operating performance and our ability to generate cash flow from operations. We use EBITDA and adjusted EBITDA in our business operations to, among other things, evaluate our operating performance, develop budgets and measure our performance against those budgets, determine employee bonuses and evaluate our cash flows in terms of cash needs. We also present EBITDA and adjusted EBITDA because we believe they are useful indicators of our historical debt capacity and ability to service debt and because covenants in our credit agreement and our senior notes indenture contain ratios based on these measures. As a result, internal management reports used during monthly operating reviews feature the EBITDA and adjusted EBITDA metrics. However, management uses these metrics in conjunction with traditional GAAP operating performance and liquidity measures as part of

its overall assessment of company performance and liquidity and therefore does not place undue reliance on these measures as its only measures of operating performance and liquidity.

EBITDA and adjusted EBITDA are not recognized terms under GAAP and do not purport to be an alternative to operating income or net income or any other GAAP measure as an indicator of operating performance. EBITDA and adjusted EBITDA are not complete net cash flow measures because EBITDA and adjusted EBITDA are measures of liquidity that do not include reductions for cash payments for an entity's obligation to service its debt, fund its working capital, capital expenditures and acquisitions and pay its income taxes and dividends. Rather, EBITDA and adjusted EBITDA are two potential indicators of an entity's ability to fund these cash requirements. EBITDA and adjusted EBITDA are not complete measures of an entity's profitability because they do not include costs and expenses for depreciation and amortization, interest and related expenses, loss on extinguishment of debt, acquisition-related expenses, gains and losses and income taxes, intangible asset impairment charges and related asset write-offs, gains or losses related to changes in the fair value of contingent liabilities from earn-outs , loss on product recalls and distribution restructuring expenses. Because not all companies use identical calculations, this presentation of EBITDA and adjusted EBITDA may not be comparable to other similarly titled measures of other companies. However, EBITDA and adjusted EBITDA can still be useful in evaluating our performance against our peer companies because management believes these measures provide users with valuable insight into key components of GAAP amounts.

A reconciliation of EBITDA and adjusted EBITDA to net income and to net cash provided by operating activities for fiscal 2015, 2014, 2013, 2012 and 2011 along with the components of EBITDA and adjusted EBITDA follows:

	Fiscal 2015	Fiscal 2014	Fiscal 2013	Fiscal 2012	Fiscal 2011
			(In thousands)		
Net income	$ 69,090	$ 40,956	$ 52,343	$ 59,260	$ 50,243
Income tax expense	52,149	22,821	28,549	31,654	26,561
Interest expense, net(A)	51,131	46,573	41,813	47,660	36,675
Depreciation and amortization	28,653	27,434	24,077	18,853	16,229
Loss on extinguishment of debt(B)	—	5,748	31,291	10,431	—
EBITDA	201,023	143,532	178,073	167,858	129,708
Acquisition-related expenses	6,118	7,315	5,932	1,159	1,418
Amortization of acquisition-related inventory step-up(C)	6,127	—	—	—	—
Impairment of intangible assets(C)	—	34,154	—	—	—
Loss on disposal of inventory(D)	—	4,535	—	—	—
Loss on product recall, net of insurance recoveries(E)	1,868	12,798	—	—	—
Distribution restructuring expenses(F)	2,665	—	—	—	—
Gain on change in fair value of contingent consideration(G)	—	(8,206)	—	—	—
Adjusted EBITDA	217,801	194,128	184,005	169,017	131,126
Income tax expense	(52,149)	(22,821)	(28,549)	(31,654)	(26,561)
Interest expense, net(A)	(51,131)	(46,573)	(41,813)	(47,660)	(36,675)
Acquisition-related expenses	(6,118)	(7,315)	(5,932)	(1,159)	(1,418)
Amortization of acquisition-related inventory step-up	(6,127)	—	—	—	—
Loss on product recall, net of insurance recoveries	(1,868)	(12,798)	—	—	—
Distribution restructuring expenses	(2,665)	—	—	—	—
Distribution restructuring fixed asset write-off(H)	(107)	—	—	—	—
Deferred income taxes	29,152	13,855	20,800	15,295	13,529
Amortization of deferred financing costs and bond discount	3,900	3,790	4,400	5,028	2,251
Realized gain on interest rate swap(A)	—	—	—	—	(612)
Reclassification to net interest expense for interest rate swap(A)	—	—	—	—	3,669
Share-based compensation expense	5,817	2,235	3,935	3,777	4,098
Excess tax benefits from share-based compensation	(539)	(2,356)	(4,192)	(8,031)	(1,047)
Acquisition-related contingent consideration expense, including interest accretion	—	432	208	—	—
Changes in assets and liabilities, net of effects of business combinations	(7,487)	(23,451)	(17,952)	(4,085)	(16,327)
Net cash provided by operating activities	$128,479	$ 99,126	$114,910	$100,528	$ 72,033

(A) See footnote (8) above.

(B) See footnote (9) above.

(C) See footnote (6) above.

(D) Represents a loss on disposal of inventory related to the impairment of *Rickland Orchards*. See footnote (6) above.

(E) See Note 13, "Commitments and Contingencies—*Ortega and Las Palmas Recall*," to our consolidated financial statements in Part II, Item 8 of this report, for detailed information.

(F) Distribution restructuring expenses for fiscal 2015 includes expenses relating to our transitioning of the operations of our three primary distribution centers to a third party logistics provider. We expect this transition and the incurrence of related distribution restructuring expenses to be completed during the first half of 2016.

(G) See footnote (7) above.

(H) See footnote (F) above.

(11) We have calculated the ratio of earnings to fixed charges by dividing earnings by fixed charges. For the purpose of this computation, earnings consist of income before income taxes plus fixed charges. Fixed charges consist of the sum of interest on indebtedness, amortized expenses related to indebtedness, reclassification to net interest expense of a portion of the amount recorded in accumulated other comprehensive loss related to an interest rate swap and an interest component of lease rental expense. Fixed charges exclude the unrealized loss on the interest rate swap.

(12) As of the end of each fiscal year presented, senior debt is defined as the face amount of all of our outstanding debt.

	Fiscal 2015	Fiscal 2014	Fiscal 2013	Fiscal 2012	Fiscal 2011
	(In thousands, except ratios)				
Current and former senior secured credit agreement:					
Revolving credit facility	$ 40,000	$ 34,000	$ 40,000	$ 25,000	$ —
Tranche A term loan due 2016	—	—	131,250	144,375	150,000
Tranche A term loan due 2019	273,750	292,500	—	—	—
Tranche B term loan due 2018	—	—	—	223,313	225,000
Tranche B term loan due 2022	750,000	—	—	—	—
7.625% senior notes due 2018	—	—	—	248,500	350,000
4.625% senior notes due 2021	700,000	700,000	700,000	—	—
Senior debt	$1,763,750	$1,026,500	$871,250	$641,188	$725,000
EBITDA	$ 201,023	$ 143,532	$178,073	$167,858	$129,708
Senior debt / EBITDA	8.8x	7.2x	4.9x	3.8x	5.6x
Adjusted EBITDA	$ 217,801	$ 194,128	$184,005	$169,017	$131,126
Senior debt /adjusted EBITDA	8.1x	5.3x	4.7x	3.8x	5.5x

(13) Cash interest expense, calculated below, is equal to net interest expense less amortization of deferred financing and bond discount, unrealized loss on an interest rate swap, realized gain on the interest rate swap and reclassification to net interest expense of a portion of the amount recorded in accumulated other comprehensive loss related to an interest rate swap.

	Fiscal 2015	Fiscal 2014	Fiscal 2013	Fiscal 2012	Fiscal 2011
	(In thousands, except ratios)				
Interest expense, net	$ 51,131	$ 46,573	$ 41,813	$ 47,660	$ 36,675
Amortization of deferred financing and bond discount	(3,900)	(3,790)	(4,400)	(5,028)	(2,251)
Realized gain on interest rate swap	—	—	—	—	612
Reclassification to interest expense, net	—	—	—	—	(3,669)
Cash interest expense	$ 47,231	$ 42,783	$ 37,413	$ 42,632	$ 31,367
EBITDA	$201,203	$143,532	$178,073	$167,858	$129,708
EBITDA / cash interest expense	4.3x	3.4x	4.8x	3.9x	4.1x
Adjusted EBITDA	$217,801	$194,128	$184,005	$169,017	$131,126
Adjusted EBITDA / cash interest expense	4.6x	4.5x	4.9x	4.0x	4.2x

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under Item 1A, "Risk Factors" and under the heading "Forward-Looking Statements" below and elsewhere in this report. The following discussion should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this report.

General

We manufacture, sell and distribute a diverse portfolio of branded, high quality, shelf-stable and frozen foods and household products, many of which have leading regional or national market shares. In general, we position our branded products to appeal to the consumer desiring a high quality and reasonably priced product. We complement our branded product retail sales with institutional and food service sales and limited private label sales.

Our company has been built upon a successful track record of both organic and acquisition-driven growth. Our goal is to continue to increase sales, profitability and cash flows through organic growth, strategic acquisitions and new product development. We intend to implement our growth strategy through the following initiatives: expanding our brand portfolio with disciplined acquisitions of complementary branded businesses, continuing to develop new products and delivering them to market quickly, leveraging our multiple channel sales and distribution system and continuing to focus on higher growth customers and distribution channels.

Since 1996, we have successfully acquired and integrated more than 40 brands into our company. Most recently, on November 2, 2015, we completed the acquisition of the *Green Giant* and *Le Sueur* brands from General Mills, Inc. On July 10, 2015, we acquired Spartan Foods of America, Inc., and related entities, including the *Mama Mary's* brand, from Linsalata Capital Partners and certain other sellers. On April 23, 2014, we completed the acquisition of Specialty Brands of America, Inc., including the *Bear Creek Country Kitchens*, *Spring Tree*, *Cary's*, *MacDonald's*, *New York Flatbreads* and *Canoleo* brands, from affiliates of American Capital, Ltd. and certain individuals. On October 7, 2013, we acquired Rickland Orchards LLC, including the *Rickland Orchards* brand, from Natural Instincts LLC. On July 8, 2013, we completed the acquisition of Pirate Brands, LLC, including the *Pirate's Booty*, *Smart Puffs* and *Original Tings* brands, from affiliates of VMG Partners and Driven Capital Management and certain other entities and individuals. And on May 7, 2013, we acquired the *TrueNorth* nut cluster brand from DeMet's Candy Company. We refer to these acquisitions in this report as the "*Green Giant* acquisition," "*Mama Mary's* acquisition," "Specialty Brands acquisition," "*Rickland Orchards* acquisition," "Pirate Brands acquisition" and "*TrueNorth* acquisition," respectively. Each of these six recent acquisitions has been accounted for using the acquisition method of accounting and, accordingly, the assets acquired, liabilities assumed and results of operations of the acquired businesses are included in our consolidated financial statements from the respective dates of acquisition. These acquisitions and the application of the acquisition method of accounting affect comparability between periods.

We are subject to a number of challenges that may adversely affect our businesses. These challenges, which are discussed above under Item 1A, "Risk Factors" and below under the heading "Forward-Looking Statements," include:

Fluctuations in Commodity Prices and Production and Distribution Costs. We purchase raw materials, including agricultural products, meat, poultry, ingredients and packaging materials from growers, commodity processors, other food companies and packaging suppliers located in U.S. and foreign locations. Raw materials and other input costs, such as fuel and transportation, are subject to fluctuations in price attributable to a number of factors. Fluctuations in commodity prices can lead to retail price volatility and intensive price competition, and can influence consumer and trade buying patterns. The cost of raw materials, fuel, labor, distribution and other costs related to our operations can increase from time to time significantly and unexpectedly.

We attempt to manage cost inflation risks by locking in prices through short-term supply contracts and advance commodities purchase agreements and by implementing cost saving measures. We also attempt to offset rising input costs by raising sales prices to our customers. However, increases in the prices we charge our customers may lag behind rising input costs. Competitive pressures also may limit our ability to quickly raise prices in response to rising costs.

We expect cost increases for raw materials in the marketplace during 2016 and are currently locked into our supply and prices for a majority of our most significant commodities (excluding, among others, maple syrup) through fiscal 2016 at a cost increase of less than 1% of cost of goods sold. During fiscal 2015, we had a minimal cost decrease. To the extent we are unable to avoid or offset any present or future cost increases by locking in our costs, implementing cost saving measures or increasing prices to our customers, our operating results could be materially adversely affected. In addition, should input costs begin to decline further, customers may look for price reductions in situations where we have locked into purchases at higher costs.

Consolidation in the Retail Trade and Consequent Inventory Reductions. As the retail grocery trade continues to consolidate and our retail customers grow larger and become more sophisticated, our retail customers may demand lower pricing and increased promotional programs. These customers are also reducing their inventories and increasing their emphasis on private label products.

Changing Consumer Preferences. Consumers in the market categories in which we compete frequently change their taste preferences, dietary habits and product packaging preferences.

Consumer Concern Regarding Food Safety, Quality and Health. The food industry is subject to consumer concerns regarding the safety and quality of certain food products. If consumers in our principal markets lose confidence in the safety and quality of our food products, even as a result of a product liability claim or a product recall by a food industry competitor, our business could be adversely affected.

Fluctuations in Currency Exchange Rates. Our foreign sales are primarily to customers in Canada. Our sales to Canada are generally denominated in Canadian dollars and our sales for export to other countries are generally denominated in U.S. dollars. During fiscal 2015, 2014 and 2013, our net sales to foreign countries represented approximately 5.2%, 3.6% and 3.2%, respectively, of our total net sales. We also purchase a significant majority of our maple syrup requirements from suppliers located in Québec, Canada. Any weakening of the U.S. dollar against the Canadian dollar could significantly increase our costs relating to the production of our maple syrup products to the extent we have not purchased Canadian dollars in advance of any such weakening of the U.S. dollar or otherwise entered into a currency hedging arrangement in advance of any such weakening of the U.S. dollar. These increased costs would not be fully offset by the positive impact the change in the relative strength of the Canadian dollar versus the U.S. dollar would have on our net sales in Canada. Our purchases of raw materials from other foreign suppliers are generally denominated in U.S. dollars. We also operate a manufacturing facility in Irapuato, Mexico for the manufacture of Green Giant frozen products and are as a result exposed to fluctuations in the Mexican peso. Our results of operations could be adversely impacted by changes in foreign currency exchange rates. Costs and expenses in Mexico are recognized in local foreign currency, and therefore we are exposed to potential gains or losses from the translation of those amounts into U.S. dollars for consolidation into our financial statements.

To confront these challenges, we continue to take steps to build the value of our brands, to improve our existing portfolio of products with new product and marketing initiatives, to reduce costs through improved productivity, to address consumer concerns about food safety, quality and health and to favorably manage currency fluctuations.

Critical Accounting Policies; Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires our management to make a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates and assumptions made by management involve trade and consumer promotion expenses; allowances for excess, obsolete and unsaleable inventories; pension benefits; acquisition accounting fair value allocations; the recoverability of goodwill, other intangible assets, property, plant and equipment, and deferred tax assets; the determination of the useful life of customer relationship and amortizable trademark intangibles; the fair value of contingent consideration liabilities; and the accounting for share-based compensation expense. Actual results could differ significantly from these estimates and assumptions.

Our significant accounting policies are described more fully in note 2 to our consolidated financial statements included elsewhere in this report. We believe the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our consolidated financial statements.

Trade and Consumer Promotion Expenses

We offer various sales incentive programs to customers and consumers, such as price discounts, in-store display incentives, slotting fees and coupons. The recognition of expense for these programs involves the use of judgment related to performance and redemption estimates. Estimates are made based on historical experience and other factors. Actual expenses may differ if the level of redemption rates and performance vary from our estimates.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the first in, first out and average cost methods. Inventories have been reduced by an allowance for excess, obsolete and unsaleable inventories. The allowance is an estimate based on our management's review of inventories on hand compared to estimated future usage and sales.

Long-Lived Assets

Long-lived assets, such as property, plant and equipment, and intangibles with estimated useful lives are depreciated or amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted net future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated undiscounted net future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Recoverability of assets held for sale is measured by a comparison of the carrying amount of an asset or asset group to their fair value less estimated costs to sell. Estimating future cash flows and calculating the fair value of assets requires significant estimates and assumptions by management.

Goodwill and Other Intangible Assets

Our total assets include substantial goodwill and unamortizable intangible assets (trademarks). These assets are tested for impairment at least annually and whenever events or circumstances occur indicating that goodwill or unamortizable intangibles might be impaired. We perform the annual impairment tests as of the last day of each fiscal year. The annual goodwill impairment test involves a two-step process. The first step of the impairment test involves comparing our company's market capitalization with our company's carrying value, including goodwill. If the carrying value of our company exceeds our market capitalization, we perform the second step of the impairment test to determine the amount of the impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of goodwill with the carrying value and recognizing a loss for the difference.

We test our unamortizable intangibles by comparing the fair value with the carrying value and recognize a loss for the difference. We estimate the fair value of our unamortizable intangibles based on discounted cash flows that reflect certain third party market value indicators.

Calculating our fair value for these purposes requires significant estimates and assumptions by management. We completed our annual impairment tests for fiscal 2015, 2014 and 2013 with no adjustments to the carrying values of goodwill and unamortizable intangibles. However, materially different assumptions regarding the future performance of our businesses could result in significant impairment losses. In addition, any significant decline in our market capitalization, even if due to macroeconomic factors, could put pressure on the carrying value of our goodwill. A determination that all or a portion of our goodwill or unamortizable intangible assets are impaired, although a non-cash charge to operations, could have a material adverse effect on our business, consolidated financial condition and results of operations.

Income Tax Expense Estimates and Policies

As part of the income tax provision process of preparing our consolidated financial statements, we are required to estimate our income taxes. This process involves estimating our current tax expenses together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities. We then assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe the recovery is not likely, we establish a valuation allowance. Further, to the extent that we establish a valuation allowance or increase this allowance in a financial accounting period, we include such charge in our tax provision, or reduce our tax benefits in our consolidated statements of operations. We use our judgment to determine our provision or benefit for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against our deferred tax assets.

There are various factors that may cause these tax assumptions to change in the near term, and we may have to record a valuation allowance against our deferred tax assets. We cannot predict whether future U.S. federal and state income tax laws and regulations might be passed that could have a material effect on our results of operations. We assess the impact of significant changes to the U.S. federal and state income tax laws and regulations on a regular basis and update the assumptions and estimates used to prepare our consolidated financial statements when new regulations and legislation are enacted. We recognize the benefit of an uncertain tax position that we have taken or expect to take on the income tax returns we file if it is more likely than not that such tax position will be sustained based upon its technical merits.

Pension Expense

We have defined benefit pension plans covering approximately one quarter of our employees. Our funding policy is to contribute annually not less than the amount recommended by our actuaries. The funded status of our pension plans is dependent upon many factors, including returns on invested assets and the level of certain market interest rates. We review pension assumptions regularly and we may from time to time make voluntary contributions to our pension plans, which exceed the amounts required by statute. During fiscal 2015 and 2014, we made total pension contributions to our pension plans of $3.5 million and $1.8 million, respectively. Changes in interest rates and the market value of the securities held by the plans could materially change, positively or negatively, the funded status of the plans and affect the level of pension expense and required contributions in fiscal 2015 and beyond.

Our discount rate assumption for our three defined benefit plans changed from 3.882% at January 3, 2015 to 4.225% at January 2, 2016. While we do not presently anticipate a change in our fiscal 2016 assumptions, as a sensitivity measure, a 0.25% decline or increase in our discount rate would increase or decrease our pension expense by approximately $0.3 million. Similarly, a 0.25% decrease or increase in the expected return on pension plan assets would increase or decrease our pension expense by approximately $0.2 million. We expect to make $3.5 million of defined benefit pension plan contributions during fiscal 2016.

Acquisition Accounting

Our consolidated financial statements and results of operations include an acquired business's operations after the completion of the acquisition. We account for acquired businesses using the acquisition method of accounting, which requires that the assets acquired and liabilities assumed be recorded at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. Transaction costs are expensed as incurred.

The judgments made in determining the estimated fair value assigned to each class of assets acquired and liabilities assumed, as well as asset lives, can materially impact our results of operations. Accordingly, for significant items, we typically obtain assistance from third party valuation specialists. Determining the useful life of an intangible asset also requires judgment as different types of intangible assets will have different useful lives and certain assets may even be considered to have indefinite useful lives. All of these judgments and estimates can materially impact our results of operations.

Share-based Compensation Expense

We provide compensation benefits in the form of stock options, performance share long-term incentive awards (LTIAs) and common stock to employees and non-employee directors. The cost of share based compensation is recorded at fair value at the date of grant and expensed in our consolidated statement of income over the requisite service period, if any.

Performance share LTIAs granted to our executive officers and certain other members of senior management entitle each participant to earn shares of common stock upon the attainment of certain performance goals over the applicable performance period. The recognition of compensation expense for the performance share LTIAs is initially based on the probable outcome of the performance condition based on the fair value of the award on the date of grant and the anticipated number of shares to be awarded on a straight-line basis over the applicable performance period. The fair value of the awards on the date of grant is determined based upon the closing price of our common stock on the applicable measurement dates (i.e., the deemed grant dates for accounting purposes) reduced by the present value of expected dividends using the risk-free interest-rate as the award holders are not entitled to dividends or dividend equivalents during the vesting period. Our company's performance against the defined performance goals are re-evaluated on a quarterly basis throughout the applicable performance period and the recognition of compensation expense is adjusted for subsequent changes in the estimated or actual outcome. The cumulative effect of a change in the estimated number of shares of common stock to be issued in respect of performance share awards is recognized as an adjustment to earnings in the period of the revision.

The fair value of stock option awards is estimated on the date of grant using the Black-Scholes option pricing model and is recognized in expense over the vesting period of the options using the straight-line method. The Black-Scholes option pricing model requires various assumptions, including the expected volatility of our stock, the expected term of the option, the risk-free interest rate and the expected dividend yield. Expected volatility is based on both historical and implied volatilities of our common stock over the estimated expected term of the award. The risk-free rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant. All stock option grants have an exercise price equal to the fair market value of our common stock on the date of grant, have a 10-year term and cliff vest three years from the date of grant.

We recognize compensation expense for only that portion of share based awards that are expected to vest. We utilize historical employee termination behavior to determine our estimated forfeiture rates. If the actual forfeitures differ from those estimated by management, adjustments to compensation expense will be made in future periods.

Product Recall

On November 14, 2014, we announced a voluntary recall for certain *Ortega* and *Las Palmas* products after learning that one or more of the spice ingredients purchased from a third party supplier contained peanuts and almonds, allergens that are not declared on the products' ingredient statements. A significant majority of the costs of this recall were incurred in the fourth quarter of 2014. The cost impact of this recall during fiscal 2015 was $1.9 million, of which $1.2 million was recorded as a decrease in net sales related to customer refunds; $0.5 million was recorded as an increase in cost of goods sold primarily related to costs associated with product retrieval, destruction charges and customer fees; and $0.2 million was recorded as an increase in selling, general, and administrative expenses related to administrative costs. The charges we recorded are based upon costs incurred to date. We do not expect any future expenses related to this recall to be material.

The cost impact of this recall during fiscal 2014 (not including lost sales during the period of time production and distribution of the affected products were suspended), net of insurance recoveries of $5.0 million (received in fiscal 2015), was $12.8 million, of which $4.1 million was recorded as a decrease in net sales related to customer refunds; $8.2 million was recorded as an increase in cost of goods sold primarily related to costs associated with product retrieval, destruction charges and customer fees; and $0.5 million was recorded as an increase in selling, general, and administrative expenses related to administrative costs.

Results of Operations

The following table sets forth the percentages of net sales represented by selected items reflected in our consolidated statements of operations. The comparisons of financial results are not necessarily indicative of future results:

	Fiscal 2015	Fiscal 2014	Fiscal 2013
Statement of Operations:			
Net sales	100.0%	100.0%	100.0%
Cost of goods sold	70.0%	70.8%	66.5%
Gross profit	30.0%	29.2%	33.5%
Selling, general and administrative expenses	11.0%	11.0%	10.9%
Amortization expense	1.2%	1.5%	1.4%
Impairment of intangible assets	—	4.0%	—
Gain on change in fair value of contingent consideration	—	(1.0)%	—
Operating income	17.8%	13.7%	21.2%
Interest expense, net	5.3%	5.5%	5.8%
Loss on extinguishment of debt	—	0.7%	4.3%
Income before income tax expense	12.5%	7.5%	11.1%
Income tax expense	5.4%	2.7%	3.9%
Net income	7.1%	4.8%	7.2%

As used in this section the terms listed below have the following meanings:

Net Sales. Our net sales represents gross sales of products shipped to customers plus amounts charged to customers for shipping and handling, less cash discounts, coupon redemptions, slotting fees and trade promotional spending.

Gross Profit. Our gross profit is equal to our net sales less cost of goods sold. The primary components of our cost of goods sold are cost of internally manufactured products, purchases of finished goods from co-packers, a portion of our warehousing expenses plus freight costs to our distribution centers and to our customers.

Selling, General and Administrative Expenses. Our selling, general and administrative expenses include costs related to selling our products, as well as all other general and administrative expenses. Some of these costs include administrative, marketing and internal sales force employee compensation and benefits costs, consumer advertising programs, brokerage costs, a portion of our warehousing expenses, information technology and communication costs, office rent, utilities, supplies, professional services, acquisition-related expenses and other general corporate expenses.

Impairment of Intangible Assets. Impairment on intangible assets represents a reduction of the carrying value of amortizable intangible assets to fair value when the carrying value of the assets is no longer recoverable.

Gain on Change in Fair Value of Contingent Consideration. Gain on change in fair value of contingent consideration represents decreases in the fair value of the contingent consideration liability relating to additional purchase price earn-out payments that are contingent upon the achievement of certain operating results by acquired businesses.

Amortization Expense. Amortization expense includes the amortization expense associated with customer relationships, amortizable trademarks and other intangibles.

Net Interest Expense. Net interest expense includes interest relating to our outstanding indebtedness, amortization of bond discount and amortization of deferred debt financing costs (net of interest income).

Loss on Extinguishment of Debt. Loss on extinguishment of debt includes costs relating to the retirement of indebtedness, including repurchase premium, if any, and write-off of deferred debt financing costs and unamortized discount, if any.

Non-GAAP Financial Measures

Certain disclosures in this report include non-GAAP financial measures. A non-GAAP financial measure is defined as a numerical measure of our financial performance that excludes or includes amounts so as to be different from the most directly comparable measure calculated and presented in accordance with accounting principles generally accepted in the United States (GAAP) in our consolidated balance sheets and related consolidated statements of operations, comprehensive income, changes in stockholders' equity and cash flows.

Base Business Net Sales. Base business net sales is a non-GAAP financial measure used by management to measure operating performance. We define base business net sales as our net sales excluding the impact of acquisitions until the net sales from such acquisitions are included in both comparable periods. The portion of current period net sales attributable to recent acquisitions for which there is no corresponding period in the comparable period of the prior year is excluded. For each acquisition, the excluded period starts at the beginning of the most recent fiscal period being compared and ends on the first anniversary of the acquisition date. Management has included this financial measure because it provides useful and comparable trend information regarding the results of our business without the effect of the timing of acquisitions.

Comparable Base Business Net Sales. Comparable base business net sales is a non-GAAP financial measure used by management to measure operating performance. We define comparable base business net sales as our base business net sales, excluding the impact of the extra reporting week in the fourth quarter of 2014, the *Rickland Orchards* shortfall described below and customer refunds relating to the *Ortega* and *Las Palmas* recall announced in November 2014.

A reconciliation of base business net sales and comparable base business net sales to reported net sales for fiscal 2015 and 2014 follows (in thousands):

	Fiscal 2015	Fiscal 2014
Reported net sales	$ 966,358	$848,017
Net sales from acquisitions[1]	(147,584)	—
Base business net sales	818,774	848,017
Extra reporting week[2]	—	(15,000)
Net sales of *Rickland Orchards*[3]	(4,106)	(21,343)
Customer refunds related to recall, net of insurance recoveries[4]	1,225	4,063
Comparable base business net sales	$ 815,893	$815,737

(1) For fiscal 2015, reflects net sales for *Green Giant*, *Mama Mary's* and Specialty Brands for the portion of fiscal 2015 for which there is no comparable period of net sales during the same period in 2014. *Green Giant* was acquired on November 2, 2015, *Mama Mary's* was acquired on July 10, 2015 and Specialty Brands was acquired on April 23, 2014.

(2) Fiscal 2015 contained 52 weeks and fiscal 2014 contained 53 weeks.

(3) Net sales were negatively impacted by the *Rickland Orchards* shortfall in fiscal 2015 (primarily during the first three quarters) and in fiscal 2014, a continuation of the weakness that caused the Company to impair the brand's trademark and customer relationship intangible assets in fiscal 2014. Net sales of *Rickland Orchards* are excluded from comparable base business net sales.

(4) Reflects customer refunds relating to the *Ortega* and *Las Palmas* recall announced in November 2014.

A reconciliation of base business net sales and comparable base business net sales to reported net sales for fiscal 2014 and 2013 follows (in thousands):

	Fiscal 2014	Fiscal 2013
Reported net sales	$ 848,017	$724,973
Net sales from acquisitions[1]	(133,635)	—
Base business net sales	714,382	724,973
Extra reporting week[2]	(12,500)	—
Net sales of *Rickland Orchards* for comparable period[3]	(1,093)	(12,867)
Customer refunds related to recall, net of insurance recoveries[4]	4,063	—
Comparable base business net sales	$ 704,852	$712,106

(1) For fiscal 2014, reflects net sales for Specialty Brands, *Rickland Orchards*, Pirate Brands and *TrueNorth* for the portion of fiscal 2014 for which there is no comparable period of net sales during the same period in 2013. Specialty Brands was acquired on April 23, 2014, *Rickland Orchards* was acquired on October 7, 2013, Pirate Brands was acquired on July 8, 2013 and *TrueNorth* was acquired on May 6, 2013.

(2) Fiscal 2014 contained 53 weeks and fiscal 2014 contained 52 weeks. Net sales attributable to the extra reporting week excludes $2.5 million of net sales of Specialty Brands attributable to the extra reporting week because those sales have already been excluded from base business net sales. See note (1) above.

(3) Reflects the remaining net sales of *Rickland Orchards* that have not already been excluded from base business net sales. See note (1) above. Net sales were negatively impacted by the *Rickland Orchards* shortfall in fiscal 2014 that caused the Company to impair the brand's trademark and customer relationship intangible assets in fiscal 2014.

(4) Reflects customer refunds relating to the *Ortega* and *Las Palmas* recall announced in November 2014.

EBITDA and Adjusted EBITDA. EBITDA and adjusted EBITDA are non-GAAP financial measures used by management to measure operating performance. We define EBITDA as net income before net interest expense, income taxes, depreciation and amortization and loss on extinguishment of debt. We define adjusted EBITDA as EBITDA adjusted for cash and non-cash acquisition-related expenses and amortization of acquired inventory fair value step-up, gains or losses (which may include third party fees and expenses, integration, restructuring and consolidation expenses), intangible asset impairment charges and related asset write-offs; gains or losses related to changes in the fair value of contingent liabilities from earn-outs; and loss on product recalls , including customer refunds, selling, general and administrative expenses and the impact on cost of sales. Management believes that it is useful to eliminate net interest expense, income taxes, depreciation and amortization, loss on extinguishment of debt, acquisition-related expenses, gains and losses, non-cash intangible asset impairment charges and related asset write-offs, gains or losses related to changes in the fair value of contingent liabilities from earn-outs and loss on product recalls because it allows management to focus on what it deems to be a more reliable indicator of ongoing operating performance and our ability to generate cash flow from operations. We use EBITDA and adjusted EBITDA in our business operations, among other things, to evaluate our operating performance, develop budgets and measure our performance against those budgets, determine employee bonuses and evaluate our cash flows in terms of cash needs. We also present EBITDA and adjusted EBITDA because we believe they are useful indicators of our historical debt capacity and ability to service debt and because covenants in our credit agreement and our senior notes indenture contain ratios based on these measures. As a result, internal management reports used during monthly operating reviews feature the EBITDA and adjusted EBITDA metrics. However, management uses these metrics in conjunction with traditional GAAP operating performance and liquidity measures as part of its overall assessment of company performance and liquidity and therefore does not place undue reliance on these measures as its only measures of operating performance and liquidity.

EBITDA and adjusted EBITDA are not recognized terms under GAAP and do not purport to be an alternative to operating income or net income (loss) or any other GAAP measure as an indicator of operating performance. EBITDA and adjusted EBITDA are not complete net cash flow measures because EBITDA and adjusted EBITDA are measures of liquidity that do not include reductions for cash payments for an entity's obligation to service its debt, fund its working capital, capital expenditures and acquisitions and pay its income taxes and dividends. Rather, EBITDA and adjusted EBITDA are two potential indicators of an entity's ability to fund these cash requirements. EBITDA and adjusted EBITDA are not complete measures of an entity's profitability because they do not include costs and expenses for depreciation and amortization, interest and related expenses, loss on extinguishment of debt, acquisition-related expenses, gains and losses and income taxes, intangible asset impairment charges and related asset write-offs, gains or losses related to changes in the fair value of contingent liabilities from earn-outs, loss on product recalls and distribution restructuring expenses. Because not all companies use identical calculations, this presentation of EBITDA and adjusted EBITDA may not be comparable to other similarly titled measures of other companies. However, EBITDA and adjusted EBITDA can still be useful in evaluating our performance against our peer companies because management believes these measures provide users with valuable insight into key components of GAAP amounts.

A reconciliation of EBITDA and adjusted EBITDA to net income and to net cash provided by operating activities for fiscal 2015, 2014 and 2013 along with the components of EBITDA and adjusted EBITDA follows:

	Fiscal 2015	Fiscal 2014	Fiscal 2013
		(In thousands)	
Net income	$ 69,090	$ 40,956	$ 52,343
Income tax expense	52,149	22,821	28,549
Interest expense, net	51,131	46,573	41,813
Depreciation and amortization	28,653	27,434	24,077
Loss on extinguishment of debt	—	5,748	31,291
EBITDA	201,023	143,532	178,073
Acquisition-related expenses	6,118	7,315	5,932
Amortization of acquisition-related inventory step-up	6,127	—	—
Impairment of intangible assets	—	34,154	—
Loss on disposal of inventory	—	4,535	—
Loss on product recall, net of insurance recoveries	1,868	12,798	—
Distribution restructuring expenses	2,665	—	—
Gain on change in fair value of contingent consideration	—	(8,206)	—
Adjusted EBITDA	217,801	194,128	184,005
Income tax expense	(52,149)	(22,821)	(28,549)
Interest expense, net	(51,131)	(46,573)	(41,813)
Acquisition-related expenses	(6,118)	(7,315)	(5,932)
Amortization of acquisition-related inventory step-up	(6,127)	—	—
Loss on product recall, net of insurance recoveries	(1,868)	(12,798)	—
Distribution restructuring expenses	(2,665)	—	—
Distribution restructuring fixed asset write-off	(107)	—	—
Deferred income taxes	29,152	13,855	20,800
Amortization of deferred financing costs and bond discount	3,900	3,790	4,400
Realized gain on interest rate swap	—	—	—
Reclassification to net interest expense for interest rate swap	—	—	—
Share-based compensation expense	5,817	2,235	3,935
Excess tax benefits from share-based compensation	(539)	(2,356)	(4,192)
Acquisition-related contingent consideration expense, including interest accretion	—	432	208
Changes in assets and liabilities, net of effects of business combinations	(7,487)	(23,451)	(17,952)
Net cash provided by operating activities	$128,479	$ 99,126	$114,910

Fiscal 2015 Compared to Fiscal 2014

Net Sales. Net sales increased $118.4 million, or 14.0%, to $966.4 million for fiscal 2015 from $848.0 million for fiscal 2014. Net sales of *Green Giant*, acquired on November 2, 2015, contributed $106.2 million to the overall increase, and net sales of *Mama Mary's*, acquired on July 10, 2015, contributed $18.4 million. Additional months of ownership of Specialty Brands, which was acquired on April 23, 2014, contributed $23.1 million to fiscal 2015 net sales.

Our fiscal 2015 contained 52 weeks and fiscal 2014 contained 53 weeks, which negatively impacted fiscal 2015 on a comparative basis. We estimate that the additional week in the fourth quarter of 2014 contributed approximately $15.0 million of incremental net sales in 2014. Net sales for fiscal 2015 were also negatively impacted by the *Rickland Orchards* brand, whose net sales decreased by $17.2 million compared to fiscal 2014, a continuation of the weakness that caused us to impair the brand's trademark and customer relationship intangible assets in 2014. Customer refunds related to the *Ortega* and *Las Palmas* recall negatively impacted fiscal 2015 net sales by $1.2 million and fiscal 2014 net sales by $4.1 million.

Comparable base business net sales for fiscal 2015, which excludes the impact of the extra reporting week, acquisitions, the *Rickland Orchards* shortfall and customer refunds related to the recall, increased $0.2 million, or less than 0.1%, to $815.9 million from $815.7 million for fiscal 2014. The $0.2 million increase was attributable to an increase in net pricing of $12.3 million, or 1.5%, offset by a decrease in unit volume of $12.1 million, or 1.5%. Approximately 68% of the net pricing increase is attributable to net price increases for *Ortega, Cream of Wheat, Mrs. Dash, Las Palmas* and *Polaner* products of $3.2 million, $1.5 million, $1.4 million, $1.3 million and $1.1 million as we increased list prices and reduced promotional activity. The overall volume decrease was driven by volume decreases for *New York Style*, *TrueNorth* and *Bear Creek*, partially offset by a volume increase for *Ortega*. See Note 15, "Net Sales by Brand," to our consolidated financial statements in Part II, Item 8 of this report, for detailed information regarding total net sales by brand for fiscal 2015 and fiscal 2014 for each of our brands that equals or exceeds 2% of our fiscal 2015 net sales and for all other brands in the aggregate.

The following chart sets forth the most significant net sales increases and decreases by brand for our base business for fiscal 2015 as compared to fiscal 2014. It also shows our total base business net sales decrease and comparable base business net sales increase for fiscal 2015 as compared to fiscal 2014.

	Base Business and Comparable Base Business Net Sales Increase (Decrease)	
	Dollars	Percentage
	(in millions)	
Brand:		
Ortega	$ 11.5	8.5%
Las Palmas	1.6	4.6%
Grandmas	0.7	5.5%
Rickland Orchards(1)	(17.2)	(80.8)%
New York Style	(4.8)	(17.0)%
TrueNorth	(2.8)	(12.7)%
Polaner	(2.3)	(6.4)%
Bear Creek	(1.8)	(4.4)%
Static Guard	(1.6)	(16.0)%
Maple Grove Farms of Vermont	(1.5)	(1.8)%
Joan of Arc	(1.4)	(12.3)%
B&M	(1.3)	(6.4)%
Sugar Twin	(1.2)	(16.5)%
Old London	(1.2)	(10.4)%
Underwood	(1.0)	(4.9)%
Mrs. Dash	(0.9)	(1.4)%
All other brands	(4.0)	(1.4)%
Base business net sales decrease	$(29.2)	8.5%
Extra reporting week(2)	15.0	
Rickland Orchards shortfall(1)	17.2	
Customer refunds related to product recall(3)	(2.8)	
Comparable base business net sales increase	$ 0.2	$ —

(1) Net sales were negatively impacted by the *Rickland Orchards* shortfall for fiscal 2015, a continuation of the weakness that caused us to impair the brand's trademark and customer relationship intangible assets in 2014.

(2) Fiscal 2015 contained 52 weeks and fiscal 2014 contained 53 weeks.

(3) On November 14, 2014, we announced a voluntary recall for certain *Ortega* and *Las Palmas* products. In connection with the recall, we recorded a $1.2 million reduction in net sales related to customer refunds in fiscal 2015. We recorded a reduction of net sales, net of insurance recoveries, of $4.1 million related to customer refunds in fiscal 2014.

Gross Profit. Gross profit for fiscal 2015 increased $41.8 million, or 16.9%, to $289.6 million from $247.8 million for fiscal 2014. Gross profit expressed as a percentage of net sales increased to 30.0% in fiscal 2015 from 29.2% in fiscal 2014. The 0.8 percentage point increase resulted primarily from price increases, partially offset by $6.1 million of non-cash amortization of the step-up of inventory acquired in the *Green Giant* acquisition. The increase in fiscal 2015 gross profit percentage was also attributable to the negative impact that the fourth quarter of 2014 product recall and write-off of certain raw material and finished goods inventory used in the production of *Rickland Orchards* products had on gross profit percentage in fiscal 2014.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $12.9 million, or 13.9%, to $105.9 million for fiscal 2015 (which includes $5.7 million of incremental operating expenses related to *Green Giant*) from $93.0 million for fiscal 2014. The increase was primarily due to increases in general and administrative expenses of $7.7 million (primarily consisting of increases in accruals for performance-based compensation), warehousing expenses of $4.5 million (primarily consisting of $2.7 million of distribution restructuring expenses), selling expenses of $4.2 million (including an increase of $3.4 million for salesperson compensation, partially offset by a decrease in brokerage expenses of $0.3 million), partially offset by decreases in consumer marketing of $2.3 million (primarily related to a reduction in demo spending) and acquisition-related expenses of $1.2 million. Expressed as a percentage of net sales, selling, general and administrative expenses remained flat at 11.0% for fiscal 2015.

Impairment of Intangible Assets. We did not have any impairment of intangible assets during 2015. Impairment of intangible assets of $34.2 million for fiscal 2014 includes a $26.8 million loss for the impairment of amortizable trademarks and a $7.4 million loss for the impairment of customer relationship intangibles, both relating to *Rickland Orchards*, due primarily to our reduced projections for net sales to the club channel for the core products of *Rickland Orchards*. See Note 6, "Goodwill and Other Intangible Assets" to our consolidated financial statements for a more detailed description of the impairment of intangible assets related to *Rickland Orchards*.

Gain on Change in Fair Value of Contingent Consideration. In addition to the base purchase price consideration paid at closing, the acquisition agreement for *Rickland Orchards* requires that we pay additional purchase price earn-out consideration contingent upon the achievement of revenue growth targets during fiscal 2014, 2015 and 2016. At the time of the acquisition, we established the fair value of the contingent consideration using revenue growth targets meant to achieve operating results in excess of base purchase price acquisition model assumptions. As required, at June 28, 2014 we remeasured the fair value of the contingent consideration using the actual operating results through June 28, 2014 and our revised forecasted operating results for the remainder of fiscal 2014, 2015 and 2016, and reduced the probability of achievement and the fair value of the contingent consideration to zero. This resulted in a non-cash gain of $8.2 million that is included in gain on change in fair value of contingent consideration in the accompanying audited consolidated statements of operations for fiscal 2014. See Note 6, "Goodwill and Other Intangible Assets" and Note 8, "Fair Value Measurements," to our consolidated financial statements for a more detailed description of the *Rickland Orchards* acquisition and related contingent consideration. We did not have any other contingent consideration obligations in fiscal 2015 or fiscal 2014.

Amortization Expense. Amortization expense decreased $1.4 million to $11.3 million for fiscal 2015 from $12.7 million in fiscal 2014. The decrease is due to the reduction in the *Rickland Orchards* amortizable intangible assets recorded resulting from the impairment of the *Rickland Orchards* brand and customer relationship intangible assets in fiscal 2014, partially offset by the *Mama Mary's* and *Green Giant* acquisitions completed in fiscal 2015.

Operating Income. As a result of the foregoing, operating income increased $56.3 million, or 48.5%, to $172.4 million in fiscal 2015 from $116.1 million in fiscal 2014. Operating income expressed as a percentage of net sales increased 4.1 percentage points to 17.8% in fiscal 2015 from 13.7% in fiscal 2014.

Net Interest Expense. Net interest expense for fiscal 2015 increased $4.5 million, or 9.8%, to $51.1 million from $46.6 million in fiscal 2014. The increase was primarily attributable to additional borrowings used to fund the *Green Giant* acquisition. See "—Liquidity and Capital Resources—Debt" below.

Loss on Extinguishment of Debt. We did not have a loss on extinguishment of debt in fiscal 2015. Loss on extinguishment of debt for fiscal 2014 includes costs relating to the termination of our prior credit agreement and the repayment of all outstanding obligations thereunder, including the write-off of deferred debt financing costs and unamortized discount of $5.4 million and $0.3 million, respectively.

Income Tax Expense. Income tax expense increased $29.3 million to $52.1 million in fiscal 2015 from $22.8 million in fiscal 2014. Our effective tax rate was 43.0% in fiscal 2015 and 35.8% in fiscal 2014. Due to an adjustment of deferred taxes for state apportionment as a result of the *Green Giant* and *Mama Mary's* acquisitions, a deferred tax expense of $7.2 million was recorded in fiscal 2015, which increased the fiscal 2015 effective tax rate by 5.9 percentage points.

Fiscal 2014 Compared to Fiscal 2013

Net Sales. Net sales increased $123.0 million, or 17.0%, to $848.0 million for fiscal 2014 from $725.0 million for fiscal 2013. Our fiscal 2014 contained 53 weeks and fiscal 2013 contained 52 weeks. We estimate that the extra week in fiscal 2014 contributed approximately $15.0 million to the overall increase. Additional months of ownership of Specialty Brands, Pirate Brands, *Rickland Orchards* and *TrueNorth* in fiscal 2014 as compared to fiscal 2013, contributed $133.6 million to the overall net sales increase, of which approximately $2.5 million was due to the extra week.

Net sales were negatively impacted by a shortfall in net sales of *Rickland Orchards* during the fourth quarter of 2014 of $11.8 million, a continuation of the weakness that caused us to impair the brand. Customer refunds, net of insurance recoveries, related to the *Ortega* and *Las Palmas* recall negatively impacted fiscal 2014 net sales by $4.1 million.

Comparable base business net sales for fiscal 2014, which excludes the impact of the extra reporting week, acquisitions, the *Rickland Orchards* shortfall and customer refunds related to the recall, decreased $7.2 million, or 1.0%, for fiscal 2014. The $7.2 million decrease was attributable to a net price decrease of $5.6 million, or 0.8%, and a decrease in unit volume of $1.6 million, or 0.2%. Approximately 63% of the net price decrease is attributable to net price decreases for *Ortega, Maple Grove Farms of Vermont* and *B&M* products of $2.0 million, $0.9 million and $0.7 million, respectively, as we increased promotional activity in response to competition. See Note 15, "Net Sales by Brand," to our consolidated financial statements in Part II, Item 8 of this report, for detailed information regarding total net sales by brand for fiscal 2014 and fiscal 2013 for each of our brands that equals or exceeds 2% of our fiscal 2015 net sales and for all other brands in the aggregate.

The following chart sets forth the most significant net sales increases and decreases by brand for our base business for fiscal 2014 as compared to fiscal 2013. It also shows our total base business net sales decrease and comparable base business net sales decrease for fiscal 2014 as compared to fiscal 2013.

	Base Business and Comparable Base Business Net Sales Increase (Decrease)	
	Dollars	Percentage
	(in millions)	
Brand:		
Pirate Brands[1]	$ 9.3	28.6%
Mrs. Dash	2.3	3.7%
Maple Grove Farms of Vermont	2.1	2.7%
Crock Pot seasoning mixes	1.6	61.7%
TrueNorth[2]	1.4	10.9%
Static Guard	1.1	11.9%
Rickland Orchards[3]	(11.8)	(91.5)%
New York Style	(4.9)	(14.9)%
Ortega[4]	(2.8)	(2.1)%
Cream of Wheat	(2.7)	(4.2)%
Old London	(1.6)	(12.1)%
B&M	(1.3)	(5.9)%
All other brands	(3.3)	(1.3)%
Base business net sales decrease	$(10.6)	(1.3)%
Extra reporting week[5]	(12.5)	
Rickland Orchards shortfall[3]	11.8	
Customer refunds related to recall, net of insurance recoveries[4]	4.1	
Comparable base business net sales decrease	$ (7.2)	(1.0)%

(1) In total, Pirate Brands contributed $50.0 million to our overall net sales increase for fiscal 2014, $40.7 million of which is attributable to an extra six months of ownership of Pirate Brands during fiscal 2014 and $9.3 million of which is base business growth during the comparable period of ownership during fiscal 2014 and fiscal 2013.

(2) In total, *TrueNorth* contributed $8.6 million to our overall net sales increase for fiscal 2014, $7.2 million of which is attributable to an extra four months of ownership of the brand during fiscal 2014 and $1.4 million of which is base business growth during the comparable period of ownership during fiscal 2014 and fiscal 2013.

(3) In total, *Rickland Orchards* contributed $8.4 million to our overall net sales increase for fiscal 2014, $20.2 million of which is attributable to an additional nine months of ownership of the brand during fiscal 2014, offset by a decrease of $11.8 million during the comparable period of ownership during fiscal 2014 and fiscal 2013.

(4) On November 14, 2014, we announced a voluntary recall for certain *Ortega* and *Las Palmas* products. In connection with the recall, we recorded a reduction of net sales, net of insurance recoveries, of $4.1 million related to customer refunds. In addition, we temporarily suspended production and distribution of the affected products for several weeks, which we estimate negatively impacted our net sales of *Ortega* and *Las Palmas* brands by $4.8 million during the fourth quarter of 2014.

(5) Fiscal 2014 contained 53 weeks and fiscal 2013 contained 52 weeks. Net sales attributable to the extra reporting week for fiscal 2014 exclude $2.5 million of net sales of Specialty Brands attributable to the extra reporting week, which have been excluded for comparability.

Gross Profit. Gross profit increased $4.9 million, or 2.0%, to $247.8 million in fiscal 2014 from $242.9 million in fiscal 2013. Gross profit expressed as a percentage of net sales decreased to 29.2% for fiscal 2014 from 33.5% in fiscal 2013. The 4.3 percentage point decrease was due in part to the *Ortega* *and Las Palmas* recall and the write-off of certain raw material and finished goods inventory used in the production of *Rickland Orchards* products (See Note 6, "Goodwill and Other Intangible Assets," to our consolidated financial statements in Part II, Item 8 of this report, for detailed information regarding this write-off), which reduced gross profit margin by approximately 1.4 percentage points and 0.5 percentage points, respectively. Excluding the impact of the recall and the *Rickland Orchards* inventory write-off, gross profit as a percentage of net sales was 31.1%. The remaining gross profit shortfall of 2.4 percentage points was attributable to an increase in distribution costs, the base business net price decrease described above, a sales mix shift to lower margin products and the negative impact of the Canadian exchange rate, which reduced gross profit margin by approximately 1.0 percentage points, 0.6 percentage points, 0.6 percentage points and 0.2 percentage points, respectively.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $14.0 million, or 17.7%, to $93.0 million for fiscal 2014 from $79.0 million for fiscal 2013. This increase was primarily due to recent acquisitions. During fiscal 2014, we experienced increases in consumer marketing of $4.9 million, brokerage expenses of $3.5 million, warehousing expenses of $2.4 million, acquisition-related expenses of $1.4 million, administrative expenses related to the product recall of $0.5 million and all other expenses of $1.3 million. Expressed as a percentage of net sales, our selling, general and administrative expenses increased to 11.0% in fiscal 2014 from 10.9% in fiscal 2013 because the increases in selling, general and administrative expenses were primarily the result of recent acquisitions that also resulted in increased net sales.

Impairment of Intangible Assets. Impairment of intangible assets of $34.2 million for fiscal 2014 includes a $26.8 million loss for the impairment of amortizable trademarks and a $7.4 million loss for the impairment of customer relationship intangibles, both relating to *Rickland Orchards*, due primarily to our reduced projections for net sales to the club channel for the core products of *Rickland Orchards*. We did not have any impairment of intangible assets during 2013. See Note 6, "Goodwill and Other Intangible Assets" to our consolidated financial statements for a more detailed description of the impairment of intangible assets related to *Rickland Orchards*.

Gain on Change in Fair Value of Contingent Consideration. In addition to the base purchase price consideration paid at closing, the acquisition agreement for *Rickland Orchards* requires that we pay additional purchase price earn-out consideration contingent upon the achievement of revenue growth targets during fiscal 2014, 2015 and 2016. At the time of the acquisition, we established the fair value of the contingent consideration using revenue growth targets meant to achieve operating results in excess of base purchase price acquisition model assumptions. As required, at June 28, 2014 we remeasured the fair value of the contingent consideration using the actual operating results through June 28, 2014 and our revised forecasted operating results for the remainder of fiscal 2014, 2015 and 2016, and reduced the probability of achievement and the fair value of the contingent consideration to zero. This resulted in a non-cash gain of $8.2 million that is included in gain on change in fair value of contingent consideration in the accompanying audited consolidated statements of operations for fiscal 2014. See Note 6, "Goodwill and Other Intangible Assets" and Note 8, "Fair Value Measurements," to our consolidated financial statements for a more detailed description of the *Rickland Orchards* acquisition and related contingent consideration. We did not have any contingent consideration obligations in fiscal 2013.

Amortization Expense. Amortization expense increased $2.8 million to $12.7 million for fiscal 2014 from $9.9 million in fiscal 2013. The increase is due to the Specialty Brands acquisition in fiscal 2014 and the full year impact of amortization related to the *Rickland Orchards,* Pirate Brands and *TrueNorth* acquisitions completed in fiscal 2013.

Operating Income. As a result of the foregoing, operating income decreased $37.9 million, or 24.6%, to $116.1 million in fiscal 2014 from $154.0 million in fiscal 2013. Operating income expressed as a percentage of net sales decreased 7.5 percentage points to 13.7% in fiscal 2014 from 21.2% in fiscal 2013.

Net Interest Expense. Net interest expense in fiscal 2014 increased $4.8 million to $46.6 million from $41.8 million in fiscal 2013. The increase was primarily due to the increase in our average debt outstanding attributable to our recent acquisitions. See "—Liquidity and Capital Resources—Debt" below.

Loss on Extinguishment of Debt. Loss on extinguishment of debt for fiscal 2014 includes costs relating to the termination of our prior credit agreement and the repayment of all outstanding obligations thereunder, including the write-off of deferred debt financing costs and unamortized discount of $5.4 million and $0.3 million, respectively. Loss on extinguishment of debt for fiscal 2013 includes costs relating to our repurchase of $248.5 million aggregate principal amount of 7.625% senior notes and our repayment of $222.2 million aggregate principal amount of tranche B term loans, including the repurchase premium and other expenses of $20.2 million, the write-off of deferred debt financing costs of $8.3 million and the write-off of unamortized discount of $2.8 million.

Income Tax Expense. Income tax expense decreased $5.7 million to $22.8 million in fiscal 2014 from $28.5 million in fiscal 2013. Our effective tax rate was 35.8% in fiscal 2014 and 35.3% in fiscal 2013. Due to changes in state apportionments, a deferred tax benefit of $0.3 million, or 0.4%, was recorded in fiscal 2013. There was no change in state apportionment in fiscal 2014.

Liquidity and Capital Resources

Our primary liquidity requirements include debt service, capital expenditures and working capital needs. See also, "Dividend Policy" and "Commitments and Contractual Obligations" below. We fund our liquidity requirements, as well as our dividend payments and financing for acquisitions, primarily through cash generated from operations and external sources of financing, including our revolving credit facility.

Cash Flows

Net Cash Provided by Operating Activities. Net cash provided by operating activities increased $29.4 million to $128.5 million in fiscal 2015 from $99.1 million in fiscal 2014. Net cash provided by operating activities for fiscal 2013 was $114.9 million. The increase in net cash provided by operating activities in fiscal 2015 as compared to fiscal 2014 was primarily due to increased acquisition-related sales, offset by decreased costs associated with the *Ortega* and *Las Palmas* recall and acquisition-related integration costs that resulted in an increase in net income before depreciation, amortization, loss on extinguishment of debt and other non-cash expenses, and a reduction in net working capital costs. The decrease in net cash provided by operating activities in fiscal 2014 as compared to fiscal 2013 was due to costs associated with the *Ortega* and *Las Palmas* recall, recent acquisitions and related integration inefficiencies that resulted in a decrease in net income before depreciation, amortization, loss on extinguishment of debt and other non-cash expenses, and higher net working capital costs.

Net Cash Used in Investing Activities. Net cash used in investing activities was $892.4 million in fiscal 2015 as compared to $173.3 million in fiscal 2014 and $261.9 million for fiscal 2013. During fiscal 2015, our net cash used in investing included $822.8 million and $51.0 million for the *Green Giant* and *Mama Mary's* acquisitions (net of cash acquired), respectively, and $18.6 million of capital expenditures. During fiscal 2014, our net cash used in investing included $154.3 million for the Specialty Brands acquisition and $19.0 million of capital expenditures. During fiscal 2013, our net cash used in investing activities included $247.3 million for the *TrueNorth*, Pirate Brands and *Rickland Orchards* acquisitions and $14.6 million of capital expenditures. Our capital expenditures typically include expenditures for building improvements, purchases of manufacturing and computer equipment and capitalized interest. During fiscal 2016, we expect that our capital expenditures will be approximately $32.5 million.

Net Cash Provided by Financing Activities. Net cash provided by financing activities was $767.4 million, $71.6 million, and $131.8 million in fiscal 2015, fiscal 2014 and fiscal 2013, respectively. The increase in net cash provided by financing activities from fiscal 2014 to fiscal 2015 was primarily the result of increased borrowings used to fund the *Green Giant* acquisition and our fiscal 2015 equity offering. The decrease from fiscal 2013 to fiscal 2014 was primarily the result of reduced acquisition activity, which reduced our need to incur additional debt.

For fiscal 2015, net cash provided by financing activities includes $746.3 million of net proceeds from tranche B term loan borrowings under our credit agreement, $126.2 of net proceeds from our public offering of common stock and $6.0 million of net proceeds from borrowings under our revolving credit facility. Net cash provided by financing activities was partially offset by $76.5 million of dividend payments, $18.8 million of scheduled principal payments of tranche A term loans, and $14.5 million for the payment of deferred financing costs.

For fiscal 2014, net cash provided by financing activities includes $229.3 million of proceeds from the refinancing of our term loan borrowings and revolving credit facility and $2.3 million of excess tax benefits from share-based compensation. Net cash provided by financing activities was partially offset by the repayment of $138.8 million tranche A term loans, $72.4 million of dividends payments, $8.5 million for the payment of deferred financing costs and $6.0 million of repayments of revolving loans.

For fiscal 2013, net cash provided by financing activities includes $700.0 million of proceeds from the issuance of our 4.625% senior notes, $15.0 million of proceeds from borrowings under our revolving credit facility (net of $90.0 million of repayments of revolving loans) and $4.2 million of excess tax benefits from share-based compensation. Net cash provided by financing activities was reduced for the repurchase and redemption of $248.5 million aggregate principal amount of 7.625% senior notes, the repayment of $222.2 million aggregate principal amount of tranche B term loans, including the repurchase premiums and other expenses of $20.2 million and $14.2 of scheduled principal payments of tranche A and tranche B term loans; $62.8 million of dividend payments; $12.6 million for the payment of deferred financing costs and $6.8 million for the payment of tax withholding on behalf of employees for net share settlement of share-based compensation.

Cash Income Tax Payments. Based on a number of factors, including amortization for tax purposes of our trademark, goodwill and other intangible assets acquired in prior acquisitions, we realized a significant reduction in cash taxes in fiscal 2015, 2014 and 2013 as compared to our tax expense for financial reporting purposes. We believe that we will realize a benefit to our cash taxes payable from amortization of our trademarks, goodwill and other intangible assets for the taxable years 2016 through 2030. If there is a change in U.S. federal tax policy that reduces any of these available deductions or results in an increase in our corporate tax rate, our cash taxes payable may increase further, which could significantly reduce our future cash and impact our ability to make interest and dividend payments.

Dividend Policy

For a discussion of our dividend policy, see the information set forth under the heading "Dividend Policy" in Part II, Item 5 of this report.

Acquisitions

Our liquidity and capital resources have been significantly impacted by acquisitions and may be impacted in the foreseeable future by additional acquisitions. As discussed elsewhere in this report, as part of our growth strategy we plan to expand our brand portfolio with disciplined acquisitions of complementary brands. We have historically financed acquisitions by incurring additional indebtedness, issuing equity and/or using cash flows from operating activities. Our interest expense has over time increased as a result of additional indebtedness we have incurred in connection with acquisitions and will increase with any additional indebtedness we may incur to finance future acquisitions. Although we may subsequently issue equity and use the proceeds to repay all or a portion of the additional indebtedness incurred to finance an acquisition and reduce our interest expense, the additional shares of common stock would increase the amount of cash flows from operating activities necessary to fund dividend payments.

We financed the *Mama Mary's* acquisition, completed in July 2015, with cash on hand from the proceeds of a public offering of common stock we completed in May 2015. We financed the *Green Giant* acquisition, completed in November 2015, with additional indebtedness as described below. The impact of future acquisitions, whether financed with additional indebtedness or otherwise, may have a material impact on our liquidity and capital resources.

Debt

Senior Secured Credit Agreement. On October 2, 2015, we amended and restated our existing senior secured credit agreement dated as of June 5, 2014. The amendment provided for an incremental tranche B term loan facility to be made available under the credit agreement to finance a portion of the purchase price for the *Green Giant* acquisition. On November 2, 2015, we funded the purchase price, inventory adjustment at closing, initial working capital requirements and related transaction fees and expenses for the *Green Giant* acquisition with additional revolving loans and $750.0 million of tranche B term loans under the credit agreement. At January 2, 2016, $273.8 million of tranche A term loans, $750.0 million of tranche B term loans and $40.0 million of revolving loans were outstanding under our credit agreement. The credit agreement is secured by substantially all of our and our domestic subsidiaries' assets except our and our domestic subsidiaries' real property.

At January 2, 2016, the available borrowing capacity under our revolving credit facility, net of outstanding letters of credit of $2.0 million, was $458.0 million. Proceeds of the revolving credit facility may be used for general corporate purposes, including acquisitions of targets in the same or a similar line of business as our company, subject to specified criteria. The revolving credit facility matures on June 5, 2019.

The tranche A term loans are subject to principal amortization. $7.5 million was due and paid in fiscal 2014, $18.8 million was due and paid in fiscal 2015, $26.2 million is due and payable in fiscal 2016, $24.4 million is due and payable in fiscal 2017 and $76.9 million is due and payable in fiscal 2018. The balance of all borrowings under the tranche A term loan facility, or $146.2 million, is due and payable at maturity on June 5, 2019. The tranche B term loans mature on November 2, 2022 and are subject to amortization at the rate of 1% per year, with $7.5 million due and payable in each of fiscal years 2016 through 2021 and $705.0 million due and payable in fiscal 2022.

Interest under the revolving credit facility, including any outstanding letters of credit, and under the tranche A term loan facility, is determined based on alternative rates that we may choose in accordance with the credit agreement, including a base rate per annum plus an applicable margin ranging from 0.50% to 1.00%, and LIBOR plus an applicable margin ranging from 1.50% to 2.00%, in each case depending on our consolidated leverage ratio. At January 2, 2016, the revolving credit facility and the tranche A term loan interest rates were approximately 2.29% and 2.36%, respectively.

Interest under the tranche B term loan facility is determined based on alternative rates that we may choose in accordance with the credit agreement, including a base rate per annum plus an applicable margin of 2.00%, and LIBOR plus an applicable margin of 3.00%. At January 2, 2016, the tranche B term loan interest rate was approximately 3.75%.

For further information regarding our credit agreement, including a description of optional and mandatory prepayment terms, and financial and restrictive covenants, see Note 7, "Long-Term Debt," to our consolidated financial statements in Part II, Item 8 of this report.

4.625% Senior Notes due 2021. On June 4, 2013, we issued $700.0 million aggregate principal amount of 4.625% senior notes due 2021 at a price to the public of 100% of their face value. We used the net proceeds from the issuance of the 4.625% senior notes to purchase or redeem all $248.5 million principal amount of our then existing 7.625% senior notes due 2018, to repay $222.2 million principal amount of tranche B term loans and approximately $40.0 million principal amount of revolving loans under our credit agreement, and to pay related premiums, fees and expenses. We used the remaining net proceeds for the Pirate Brands acquisition.

Interest on the 4.625% senior notes is payable on June 1 and December 1 of each year. The 4.625% senior notes will mature on June 1, 2021, unless earlier retired or redeemed as permitted or required by the terms of the indenture governing the 4.625% senior notes as described in Note 7, "Long-Term Debt," to our consolidated financial statements in Part II, Item 8 of this report. We may also, from time to time, seek to retire the 4.625% senior notes through cash repurchases of the 4.625% senior notes or exchanges of the 4.625% senior notes for equity securities or both, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material. See Note 7, "Long-Term Debt," to our consolidated financial statements in Part II, Item 8 of this report for a more detailed description of the 4.625% senior notes.

Deferred Debt Financing Costs. During fiscal 2015, we capitalized $14.5 million of debt financing costs relating to the tranche B term loans, which are being amortized over the seven year scheduled term of the tranche B term loans. During fiscal 2014, we wrote-off and expensed $5.4 million of deferred debt financing costs relating to the termination of our prior credit agreement, which included the repayment of $121.9 million aggregate principal amount of our tranche A term loans and $215.0 million of revolving loans. During fiscal 2014, we also capitalized $5.6 million and $2.9 million of debt financing costs relating to the new revolving credit facility and tranche A term loans, respectively, which are being amortized over the five year scheduled term of the revolving credit facility and tranche A term loans. During fiscal 2013, we wrote-off and expensed $8.3 million of deferred debt financing costs relating to the repayment of the $248.5 million aggregate principal amount of 7.625% senior notes and our repayment of $222.2 million aggregate principal amount of tranche B term loans. During fiscal 2013, we also capitalized $12.2 million of debt financing costs, which are being amortized over the eight year scheduled term of the 4.625% senior notes and we also capitalized $0.4 million of debt financing costs in connection with an amendment to our credit facility, which are being amortized over the remainder of the five year scheduled term of our revolving credit facility.

Future Capital Needs

On January 2, 2016, our total long-term debt of $1,759.6 million, net of our cash and cash equivalents of $5.2 million, was $1,754.4 million. Stockholders' equity as of that date was $457.7 million.

Our ability to generate sufficient cash to fund our operations depends generally on our results of operations and the availability of financing. Our management believes that our cash and cash equivalents on hand, cash flow from operating activities and available borrowing capacity under our revolving credit facility will be sufficient for the foreseeable future to fund operations, meet debt service requirements, fund capital expenditures, make future acquisitions, if any, and pay our anticipated quarterly dividends on our common stock.

We expect to make capital expenditures of approximately $26.0 million in fiscal 2016 in respect of our existing operations. In addition, in connection with the *Green Giant* acquisition, we anticipate making an additional one-time capital expenditure of approximately $10.0 million to $15.0 million over the course of fiscal 2016 and fiscal 2017 in order to move equipment used in the production of certain *Green Giant* products from General Mills' Belvidere, Illinois manufacturing facility to either an existing B&G Foods manufacturing facility, a co-packer, or a combination of both.

Seasonality

Sales of a number of our products tend to be seasonal and may be influenced by holidays, changes in seasons or certain other annual events. In general our sales are higher during the first and fourth quarters.

We purchase most of the produce used to make our shelf-stable pickles, relishes, peppers, tomatoes and other related specialty items during the months of June through October, and we generally purchase the majority of our maple syrup requirements during the months of April through August. Consequently, our liquidity needs are greatest during these periods.

Inflation

We are currently locked into pricing and supply for substantially all of our major commodities, other than maple syrup, through fiscal 2016 at a cost increase of less than 1% of cost of goods sold and will continue to manage inflation risk by entering into short-term supply contracts and advance commodities purchase agreements from time to time, and, if necessary, by raising prices. During each of fiscal 2015 and fiscal 2014 we had a minimal cost decrease. To the extent we are unable to avoid or offset any present or future cost increases by locking in our costs, implementing cost saving measures or increasing prices to our customers, our operating results could be materially and adversely affected. In addition, should input costs begin to further decline, customers may look for price reductions in situations where we have locked into purchases at higher costs.

Contingencies

See Note 13, "Commitments and Contingencies," to our consolidated financial statements in Part II, Item 8 of this report.

Recent Accounting Pronouncements

See Note 2(s), "Summary of Significant Accounting Policies—*Recently Issued Accounting Standards*," to our consolidated financial statements in Part II, Item 8 of this report.

Off-balance Sheet Arrangements

As of January 2, 2016, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

Commitments and Contractual Obligations

Our contractual obligations and commitments principally include obligations associated with our outstanding indebtedness, future minimum operating lease obligations, future purchase obligations and future pension obligations as set forth in the following table as of January 2, 2016.

Contractual Obligations:	Payments Due by Period Total	Fiscal 2016	Fiscal 2017 and 2018	Fiscal 2019 and 2020	Fiscal 2021 and Thereafter
			(In thousands)		
Long-term debt—principal	$1,763,750	$ 33,750	$114,375	$203,125	$1,412,500
Long-term debt—interest(1)	387,520	68,540	131,738	125,178	62,064
Operating leases	32,344	8,189	10,907	9,561	3,687
Purchase obligations(2)	38,413	38,413	—	—	—
Pension obligations(3)	3,500	3,500	—	—	—
Total	$2,225,527	$152,392	$257,020	$337,864	$1,478,251

(1) Expected interest payments on long-term debt are based on principal amounts outstanding, scheduled maturity dates and interest rates at January 2, 2016. See Note 7, "Long-Term Debt," to our consolidated financial statements in Part II, Item 8 for further information as to our long-term debt interest obligations.

(2) For the purposes of this table, purchase obligations means agreements to purchase goods or services (such as raw materials, commodities, packaging, other materials and supplies and co-manufacturing arrangements) that are enforceable and legally binding on B&G Foods and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. The purchase obligations in the above table do not represent our entire expected future purchases for goods and services, which are significantly higher than the amounts set forth above. The table does not include purchase obligations under contracts that may be cancelled by B&G Foods without material penalty. Any amounts reflected on our consolidated balance sheet as accounts payable and accrued liabilities are excluded from the purchase obligations set forth in the table above. Penalties, if any, related to molds and equipment based upon failure to meet minimum volume requirements are also excluded from the table because we are unable to determine whether such penalties will be incurred and, if incurred, over what time period they will be paid.

(3) We expect to make $3.5 million of defined pension benefit contributions during fiscal 2016. We are unable to reliably estimate the timing of pension contributions and contribution amounts beyond fiscal 2016.

Forward-Looking Statements

This report includes forward-looking statements, including without limitation the statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The words "believes," "anticipates," "plans," "expects," "intends," "estimates," "projects" and similar expressions are intended to identify forward-looking statements. These forward looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements, or industry results, to be materially different from any future results, performance, or achievements expressed or implied by any forward-looking statements. We believe important factors that could cause actual results to differ materially from our expectations include the following:

- our substantial leverage;
- the effects of rising costs for our raw materials, packaging and ingredients;
- crude oil prices and their impact on distribution, packaging and energy costs;
- our ability to successfully implement sales price increases and cost saving measures to offset any cost increases;
- intense competition, changes in consumer preferences, demand for our products and local economic and market conditions;

- our continued ability to promote brand equity successfully, to anticipate and respond to new consumer trends, to develop new products and markets, to broaden brand portfolios in order to compete effectively with lower priced products and in markets that are consolidating at the retail and manufacturing levels and to improve productivity;
- the risks associated with the expansion of our business;
- our possible inability to identify new acquisitions or to integrate recent or future acquisitions or our failure to realize anticipated revenue enhancements, cost savings or other synergies;
- our ability to access the credit markets and our borrowing costs and credit ratings, which may be influenced by credit markets generally and the credit ratings of our competitors;
- unanticipated expenses, including, without limitation, litigation or legal settlement expenses;
- the effects of currency movements of the Canadian dollar and the Mexican peso as compared to the U.S. dollar;
- future impairments of our goodwill and intangible assets;
- our sustainability initiatives and changes to environmental laws and regulations;
- other factors that affect the food industry generally, including:
  - — recalls if products become adulterated or misbranded, liability if product consumption causes injury, ingredient disclosure and labeling laws and regulations and the possibility that consumers could lose confidence in the safety and quality of certain food products;
  - — competitors' pricing practices and promotional spending levels;
  - — fluctuations in the level of our customers' inventories and credit and other business risks related to our customers operating in a challenging economic and competitive environment; and
  - — the risks associated with third-party suppliers and co-packers, including the risk that any failure by one or more of our third-party suppliers or co-packers to comply with food safety or other laws and regulations may disrupt our supply of raw materials or certain finished goods products or injure our reputation; and
- other factors discussed elsewhere in this report, including under Item 1A, "Risk Factors," and in our other public filings with the SEC.

Developments in any of these areas could cause our results to differ materially from results that have been or may be projected by or on our behalf.

All forward-looking statements included in this report are based on information available to us on the date of this report. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this report.

We caution that the foregoing list of important factors is not exclusive. There may be other factors that may cause our actual results to differ materially from the forward-looking statements, including factors disclosed under the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report. You should evaluate all forward-looking statements made in this report in the context of these risks and uncertainties. We urge investors not to unduly rely on forward-looking statements contained in this report.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Our principal market risks are exposure to changes in commodity prices, interest rates on borrowings and foreign currency exchange rates and market fluctuation risks related to our defined benefit pension plans.

Commodity Prices and Inflation. The information under the heading "Inflation" in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" is incorporated herein by reference.

Interest Rate Risk. In the normal course of operations, we are exposed to market risks relating to our long-term debt arising from adverse changes in interest rates. Market risk is defined for these purposes as the potential change in the fair value of a financial asset or liability resulting from an adverse movement in interest rates.

Changes in interest rates impact our fixed and variable rate debt differently. For fixed rate debt, a change in interest rates will only impact the fair value of the debt, whereas for variable rate debt, a change in the interest rates will impact interest expense and cash flows. At January 2, 2016, we had $700.0 million of fixed rate debt and $1,063.8 million of variable rate debt.

Based upon our principal amount of long-term debt outstanding at January 2, 2016, a hypothetical 1.0% increase or decrease in interest rates would have affected our annual interest expense by approximately $10.6 million.

The carrying values and fair values of our revolving credit loans, term loans and senior notes as of January 2, 2016 and January 3, 2015 are as follows (in thousands):

	January 2, 2016		January 3, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Revolving Credit Loans	$ 40,000	$ 40,000(1)	$ 34,000	$ 34,000(1)
Tranche A Term Loans due 2019	$273,285(2)	$272,381(1)	$291,857(2)	$292,500(1)
Tranche B Term Loans due 2022	$746,331(3)	$749,063(1)	$ —	$ —
4.625% Senior Notes due 2021	$700,000	$691,250(4)	$700,000	$675,500(4)

(1) Fair values are estimated based on Level 2 inputs, which were quoted prices for identical or similar instruments in markets that are not active.

(2) The carrying values of the tranche A term loans are net of discount. At January 2, 2016 and January 3, 2015, the face amounts of the tranche A term loans was $273.8 million and $292.5 million, respectively.

(3) The carrying values of the tranche B term loans are net of discount. At January 2, 2016, the face amount of the tranche B term loans was $750.0 million.

(4) Fair values are estimated based on quoted market prices.

Cash and cash equivalents, trade accounts receivable, income tax receivable, trade accounts payable, accrued expenses and dividends payable are reflected on our consolidated balance sheets at carrying value, which approximates fair value due to the short-term nature of these instruments.

For more information, see Note 7, "Long-Term Debt," to our consolidated financial statements in Part II, Item 8 of this report.

Foreign Currency Risk. Our foreign sales are primarily to customers in Canada. Our sales to Canada are generally denominated in Canadian dollars and our sales for export to other countries are generally denominated in U.S. dollars. During fiscal 2015, 2014 and 2013, our net sales to foreign countries represented approximately 5.2%, 3.6% and 3.2%, respectively, of our total net sales. We also purchase certain raw materials from foreign suppliers. For example, we purchase a significant majority of our maple syrup requirements from suppliers in Québec, Canada. These purchases are made in

Canadian dollars. A weakening of the U.S. dollar in relation to the Canadian dollar would significantly increase our future costs relating to the production of our maple syrup products to the extent we have not purchased Canadian dollars or otherwise entered into a currency hedging arrangement in advance of any such weakening of the U.S. dollar. Our purchases of raw materials from other foreign suppliers are generally denominated in U.S. dollars, but certain purchases of raw materials in Mexico are denominated in Mexican pesos.

As a result, certain revenues and expenses have been, and are expected to be, subject to the effect of foreign currency fluctuations, and these fluctuations may have an adverse impact on operating results.

Market Fluctuation Risks Relating to our Defined Benefit Pension Plans. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies; Use of Estimates—Pension Expenses" and Note 12, "Pension Benefits," to our consolidated financial statements in Part II, Item 8 of this report for a discussion of the exposure of our defined benefit pension plan assets to risks related to market fluctuations.

Item 8. Financial Statements and Supplementary Data.

The consolidated balance sheets at January 2, 2016 and January 3, 2015 and the consolidated statements of operations, comprehensive income, changes in stockholders' equity and cash flows for fiscal 2015, 2014 and 2013 and related notes are set forth below.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
B&G Foods, Inc.:

We have audited the accompanying consolidated balance sheets of B&G Foods, Inc. and subsidiaries as of January 2, 2016 and January 3, 2015, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity and cash flows for the fiscal years ended January 2, 2016, January 3, 2015 and December 28, 2013. In connection with our audits of the consolidated financial statements, we also have audited the schedule of valuation and qualifying accounts. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of B&G Foods, Inc. and subsidiaries as of January 2, 2016 and January 3, 2015, and the results of their operations and their cash flows for the fiscal years ended January 2, 2016, January 3, 2015 and December 28, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), B&G Foods, Inc.'s internal control over financial reporting as of January 2, 2016, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 2, 2016 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Short Hills, New Jersey
March 2, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
B&G Foods, Inc.:

We have audited B&G Foods, Inc.'s internal control over financial reporting as of January 2, 2016, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). B&G Foods, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in "Management's Report on Internal Control Over Financial Reporting." Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, B&G Foods, Inc. maintained, in all material respects, effective internal control over financial reporting as of January 2, 2016, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

B&G Foods, Inc. acquired the Green Giant business on November 2, 2015, and management excluded from its assessment of the effectiveness of B&G Foods, Inc.'s internal control over financial reporting as of January 2, 2016, Green Giant's internal control over financial reporting associated with 33.0% of total assets and 11.0% of total net sales included in the consolidated financial statements of B&G Foods, Inc. and subsidiaries as of and for the fiscal year ended January 2, 2016. Our audit of internal control over financial reporting of B&G Foods, Inc. also excluded an evaluation of the internal control over financial reporting of the Green Giant business.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of B&G Foods, Inc. and subsidiaries as of January 2, 2016 and January 3, 2015, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity and cash flows for the fiscal years ended January 2, 2016, January 3, 2015, and December 28, 2013, and our report dated March 2, 2016 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Short Hills, New Jersey
March 2, 2016

B&G FOODS, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

(In thousands, except share and per share data)

	January 2, 2016	January 3, 2015
Assets		
Current assets:		
Cash and cash equivalents	$ 5,246	$ 1,490
Trade accounts receivable, less allowance for doubtful accounts and discounts of $1,167 and $1,005 as of January 2, 2016 and January 3, 2015, respectively	69,712	55,925
Inventories	312,880	106,557
Prepaid expenses and other current assets	67,517	14,830
Income tax receivable	2,514	14,442
Deferred income taxes	5,292	3,275
Total current assets	463,161	196,519
Property, plant and equipment, net	163,642	116,197
Goodwill	473,145	370,424
Other intangibles, net	1,442,340	947,895
Other assets	29,427	18,318
Total assets	$2,571,715	$1,649,353
Liabilities and Stockholders' Equity		
Current liabilities:		
Trade accounts payable	$ 49,593	$ 38,052
Accrued expenses	31,233	17,644
Current portion of long-term debt	33,750	18,750
Dividends payable	20,292	18,246
Total current liabilities	134,868	92,692
Long-term debt	1,725,866	1,007,107
Other liabilities	3,212	7,352
Deferred income taxes	250,084	204,207
Total liabilities	2,114,030	1,311,358
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Preferred stock, $0.01 par value per share. Authorized 1,000,000 shares; no shares issued or outstanding	—	—
Common stock, $0.01 par value per share. Authorized 125,000,000 shares; 57,976,744 and 53,663,697 issued and outstanding as of January 2, 2016 and January 3, 2015, respectively	580	537
Additional paid-in capital	162,568	110,349
Accumulated other comprehensive loss	(12,696)	(11,034)
Retained earnings	307,233	238,143
Total stockholders' equity	457,685	337,995
Total liabilities and stockholders' equity	$2,571,715	$1,649,353

See accompanying Notes to Consolidated Financial Statements.

B&G FOODS, INC. AND SUBSIDIARIES
Consolidated Statements of Operations
(In thousands, except per share data)

	Year Ended		
	January 2, 2016	January 3, 2015	December 28, 2013
Net sales	$966,358	$848,017	$724,973
Cost of goods sold	676,794	600,246	482,050
Gross profit	289,564	247,771	242,923
Operating expenses:			
Selling, general and administrative expenses	105,939	93,033	79,043
Amortization expense	11,255	12,692	9,884
Impairment of intangible assets	—	34,154	—
Gain on change in fair value of contingent consideration	—	(8,206)	—
Operating income	172,370	116,098	153,996
Other expenses:			
Interest expense, net	51,131	46,573	41,813
Loss on extinguishment of debt	—	5,748	31,291
Income before income tax expense	121,239	63,777	80,892
Income tax expense	52,149	22,821	28,549
Net income	$ 69,090	$ 40,956	$ 52,343
Earnings per share:			
Basic	$ 1.22	$ 0.76	$ 0.99
Diluted	$ 1.22	$ 0.76	$ 0.98
Cash dividends declared per share	$ 1.38	$ 1.36	$ 1.23

See accompanying Notes to Consolidated Financial Statements.

B&G FOODS, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

(In thousands)

	Year Ended		
	January 2, 2016	January 3, 2015	December 28, 2013
Net income	$69,090	$40,956	$52,343
Other comprehensive income:			
Foreign currency translation adjustments	(3,737)	(116)	(72)
Amortization of unrecognized prior service cost and pension deferrals, net of tax	2,075	(8,447)	8,696
Other comprehensive (loss) income	(1,662)	(8,563)	8,624
Comprehensive income	$67,428	$32,393	$60,967

See accompanying Notes to Consolidated Financial Statements.

B&G FOODS, INC. AND SUBSIDIARIES

Consolidated Statements of Changes in Stockholders' Equity

(In thousands, except share and per share data)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				
Balance at December 29, 2012	52,560,765	$526	$226,900	$(11,095)	$144,844	$361,175
Foreign currency translation	—	—	—	(72)	—	(72)
Change in pension benefit (net of $5,036 of taxes)	—	—	—	8,696	—	8,696
Net income	—	—	—	—	52,343	52,343
Share-based compensation	—	—	3,935	—	—	3,935
Issuance of common stock for share-based compensation	312,599	3	(6,815)	—	—	(6,812)
Issuance of common stock	572,546	5	20,119	—	—	20,124
Tax benefit from issuance of common stock for share-based compensation	—	—	4,192	—	—	4,192
Dividends declared on common stock, $1.23 per share	—	—	(65,218)	—	—	(65,218)
Balance at December 28, 2013	53,445,910	$534	$183,113	$ (2,471)	$197,187	$378,363
Foreign currency translation	—	—	—	(116)	—	(116)
Change in pension benefit (net of $4,865 of taxes)	—	—	—	(8,447)	—	(8,447)
Net income	—	—	—	—	40,956	40,956
Share-based compensation	—	—	2,235	—	—	2,235
Issuance of common stock for share-based compensation	217,787	3	(4,377)	—	—	(4,374)
Tax benefit from issuance of common stock for share-based compensation	—	—	2,356	—	—	2,356
Dividends declared on common stock, $1.36 per share	—	—	(72,978)	—	—	(72,978)
Balance at January 3, 2015	53,663,697	$537	$110,349	$(11,034)	$238,143	$337,995
Foreign currency translation	—	—	—	(3,737)	—	(3,737)
Change in pension benefit (net of $1,258 of taxes)	—	—	—	2,075	—	2,075
Net income	—	—	—	—	69,090	69,090
Share-based compensation	—	—	5,817	—	—	5,817
Issuance of common stock for share-based compensation	113,047	1	(1,751)	—	—	(1,750)
Issuance of common stock	4,200,000	42	126,188	—	—	126,230
Tax benefit from issuance of common stock for share-based compensation	—	—	539	—	—	539
Dividends declared on common stock, $1.38 per share	—	—	(78,574)	—	—	(78,574)
Balance at January 2, 2016	57,976,744	$580	$162,568	$(12,696)	$307,233	$457,685

See accompanying Notes to Consolidated Financial Statements.

B&G FOODS, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(In thousands)

	Year Ended		
	January 2, 2016	January 3, 2015	December 28, 2013
Cash flows from operating activities:			
Net income	$ 69,090	$ 40,956	$ 52,343
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	28,653	27,434	24,077
Amortization of deferred debt financing costs and bond discount	3,900	3,790	4,400
Deferred income taxes	29,152	13,855	20,800
Interest accretion on contingent consideration	—	432	208
Gain on change in fair value of contingent consideration	—	(8,206)	—
Impairment of intangible assets	—	34,154	—
Amortization of acquisition-related inventory step-up	(6,127)	—	—
Distribution restructuring fixed asset write-off	(107)	—	—
Loss on disposal of inventory	—	4,535	—
Loss on extinguishment of debt	—	5,748	31,291
Share-based compensation expense	5,817	2,235	3,935
Excess tax benefits from share-based compensation	(539)	(2,356)	(4,192)
Provision for doubtful accounts and discounts	178	21	257
Changes in assets and liabilities, net of effects of businesses acquired:			
Trade accounts receivable	(17,105)	6,617	(13,703)
Inventories	39,584	(7,672)	(3,662)
Prepaid expenses and other current assets	(52,879)	(5,097)	(2,743)
Income tax receivable	13,622	(4,652)	5,032
Other assets	(110)	(642)	(2,695)
Trade accounts payable	7,763	(8,373)	9,231
Accrued expenses	8,459	(4,122)	(8,444)
Other liabilities	(872)	469	(1,225)
Net cash provided by operating activities	128,479	99,126	114,910
Cash flows from investing activities:			
Capital expenditures	(18,574)	(19,025)	(14,649)
Payments for acquisition of businesses, net of cash acquired	(873,811)	(154,277)	(247,281)
Net cash used in investing activities	(892,385)	(173,302)	(261,930)
Cash flows from financing activities:			
Repayments of long-term debt	(18,750)	(138,750)	(505,154)
Proceeds from issuance of long-term debt	746,250	299,250	700,000
Repayments of borrowings under revolving credit facility	(164,000)	(258,500)	(90,000)
Borrowings under revolving credit facility	170,000	252,500	105,000
Proceeds from issuance of common stock, net	126,230	—	—
Dividends paid	(76,528)	(72,369)	(62,824)
Excess tax benefits from share-based compensation	539	2,356	4,192
Payments of tax withholding on behalf of employees for net share settlement of share-based compensation	(1,750)	(4,374)	(6,812)
Debt financing costs	(14,547)	(8,494)	(12,574)
Net cash provided by financing activities	767,444	71,619	131,828
Effect of exchange rate fluctuations on cash and cash equivalents	218	(60)	80
Net increase (decrease) in cash and cash equivalents	3,756	(2,617)	(15,112)
Cash and cash equivalents at beginning of year	1,490	4,107	19,219
Cash and cash equivalents at end of year	$ 5,246	$ 1,490	$ 4,107
Supplemental disclosures of cash flow information:			
Cash interest payments	$ 47,231	$ 42,642	$ 43,942
Cash income tax payments	$ 9,398	$ 13,624	$ 2,722
Non-cash transactions:			
Dividends declared and not yet paid	$ 20,292	$ 18,246	$ 17,637
Accruals related to purchases of property, plant and equipment	$ 1,660	$ —	$ —

See accompanying Notes to Consolidated Financial Statements.

B&G FOODS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

January 2, 2016, January 3, 2015 and December 28, 2013

(1) Nature of Operations

Organization and Nature of Operations

B&G Foods, Inc. is a holding company whose principal assets are the shares of capital stock of its subsidiaries. Unless the context requires otherwise, references in this report to "B&G Foods," "our company," "we," "us" and "our" refer to B&G Foods, Inc. and its subsidiaries. Our financial statements are presented on a consolidated basis.

We operate in a single industry segment and manufacture, sell and distribute a diverse portfolio of high-quality shelf-stable and frozen foods across the United States, Canada and Puerto Rico. Our products include frozen and canned vegetables, hot cereals, fruit spreads, canned meats and beans, bagel chips, spices, seasonings, hot sauces, wine vinegar, maple syrup, molasses, salad dressings, pizza crusts, Mexican-style sauces, dry soups, taco shells and kits, salsas, pickles, peppers, tomato-based products, puffed corn and rice snacks, nut clusters and other specialty products. Our products are marketed under many recognized brands, including *Ac'cent*, *B&G*, *B&M*, *Baker's Joy*, *Bear Creek Country Kitchens, Brer Rabbit*, *Canoleo, Cary's, Cream of Rice*, *Cream of Wheat*, *Devonsheer*, *Don Pepino*, *Emeril's*, *Grandma's Molasses*, *Green Giant*, *JJ Flats*, *Joan of Arc*, *Las Palmas*, *Le Sueur*, *MacDonald's, Mama Mary's*, *Maple Grove Farms of Vermont*, *Molly McButter*, *Mrs. Dash*, *New York Flatbreads, New York Style*, *Old London*, *Original Tings*, *Ortega*, *Pirate's Booty*, *Polaner*, *Red Devil*, *Regina*, *Rickland Orchards*, *Sa-són*, *Sclafani*, *Smart Puffs*, *Spring Tree, Sugar Twin*, *Trappey's*, *TrueNorth*, *Underwood*, *Vermont Maid* and *Wright's.* We also sell and distribute *Static Guard*, a household product brand. We compete in the retail grocery, food service, specialty, private label, club and mass merchandiser channels of distribution. We sell and distribute our products directly and via a network of independent brokers and distributors to supermarket chains, food service outlets, mass merchants, warehouse clubs, non-food outlets and specialty distributors.

Sales of a number of our products tend to be seasonal and may be influenced by holidays, changes in seasons/weather or certain other annual events. In general, our sales are higher in the first and fourth quarter. We purchase most of the produce used to make our frozen and shelf-stable canned vegetables, pickles, relishes, peppers, tomatoes and other related specialty items during the months of June through October, and we generally purchase the majority of our maple syrup requirements during the months of April through August. Consequently, our liquidity needs are greatest during these periods.

Fiscal Year

We utilize a 52-53 week fiscal year ending on the Saturday closest to December 31. The fiscal years ended January 2, 2016 (fiscal 2015) and December 28, 2013 (fiscal 2013) contained 52 weeks each and the fiscal year ended January 3, 2015 (fiscal 2014) contained 53 weeks.

Business and Credit Concentrations

Our exposure to credit loss in the event of non-payment of accounts receivable by customers is estimated in the amount of the allowance for doubtful accounts. We perform ongoing credit evaluations of the financial condition of our customers. Our top ten customers accounted for approximately 52.3%, 52.4% and 48.4% of consolidated net sales in fiscal 2015, 2014 and 2013, respectively. Our top ten customers accounted for approximately 53.5%, 51.7% and 46.1% of our consolidated trade accounts

(1) Nature of Operations (Continued)

receivables as of the end of fiscal 2015, 2014 and 2013, respectively. Other than Wal-Mart, which accounted for 20.4%, 19.1% and 18.5% of our consolidated net sales in fiscal 2015, 2014 and 2013, respectively, no single customer accounted for more than 10.0% of consolidated net sales in fiscal 2015, 2014 or 2013. Other than Wal-Mart, which accounted for 19.3%, 16.7% and 12.9% of our consolidated trade accounts receivables as of the end of fiscal 2015, 2014 and 2013, respectively, no single customer accounted for more than 10.0% of our consolidated trade accounts receivables as of the end of fiscal 2015, 2014 and 2013. As of January 2, 2016, we do not believe we have any significant concentration of credit risk with respect to our consolidated trade accounts receivable with any single customer whose failure or nonperformance would materially affect our results other than as described above with respect to Wal-Mart.

During fiscal 2015, 2014 and 2013, our sales to foreign countries represented approximately 5.2%, 3.6% and 3.2%, respectively, of net sales. Our foreign sales are primarily to customers in Canada.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The consolidated financial statements include the accounts of B&G Foods, Inc. and its subsidiaries. All intercompany balances and transactions have been eliminated. Certain prior year amounts have been reclassified to conform to the current year's presentation.

(b) Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires our management to make a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates and assumptions made by management involve trade and consumer promotion expenses; allowances for excess, obsolete and unsaleable inventories; pension benefits; acquisition accounting fair value allocations; the recoverability of goodwill, other intangible assets, property, plant and equipment and deferred tax assets; the determination of the useful life of customer relationship and amortizable trademark intangibles; and the fair value of contingent consideration. Actual results could differ significantly from these estimates and assumptions.

Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors that management believes to be reasonable under the circumstances, including the current economic environment. We adjust such estimates and assumptions when facts and circumstances dictate. Volatility in the credit and equity markets can increase the uncertainty inherent in such estimates and assumptions.

(c) Subsequent Events

We have evaluated subsequent events for disclosure through the date of issuance of the accompanying consolidated financial statements.

(2) Summary of Significant Accounting Policies (Continued)

(d) Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, all highly liquid instruments with maturities of three months or less when acquired are considered to be cash and cash equivalents.

(e) Prepaid and Other Current Assets

Prepaid and other current assets at January 2, 2016, includes a $52.6 million receivable related to an ongoing transition services agreement with General Mills, Inc., in connection with our *Green Giant* acquisition. See Note 3, "Acquisitions."

(f) Inventories

Inventories are stated at the lower of cost or market and include direct material, direct labor, overhead, warehousing and product transfer costs. Cost is determined using the first-in, first-out and average cost methods. Inventories have been reduced by an allowance for excess, obsolete and unsaleable inventories. The allowance is an estimate based on our management's review of inventories on hand compared to estimated future usage and sales.

(g) Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation on plant and equipment is calculated using the straight-line method over the estimated useful lives of the assets, 10 to 30 years for buildings and improvements, 5 to 12 years for machinery and equipment, and 2 to 5 years for office furniture and vehicles. Leasehold improvements are amortized on a straight-line basis over the shorter of the lease term or estimated useful life of the asset. Expenditures for maintenance, repairs and minor replacements are charged to current operations. Expenditures for major replacements and betterments are capitalized. We capitalize interest on qualifying assets based on our effective interest rate. During fiscal 2015, 2014 and 2013, we capitalized $0.3 million, $0.3 million and $0.2 million, respectively.

(h) Goodwill and Other Intangible Assets

Goodwill and unamortizable intangible assets (trademarks) are tested for impairment at least annually and whenever events or circumstances occur indicating that goodwill or unamortizable intangibles might be impaired. We perform the annual impairment tests as of the last day of each fiscal year. The annual goodwill impairment test involves a two-step process. The first step of the impairment test involves comparing our company's market capitalization with our company's carrying value, including goodwill. If the carrying value of our company exceeds our market capitalization, we perform the second step of the impairment test to determine the amount of the impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of goodwill with the carrying value and recognizing a loss for the difference.

We test our unamortizable intangibles by comparing the fair value with the carrying value and recognize a loss for the difference. We estimate the fair value of our unamortizable intangibles based on discounted cash flows that reflect certain third party market value indicators.

Calculating our fair value for these purposes requires significant estimates and assumptions by management. We completed our annual impairment tests for fiscal 2015, 2014 and 2013 with no adjustments to the carrying values of goodwill and unamortizable intangibles. Each annual test

(2) Summary of Significant Accounting Policies (Continued)

confirmed that the market capitalization and fair values of our goodwill and unamortizable intangibles, respectively, exceeded their current carrying values.

Customer relationship intangibles and amortizable trademarks are presented at cost, net of accumulated amortization, and are amortized on a straight-line basis over their estimated useful lives of 10 to 20 years.

Seed technology assets are presented at cost, net of accumulated amortization, and are amortized utilizing a declining balance approach over their estimated useful lives of 5 years.

(i) Deferred Debt Financing Costs

Debt financing costs are capitalized and amortized over the term of the related debt agreements and are classified as other assets. Amortization of deferred debt financing costs for fiscal 2015, 2014 and 2013 was $3.6 million, $3.6 million and $4.0 million, respectively.

(j) Long-Lived Assets

Long-lived assets, such as property, plant and equipment, and intangibles with estimated useful lives are depreciated or amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future net cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated undiscounted future net cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Recoverability of assets held for sale is measured by a comparison of the carrying amount of an asset or asset group to their fair value less estimated costs to sell. Estimating future cash flows and calculating the fair value of assets requires significant estimates and assumptions by management.

Assets to be disposed of are separately presented in the consolidated balance sheets and are no longer depreciated.

(k) Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss includes foreign currency translation adjustments relating to assets and liabilities located in our foreign subsidiaries and changes in our pension benefits due to the initial adoption and ongoing application of the authoritative accounting literature relating to pensions, net of tax.

(l) Revenue Recognition

Revenues are recognized when products are shipped. We report all amounts billed to a customer in a sale transaction as revenue, including those amounts related to shipping and handling. Shipping and handling costs are included in cost of goods sold. Consideration from a vendor to a retailer is presumed to be a reduction to the selling prices of the vendor's products and, therefore, is characterized as a reduction of sales when recognized in the vendor's income statement. As a result, coupon incentives, slotting and promotional expenses are recorded as a reduction of sales.

(2) Summary of Significant Accounting Policies (Continued)

(m) Selling, General and Administrative Expenses

We promote our products with advertising, consumer incentives and trade promotions. These programs include, but are not limited to, discounts, slotting fees, coupons, rebates, in-store display incentives and volume-based incentives. Consumer incentive and trade promotion activities are recorded as a reduction to revenues based on amounts estimated as being due to customers and consumers at the end of a period. We base these estimates principally on historical utilization and redemption rates. We expense our advertising costs either in the period the advertising first takes place or as incurred. Advertising expenses were approximately $5.7 million, $5.1 million and $4.3 million, for the fiscal 2015, 2014 and 2013, respectively.

(n) Pension Plans

We have defined benefit pension plans covering approximately one quarter of our employees. Our funding policy is to contribute annually the amount recommended by our actuaries. From time to time, however, we voluntarily contribute greater amounts based on pension asset performance, tax considerations and other relevant factors.

(o) Share Based Compensation Expense

We provide compensation benefits in the form of stock options, performance share long-term incentive awards (LTIAs) and common stock to employees and non-employee directors. The cost of share based compensation is recorded at fair value at the date of grant and expensed in our consolidated statement of income over the requisite service period, if any.

Performance share LTIAs granted to our executive officers and certain other members of senior management entitle each participant to earn shares of common stock upon the attainment of certain performance goals over the applicable performance period. The recognition of compensation expense for the performance share LTIAs is initially based on the probable outcome of the performance condition based on the fair value of the award on the date of grant and the anticipated number of shares to be awarded on a straight-line basis over the applicable performance period. The fair value of the awards on the date of grant is determined based upon the closing price of our common stock on the applicable measurement dates (i.e., the deemed grant dates for accounting purposes) reduced by the present value of expected dividends using the risk-free interest-rate as the award holders are not entitled to dividends or dividend equivalents during the vesting period. Our company's performance against the defined performance goals are re-evaluated on a quarterly basis throughout the applicable performance period and the recognition of compensation expense is adjusted for subsequent changes in the estimated or actual outcome. The cumulative effect of a change in the estimated number of shares of common stock to be issued in respect of performance share awards is recognized as an adjustment to earnings in the period of the revision.

The fair value of stock option awards is estimated on the date of grant using the Black-Scholes option pricing model and is recognized in expense over the vesting period of the options using the straight-line method. The Black-Scholes option pricing model requires various assumptions, including the expected volatility of our stock, the expected term of the option, the risk-free interest rate and the expected dividend yield. Expected volatility is based on both historical and implied volatilities of our common stock over the estimated expected term of the award. The risk-free rate for the expected term

(2) Summary of Significant Accounting Policies (Continued)

of the option is based on the U.S. Treasury yield curve in effect at the time of grant. All stock option grants have an exercise price equal to the fair market value of our common stock on the date of grant, have a 10-year term and cliff vest three years from the date of grant.

We recognize compensation expense for only that portion of share based awards that are expected to vest. We utilize historical employee termination behavior to determine our estimated forfeiture rates. If the actual forfeitures differ from those estimated by management, adjustments to compensation expense will be made in future periods.

(p) Income Tax Expense Estimates and Policies

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities of our company are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided when it is more likely than not that all or some portion of the deferred tax asset will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

As part of the income tax provision process of preparing our consolidated financial statements, we are required to estimate our income taxes. This process involves estimating our current tax expenses together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities. We then assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe the recovery is not likely, we establish a valuation allowance. Further, to the extent that we establish a valuation allowance or increase this allowance in a financial accounting period, we include such charge in our tax provision, or reduce our tax benefits in our consolidated statements of operations. We use our judgment to determine our provision or benefit for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against our deferred tax assets.

There are various factors that may cause these tax assumptions to change in the near term, and we may have to record a valuation allowance against our deferred tax assets. We cannot predict whether future U.S. federal and state income tax laws and regulations might be passed that could have a material effect on our results of operations. We assess the impact of significant changes to the U.S. federal and state income tax laws and regulations on a regular basis and update the assumptions and estimates used to prepare our consolidated financial statements when new regulations and legislation are enacted. We recognize the benefit of an uncertain tax position that we have taken or expect to take on our income tax returns we file if it is "more likely than not" that such tax position will be sustained based on its technical merits.

(q) Dividends

Cash dividends, if any, are accrued as a liability on our consolidated balance sheets and recorded as a decrease to additional paid-in capital when declared.

(2) Summary of Significant Accounting Policies (Continued)

(r) Earnings Per Share

Basic earnings per share is calculated by dividing net income by the weighted average number of shares of common stock outstanding. Diluted earnings per share is calculated by dividing net income by the weighted average number of shares of common stock outstanding plus all additional shares of common stock that would have been outstanding if potentially dilutive shares of common stock had been issued upon the exercise of stock options or in connection with performance share LTIAs that may be earned as of the beginning of the period using the treasury stock method.

	Fiscal 2015	Fiscal 2014	Fiscal 2013
	(In thousands, except share and per share data)		
Net income	$ 69,090	$ 40,956	$ 52,343
Weighted average common shares outstanding:			
Basic	56,584,946	53,658,100	52,998,263
Net effect of dilutive share-based compensation awards	70,927	89,111[(1)]	184,043
Diluted	56,655,873	53,747,211	53,182,306
Earnings per share:			
Basic	$ 1.22	$ 0.76	$ 0.99
Diluted	$ 1.22	$ 0.76	$ 0.98

(1) For fiscal 2014, 418,158 outstanding stock options were excluded from diluted earnings per share as their effect was antidilutive.

(s) Recently Issued Accounting Standards

In November 2015, the Financial Accounting Standards Board (FASB) issued a new accounting standards update (ASU) that requires deferred tax assets and liabilities to be classified as noncurrent in the statement of financial position. The update is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. The update impacts balance sheet presentation and disclosure only, and therefore, the adoption of this ASU will not have an impact on our consolidated results of operations or liquidity.

In September 2015, the FASB issued a new ASU that requires an acquirer to recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The update is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. We are currently evaluating the impact of this new standard.

In April 2015, the FASB issued a new ASU that requires debt issuance costs related to a recognized debt liability to be presented on the balance sheet as a direct deduction from the debt liability, similar to the presentation of debt discounts. The update is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The update impacts presentation and disclosure only, and therefore, the adoption of this ASU will not have an impact on our consolidated financial position, results of operations or liquidity.

(3) Acquisitions

On November 2, 2015, we completed the acquisition of the *Green Giant* and *Le Sueur* brands from General Mills, Inc. for a purchase price of $765 million in cash plus an inventory adjustment at closing of $57.8 million. We refer to this acquisition as the "*Green Giant* acquisition."

On July 10, 2015, we acquired Spartan Foods of America, Inc., and related entities, including the *Mama Mary's* brand, from Linsalata Capital Partners and certain other sellers for a purchase price of $51.0 million in cash. We refer to this acquisition as the "*Mama Mary's* acquisition."

On April 23, 2014, we completed the acquisition of Specialty Brands of America, Inc. and related entities, including the *Bear Creek Country Kitchens*, *Spring Tree*, *Cary's*, *MacDonald's*, *New York Flatbreads* and *Canoleo* brands, from affiliates of American Capital, Ltd. and certain individual sellers for a purchase price of $154.3 million in cash. We refer to this acquisition as the "Specialty Brands acquisition."

On October 7, 2013, we acquired Rickland Orchards LLC, including the *Rickland Orchards* brand, from Natural Instincts LLC for a base purchase price of $57.5 million, of which approximately $37.4 million was paid in cash and approximately $20.1 million was paid in shares of common stock of B&G Foods (based on the closing price of $35.15 per share on October 4, 2013), plus contingent earn-out consideration ranging from zero to a maximum of $15.0 million in the aggregate, which would have been or is payable upon the achievement of revenue growth targets during fiscal 2014, 2015 and 2016 meant to achieve operating results in excess of base purchase price acquisition model assumptions. We refer to this acquisition as the "*Rickland Orchards* acquisition."

On July 8, 2013, we completed the acquisition of Pirate Brands, LLC, including the *Pirate's Booty*, *Smart Puffs* and *Original Tings* brands, from affiliates of VMG Partners and Driven Capital Management and certain other entities and individuals for a purchase price of $195.4 million in cash. We refer to this acquisition as the "Pirate Brands acquisition."

On May 6, 2013, we acquired the *TrueNorth* brand from DeMet's Candy Company. We refer to this acquisition as the "*TrueNorth* acquisition."

We have accounted for each of these acquisitions using the acquisition method of accounting and, accordingly, have included the assets acquired, liabilities assumed and results of operations in our consolidated financial statements from the respective date of acquisition. The excess of the purchase price over the fair value of identifiable net assets acquired represents goodwill. Unamortizable trademarks are deemed to have an indefinite useful life and are not amortized. Customer relationship intangibles and amortizable trademarks acquired are amortized over 10 to 20 years. Seed technology assets acquired are amortized over a period of 5 years. Goodwill and other intangible assets, except in the case of the Specialty Brands and the *Mama Mary's* acquisitions, are deductible for income tax purposes. Inventory has been recorded at estimated selling price less costs of disposal and a reasonable selling profit and the property, plant and equipment and other intangible assets (including trademarks, customer relationships and other intangibles) acquired have been recorded at fair value as determined by our management with the assistance of a third-party valuation specialist. See Note 6, "Goodwill and Other Intangible Assets."

(3) Acquisitions (Continued)

The following table sets forth the preliminary allocation of the *Green Giant* acquisition purchase price to the estimated fair value of the net assets acquired at the date of acquisition. The preliminary purchase price allocation may be adjusted as a result of the finalization of our purchase price allocation procedures related to the assets acquired and the liabilities assumed. We anticipate completing the purchase price allocation before or during the fourth quarter of fiscal 2016.

Green Giant Acquisition (dollars in thousands):

Purchase Price:	
Cash paid	$822,786
Total	$822,786
Preliminary Allocation:	
Trademarks—unamortizable intangible assets	422,000
Inventory	239,693
Goodwill	84,221
Customer relationship intangibles—amortizable intangible assets	38,000
Property, Plant and Equipment	44,244
Seed technology intangibles—amortizable intangible assets	2,000
Other working capital	(7,372)
Total	$822,786

The following table sets forth the preliminary allocation of the *Mama Mary's* acquisition purchase price to the estimated fair value of the net assets acquired at the date of acquisition. The preliminary purchase price allocation may be adjusted as a result of the finalization of our purchase price allocation procedures related to the assets acquired and the liabilities assumed. We anticipate completing the purchase price allocation during the first or second quarter of fiscal 2016.

Mama Mary's Acquisition (dollars in thousands):

Purchase Price:	
Cash paid	$ 51,025
Total	$ 51,025
Preliminary Allocation:	
Trademarks—unamortizable intangible assets	38,900
Goodwill	18,335
Customer relationship intangibles—amortizable intangible assets	4,800
Property, Plant and Equipment	1,900
Short-term deferred income tax assets	2,961
Other working capital	(619)
Long-term deferred income tax liabilities, net	(15,252)
Total	$ 51,025

(3) Acquisitions (Continued)

The following table sets forth the allocation of the Specialty Brands acquisition purchase price to the estimated fair value of the net assets acquired at the date of acquisition. During the first two quarters of fiscal 2015, we recorded a purchase price allocation adjustment by increasing goodwill and decreasing other working capital by $0.2 million due to a change in our valuation of inventory as of the date of acquisition.

Specialty Brands Acquisition (dollars in thousands):

Purchase Price:	
Cash paid	$154,277
Total	$154,277
Allocation:	
Income tax receivable	$ 4,012
Short-term deferred income tax assets	1,786
Trademarks—unamortizable intangible assets	137,300
Goodwill	49,017
Customer relationship intangibles—amortizable intangible assets	13,300
Other working capital	(2,233)
Long-term deferred income tax liabilities, net	(48,905)
Total	$154,277

The following table sets forth the allocation of the Rickland Orchards acquisition purchase price to the estimated fair value of the net assets acquired at the date of acquisition. During fiscal 2014, we recorded a purchase price allocation adjustment by increasing goodwill and decreasing other working capital by $2.1 million due to a change in our valuation of accounts receivable and inventory as of the date of acquisition.

Rickland Orchards Acquisition (dollars in thousands):

Purchase Price:	
Cash paid	$37,376
Equity issued	20,124
Fair value of contingent consideration	7,566
Total	$65,066
Allocation:	
Trademarks—amortizable intangible assets	$35,000
Goodwill	23,353
Customer relationship intangibles—amortizable intangible assets	9,000
Other working capital	(2,287)
Total	$65,066

(3) Acquisitions (Continued)

The following table sets forth the allocation of the Pirate Brands acquisition purchase price to the estimated fair value of the net assets acquired at the date of acquisition. During fiscal 2014, we recorded a purchase price allocation adjustment by increasing goodwill and decreasing other working capital by $0.2 million due to a change in our valuation of accounts receivable as of the date of acquisition.

Pirate Brands Acquisition (dollars in thousands):

Purchase Price:	
Cash paid	$195,417
Total	$195,417
Allocation:	
Trademarks—unamortizable intangible assets	$152,800
Goodwill	29,953
Customer relationship intangibles—amortizable intangible assets	11,400
Other working capital	1,264
Total	$195,417

Unaudited Pro Forma Summary of Operations

The following pro forma summary of operations presents our operations as if the *Green Giant* acquisition had occurred as of the beginning of fiscal 2014 and as if the Specialty Brands, the Pirate Brands and *Rickland Orchards* acquisitions had occurred as of the beginning of fiscal 2013. In addition to including the results of operations of these acquisitions, the pro forma information gives effect to the interest on additional borrowings, the amortization of trademark, customer relationship and seed technology intangibles, and the issuance of shares of common stock. On an actual basis, *Green Giant* contributed $106.2 million of our aggregate $966.4 million of consolidated net sales for fiscal 2015. On an actual basis, Specialty Brands contributed $65.5 million of our aggregate net sales for fiscal 2014. On an actual basis, Pirate Brands and *Rickland Orchards* contributed $32.6 million and $12.9 million, respectively, of our aggregate $725.0 million of consolidated net sales for fiscal 2013.

	Fiscal 2015	Fiscal 2014	Fiscal 2013
	(dollars in thousands)		
Net sales	$1,419,067	$1,455,076	$721,379
Net income	$ (71,852)	$ 60,928	$ 50,149
Basic earnings per share	$ (1.27)	$ 1.14	$ 1.01
Diluted earnings per share	$ (1.27)	$ 1.13	$ 1.00

The pro forma information presented above does not purport to be indicative of the results that actually would have been attained had the *Green Giant* acquisition occurred as of the beginning of fiscal 2014 and had the Specialty Brands, the Pirate Brands and *Rickland Orchards* acquisitions occurred as of the beginning of fiscal 2013, and is not intended to be a projection of future results.

(3) Acquisitions (Continued)

Neither the *Mama Mary's* acquisition nor the *TrueNorth* acquisition was material to our consolidated results of operations or financial position and, therefore, pro forma financial information is not presented.

(4) Inventories

Inventories consist of the following as of the dates indicated (in thousands):

	January 2, 2016	January 3, 2015
Raw materials and packaging	$ 26,185	$ 23,795
Work-in-process	123,817	271
Finished goods	162,878	82,491
Total	$312,880	$106,557

(5) Property, Plant and Equipment, net

Property, plant and equipment, net, consists of the following as of the dates indicated (in thousands):

	January 2, 2016	January 3, 2015
Land	$ 7,450	$ 3,508
Buildings and improvements	69,924	55,524
Machinery and equipment	207,373	165,751
Office furniture and vehicles	18,973	15,572
Construction-in-progress	6,259	5,095
	309,979	245,450
Less: accumulated depreciation	(146,337)	(129,253)
Total	$ 163,642	$ 116,197

Depreciation expense was $17.4 million, $14.7 million and $14.2 million for fiscal 2015, 2014 and 2013, respectively.

(6) Goodwill and Other Intangible Assets

The carrying amounts of goodwill and other intangible assets, as of the dates indicated, consist of the following (in thousands):

	As of January 2, 2016			As of January 3, 2015		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable Intangible Assets						
Trademarks	$ 12,056	$ 1,806	$ 10,250	$ 12,056	$ 875	$ 11,181
Customer relationships	235,713	68,591	167,122	192,913	58,400	134,513
Seed technology	2,000	133	1,867	—	—	—
	$ 249,769	$70,530	$179,239	$204,969	$59,275	$145,694
Unamortizable Intangible Assets						
Goodwill	$ 473,145			$370,424		
Trademarks	$1,263,101			$802,201		

Note: The increases in the carrying amounts of unamortizable intangible assets during fiscal 2015 are attributable to the *Green Giant* and *Mama Mary's* acquisitions and purchase accounting adjustments related to the Specialty Brands acquisition.

During fiscal 2015, 2014 and 2013, we amortized $11.3 million, $12.7 million and $9.9 million, respectively, of the amortizable intangible assets. We expect to recognize $13.6 million, $13.4 million, $13.1 million, $13.0 million and $12.9 million of amortization expense in fiscal years 2016, 2017, 2018, 2019 and 2020, respectively, associated with our current amortizable intangible assets.

See Note 3, "Acquisitions."

(7) Long-Term Debt

Long-term debt consists of the following, as of the dates indicated (in thousands):

	January 2, 2016	January 3, 2015
Current and former senior secured credit agreement:		
Revolving credit facility	$ 40,000	$ 34,000
Tranche A term loans due 2019, net of unamortized discount of $465 and $643 at January 2, 2016 and January 3, 2015	273,285	291,857
Tranche B term loans due 2022, net of unamortized discount of $3,669 at January 2, 2016	746,331	—
4.625% senior notes due 2021	700,000	700,000
Total long-term debt, net of unamortized discount	1,759,616	1,025,857
Current portion of long-term debt	(33,750)	(18,750)
Long-term debt, net of unamortized discount and excluding current portion	$1,725,866	$1,007,107

Senior Secured Credit Agreement. On October 2, 2015, we amended and restated our existing senior secured credit agreement dated as of June 5, 2014. The amendment provided for an incremental tranche B term loan facility to be made available under the credit agreement to finance a portion of

(7) Long-Term Debt (Continued)

the purchase price for the *Green Giant* acquisition. On November 2, 2015, we funded the purchase price, inventory adjustment at closing, initial working capital requirements and related transaction fees and expenses for the *Green Giant* acquisition with additional revolving loans and $750.0 million of tranche B term loans under the credit agreement. See Note 3, "Acquisitions."

At January 2, 2016, $273.8 million of tranche A term loans, $750.0 million of tranche B term loans and $40.0 million of revolving loans were outstanding under our credit agreement.

At January 2, 2016, the available borrowing capacity under our revolving credit facility, net of outstanding letters of credit of $2.0 million, was $458.0 million. Proceeds of the revolving credit facility may be used for general corporate purposes, including acquisitions of targets in the same or a similar line of business as our company, subject to specified criteria. We are required to pay a commitment fee of 0.50% per annum on the unused portion of the revolving credit facility. The maximum letter of credit capacity under the revolving credit facility is $50.0 million, with a fronting fee of 0.25% per annum for all outstanding letters of credit and a letter of credit fee equal to the applicable margin for revolving loans that are Eurodollar (LIBOR) loans. The revolving credit facility matures on June 5, 2019.

The tranche A term loans are subject to principal amortization. $7.5 million was due and paid in fiscal 2014, $18.8 million was due and paid in fiscal 2015, $26.2 million is due and payable in fiscal 2016, $24.4 million is due and payable in fiscal 2017 and $76.9 million is due and payable in fiscal 2018. The balance of all borrowings under the tranche A term loan facility, or $146.2 million, is due and payable at maturity on June 5, 2019. The tranche B term loans mature on November 2, 2022 and are subject to amortization at the rate of 1% per year, with $7.5 million due and payable in each of fiscal years 2016 through 2021 and $705.0 million due and payable in fiscal 2022.

If we prepay all or any portion of the tranche B term loans before May 2, 2016 in connection with a financing that has a lower interest rate or weighted average yield than the tranche B term loans, we will owe a repayment fee equal to 1% of the amount prepaid. Otherwise, we may prepay the term loans or permanently reduce the revolving credit facility commitment under the credit agreement at any time without premium or penalty (other than customary "breakage" costs with respect to the early termination of LIBOR loans). Subject to certain exceptions, the credit agreement provides for mandatory prepayment upon certain asset dispositions or casualty events and issuances of indebtedness.

Interest under the revolving credit facility, including any outstanding letters of credit, and under the tranche A term loan facility, is determined based on alternative rates that we may choose in accordance with the credit agreement, including a base rate per annum plus an applicable margin ranging from 0.50% to 1.00%, and LIBOR plus an applicable margin ranging from 1.50% to 2.00%, in each case depending on our consolidated leverage ratio. At January 2, 2016, the revolving credit facility and the tranche A term loan interest rates were approximately 2.29% and 2.36%, respectively.

Interest under the tranche B term loan facility is determined based on alternative rates that we may choose in accordance with the credit agreement, including a base rate per annum plus an applicable margin of 2.00%, and LIBOR plus an applicable margin of 3.00%. At January 2, 2016, the tranche B term loan interest rate was approximately 3.75%.

(7) Long-Term Debt (Continued)

Our obligations under the credit agreement are jointly and severally and fully and unconditionally guaranteed on a senior basis by all of our existing and certain future domestic subsidiaries. The credit facility is secured by substantially all of our and our domestic subsidiaries' assets except our and our domestic subsidiaries' real property. The credit agreement contains customary restrictive covenants, subject to certain permitted amounts and exceptions, including covenants limiting our ability to incur additional indebtedness, pay dividends and make other restricted payments, repurchase shares of our outstanding stock and create certain liens.

The credit agreement also contains certain financial maintenance covenants, which, among other things, specify a maximum consolidated leverage ratio and a minimum interest coverage ratio, each ratio as defined in the credit agreement. Our consolidated leverage ratio (defined as the ratio of our consolidated net debt, as of the last day of any period of four consecutive fiscal quarters to our adjusted EBITDA for such period), may not exceed 7.00 to 1.00 through the fourth quarter of 2015; 6.75 to 1.00 for the first quarter of 2016 through the fourth quarter of 2016; and 6.50 to 1.00 for the first quarter of 2017 and thereafter. We are also required to maintain a consolidated interest coverage ratio of at least 1.75 to 1.00 as of the last day of any period of four consecutive fiscal quarters. As of January 2, 2016, we were in compliance with all of the covenants, including the financial covenants, in the credit agreement.

The credit agreement also provides for an incremental term loan and revolving loan facility, pursuant to which we may request that the lenders under the credit agreement, and potentially other lenders, provide unlimited additional amounts of term loans or revolving loans or both on terms substantially consistent with those provided under the credit agreement. Among other things, the utilization of the incremental facility is conditioned on our ability to meet a maximum senior secured leverage ratio of 4.00 to 1.00, and a sufficient number of lenders or new lenders agreeing to participate in the facility.

4.625% Senior Notes due 2021. On June 4, 2013, we issued $700.0 million aggregate principal amount of 4.625% senior notes due 2021 at a price to the public of 100% of their face value. We used the net proceeds from the issuance of the 4.625% senior notes to purchase or redeem all $248.5 million principal amount of our then existing 7.625% senior notes due 2018, to repay $222.2 million principal amount of tranche B term loans and approximately $40.0 million principal amount of revolving loans under our credit agreement, and to pay related premiums, fees and expenses. We used the remaining net proceeds for the Pirate Brands acquisition.

Interest on the 4.625% senior notes is payable on June 1 and December 1 of each year. The 4.625% senior notes will mature on June 1, 2021, unless earlier retired or redeemed. On or after June 1, 2016, we may redeem some or all of the 4.625% senior notes at a redemption price of 103.469% beginning June 1, 2016 and thereafter at prices declining annually to 100% on or after June 1, 2019, in each case plus accrued and unpaid interest to the date of redemption. We may redeem up to 35% of the aggregate principal amount of the 4.625% senior notes prior to June 1, 2016 with the net proceeds from certain equity offerings at a redemption price of 104.625% plus accrued and unpaid interest to the date of redemption. We may also redeem some or all of the 4.625% senior notes at any time prior to June 1, 2016 at a redemption price equal to the make-whole amount set forth in the indenture governing the 4.625% senior notes. In addition, if we undergo a change of control or upon

(7) Long-Term Debt (Continued)

certain asset sales, we may be required to offer to repurchase the 4.625% senior notes at the repurchase price set forth in the indenture plus accrued and unpaid interest to the date of repurchase.

We may also, from time to time, seek to retire the 4.625% senior notes through cash repurchases of the 4.625% senior notes and/or exchanges of the 4.625% senior notes for equity securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Our obligations under the 4.625% senior notes are jointly and severally and fully and unconditionally guaranteed on a senior basis by all of our existing and certain future domestic subsidiaries. The 4.625% senior notes and the subsidiary guarantees are our and the guarantors' general unsecured obligations and are effectively junior in right of payment to all of our and the guarantors' secured indebtedness and to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries; are *pari passu* in right of payment to all of our and the guarantors' existing and future unsecured senior debt; and are senior in right of payment to all of our and the guarantors' future subordinated debt. Our foreign subsidiaries are not guarantors, and any future foreign or partially owned domestic subsidiaries will not be guarantors, of the 4.625% senior notes.

The indenture contains covenants with respect to us and the guarantors and restricts the incurrence of additional indebtedness and the issuance of capital stock; the payment of dividends or distributions on, and redemption of, capital stock; a number of other restricted payments, including certain investments; creation of specified liens, certain sale-leaseback transactions and sales of certain specified assets; fundamental changes, including consolidation, mergers and transfers of all or substantially all of our assets; and specified transactions with affiliates. Each of the covenants is subject to a number of important exceptions and qualifications. As of January 2, 2016, we were in compliance with all of the covenants in the indenture governing the 4.625% senior notes.

Subsidiary Guarantees. We have no assets or operations independent of our direct and indirect subsidiaries. All of our present domestic subsidiaries jointly and severally and fully and unconditionally guarantee our long-term debt. There are no significant restrictions on our ability and the ability of our subsidiaries to obtain funds from our respective subsidiaries by dividend or loan. See Note 17, "Guarantor and Non-Guarantor Financial Information."

Deferred Debt Financing Costs. During fiscal 2015, we capitalized $14.5 million of debt financing costs relating to the tranche B term loans, which are being amortized over the seven year scheduled term of the tranche B term loans. During fiscal 2014, we wrote-off and expensed $5.4 million of deferred debt financing costs relating to the termination of our prior credit agreement, which included the repayment of $121.9 million aggregate principal amount of our tranche A term loans and $215.0 million of revolving loans. During fiscal 2014, we also capitalized $5.6 million and $2.9 million of debt financing costs relating to the revolving credit facility and tranche A term loans, respectively, which are being amortized over the five year scheduled term of the revolving credit facility and tranche A term loans. During fiscal 2013, we wrote-off and expensed $8.3 million of deferred debt financing costs relating to the repayment of the $248.5 million aggregate principal amount of 7.625% senior notes and our repayment of $222.2 million aggregate principal amount of tranche B term loans. During fiscal 2013, we also capitalized $12.2 million of debt financing costs, which are being amortized

(7) Long-Term Debt (Continued)

over the eight year scheduled term of the 4.625% senior notes and we also capitalized $0.4 million of debt financing costs in connection with an amendment to our credit facility, which are being amortized over the remainder of the five year scheduled term of our revolving credit facility.

As of January 2, 2016 and January 3, 2015 we had net deferred debt financing costs of $28.1 million and $17.2 million, respectively, included in other assets in the accompanying consolidated balance sheets.

Loss on Extinguishment of Debt. During fiscal 2015, we did not have any loss on extinguishment of debt. Loss on extinguishment of debt for fiscal 2014 includes costs in connection with the termination of our prior credit agreement and the repayment of all outstanding obligations thereunder. The loss on extinguishment includes the write-off of deferred debt financing costs of $5.4 million, as discussed above, and the write-off of unamortized discount of $0.3 million. Loss on extinguishment of debt for fiscal 2013 includes costs relating to our repurchase of $248.5 million aggregate principal amount of 7.625% senior notes and our repayment of $222.2 million aggregate principal amount of tranche B term loans, including the repurchase premium and other expenses of $20.2 million, the write-off of deferred debt financing costs of $8.3 million and the write-off of unamortized discount of $2.8 million.

Contractual Maturities. As of January 2, 2016, the aggregate contractual maturities of long-term debt are as follows (in thousands):

Fiscal Year:	
2016	$ 33,750
2017	30,000
2018	84,375
2019	193,750
2020	9,375
Thereafter	1,412,500
Total	$1,763,750

Accrued Interest. At January 2, 2016 and January 3, 2015 accrued interest of $5.7 million and $3.5 million, respectively, is included in accrued expenses in the accompanying consolidated balance sheets.

(8) Fair Value Measurements

The authoritative accounting literature relating to fair value measurements defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The accounting literature outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under generally accepted accounting principles, certain assets and liabilities must be measured at fair value, and the accounting literature details the disclosures that are required for items measured at fair value.

(8) Fair Value Measurements (Continued)

Financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy under the accounting literature. The three levels are as follows:

Level 1—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than Level 1 quoted prices, such as quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value driver is observable for the asset or liability, either directly or indirectly.

Level 3—Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

Cash and cash equivalents, trade accounts receivable, income tax receivable, trade accounts payable, accrued expenses and dividends payable are reflected in the consolidated balance sheets at carrying value, which approximates fair value due to the short-term nature of these instruments.

The carrying values and fair values of our revolving credit loans, term loans and senior notes as of January 2, 2016 and January 3, 2015 are as follows (in thousands):

	January 2, 2016		January 3, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Revolving Credit Loans	$ 40,000	$ 40,000(1)	$ 34,000	$ 34,000(1)
Tranche A Term Loans due 2019	$273,285(2)	$272,381(1)	$291,857(2)	$292,500(1)
Tranche B Term Loans due 2022	$746,331(3)	$749,063(1)	$ —	$ —
4.625% Senior Notes due 2021	$700,000	$691,250(4)	$700,000	$675,500(4)

(1) Fair values are estimated based on Level 2 inputs, which were quoted prices for identical or similar instruments in markets that are not active.

(2) The carrying values of the tranche A term loans are net of discount. At January 2, 2016 and January 3, 2015, the face amounts of the tranche A term loans were $273.8 million and $292.5 million, respectively.

(3) The carrying values of the tranche B term loans are net of discount. At January 2, 2016, the face amount of the tranche B term loans was $750.0 million.

(4) Fair values are estimated based on quoted market prices.

In fiscal 2013, in connection with the *Rickland Orchards* acquisition, additional purchase price payments ranging from zero to $15.0 million are contingent upon the achievement of certain revenue growth targets during fiscal 2014, 2015 and 2016 meant to achieve revenue growth in excess of base purchase price acquisition model assumptions. We estimated the original fair value of the contingent consideration as the present value of the expected contingent payments, determined using the weighted probabilities of the possible payments. As of the date of acquisition, we estimated the original fair value of the contingent consideration to be approximately $7.6 million.

During fiscal 2014 and fiscal 2013, we recorded interest accretion expense on the contingent consideration liability of $0.4 million and $0.2 million, respectively. We are required to reassess the fair value of the contingent consideration at each reporting period. At June 28, 2014, we remeasured the fair value of the contingent consideration using actual operating results through June 28, 2014 and

(8) Fair Value Measurements (Continued)

revised our forecasted operating results for *Rickland Orchards* for the remainder of fiscal 2014, 2015 and 2016. As a result of lower than expected net sales results for *Rickland Orchards* and the unlikelihood of *Rickland Orchards* achieving the revenue growth targets, the fair value of the contingent consideration was reduced to zero, resulting in a non-cash gain of $8.2 million that is included in gain on change in fair value of contingent consideration in the accompanying audited consolidated statements of operations for fiscal 2014. Therefore, during fiscal 2015, we did not record interest accretion expense on the contingent consideration liability. The significant inputs used in these estimates include numerous possible scenarios for the contingent earn-out payments based on the contractual terms of the contingent consideration, for which probabilities are assigned to each scenario, which are then discounted based on an individual risk analysis of the respective liabilities. Although we believe our assumptions are reasonable, different assumptions or changes in the future may result in different estimated amounts.

The following table summarized the Level 3 activity (in thousands):

	January 2, 2016	January 3, 2015
Balance at beginning of year	$—	$ 7,774
Contingent consideration accretion expense	—	432
Gain on change in fair value of contingent consideration	—	(8,206)
Balance at end of year	$—	$ —

(9) Accumulated Other Comprehensive Loss

The reclassification from accumulated other comprehensive loss for fiscal 2015 and 2014 are as follows (in thousands):

	Amount Reclassified From AOCL		
Details about AOCL Components	**January 2, 2016**	**January 3, 2015**	**Affected Line Item in the Statement Where Net Income (loss) is Presented**
Defined benefit pension plan items			
Amortization of prior service cost	$ 44	$ 45	See (1) below
Amortization of unrecognized loss	803	—	See (1) below
	847	45	Total before tax
	(320)	(17)	Income tax expense
Total reclassification	$ 527	$ 28	Net of tax

(1) These items are included in the computation of net periodic pension cost. See Note 12, "Pension Benefits," for additional information.

(9) Accumulated Other Comprehensive Loss (Continued)

Changes in accumulated other comprehensive loss for fiscal 2015 and 2014 are as follows (in thousands):

	Defined Benefit Pension Plan Items	Foreign Currency Translation Adjustments	Total
Balance at December 28, 2013	$ (2,340)	$ (131)	$ (2,471)
Other comprehensive loss before reclassifications	(8,475)	(116)	(8,591)
Amounts reclassified from AOCL	28	—	28
Net current period other comprehensive loss	(8,447)	(116)	(8,563)
Balance at January 3, 2015	(10,787)	(247)	(11,034)
Other comprehensive loss before reclassifications	2,602	(3,737)	(1,135)
Amounts reclassified from AOCL	(527)	—	(527)
Net current period other comprehensive income (loss)	2,075	(3,737)	(1,662)
Balance at January 2, 2016	$ (8,712)	$(3,984)	$(12,696)

(10) Income Taxes

The components of income before income tax expense consist of the following (in thousands):

	Fiscal 2015	Fiscal 2014	Fiscal 2013
U.S.	$120,168	$63,232	$80,291
Foreign	1,071	545	601
Total	$121,239	$63,777	$80,892

Income tax expense (benefit) consists of the following (in thousands):

	Fiscal 2015	Fiscal 2014	Fiscal 2013
Current:			
Federal	$19,534	$ 7,993	$ 6,853
State	3,205	820	728
Foreign	258	153	168
Subtotal	22,997	8,966	7,749
Deferred:			
Federal	20,729	13,330	20,200
State	8,725	525	600
Foreign	(302)	—	—
Subtotal	29,152	13,855	20,800
Total	$52,149	$22,821	$28,549

(10) Income Taxes (Continued)

Income tax expense differs from the expected income tax expense (computed by applying the U.S. federal income tax rate of 35% for fiscal years 2015, 2014 and 2013 to income before income tax expense) as a result of the following:

	Fiscal 2015	Fiscal 2014	Fiscal 2013
Expected tax expense	35.0%	35.0%	35.0%
Increase (decrease):			
State income taxes, net of federal income tax benefit	3.0%	1.8%	1.8%
Impact on deferred taxes from changes in state tax rates	5.9%	—	(0.4)%
Foreign income taxes	—	—	—
Permanent differences	(0.7)%	—	—
Foreign tax credit	(0.2)%	—	—
Other	0.0%	(1.0)%	(1.1)%
Total	43.0%	35.8%	35.3%

In fiscal 2015, 2014 and 2013, changes in state apportionments or state tax laws impacted our blended state rate, resulting in a tax expense of $7.2 million and a tax benefit of $0.1 million and $0.3 million, respectively.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below (in thousands):

	January 2, 2016	January 3, 2015
Deferred tax assets:		
Accounts receivable, principally due to allowance	$ 38	$ 37
Inventories, principally due to additional costs capitalized for tax purposes	2,781	1,050
Accruals and other liabilities	4,546	5,196
Net operating loss and tax credit carry forwards	2,311	1,157
Other liabilities	—	—
Total gross deferred tax assets	9,676	7,440
Deferred tax liabilities:		
Plant and equipment	(15,653)	(13,060)
Goodwill and other intangible assets	(237,866)	(194,406)
Prepaid expenses	(949)	(906)
Total gross deferred tax liabilities	(254,468)	(208,372)
Net deferred tax liability	$(244,792)	$(200,932)

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate

(10) Income Taxes (Continued)

realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income and reversal of deferred tax liabilities over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that we will realize the benefits of these deductible differences, at January 2, 2016. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during future periods are reduced. The valuation allowance at January 2, 2016 and January 3, 2015 was $0.

At January 2, 2016 we had intangibles of $1,133.0 million for tax purposes, which are amortizable through 2029.

We operate in multiple taxing jurisdictions within the United States, Canada and Mexico and from time to time face audits from various tax authorities regarding the deductibility of certain expenses, state income tax nexus, intercompany transactions, transfer pricing and other matters. In January 2015, our company received notice that the IRS intends to conduct an audit of our 2012 tax year. During the second quarter of 2015, we provided documents and information to the IRS in response to its questions. There have been no further communications from the IRS since then. Although the final resolution of the audit is uncertain, we believe that the ultimate disposition will not have a material adverse effect on our consolidated financial position, results of operations or liquidity. Although we do not believe that we are otherwise currently under examination in any of our major tax jurisdictions, we remain subject to examination in all of our tax jurisdictions until the applicable statutes of limitations expire. As of January 2, 2016, a summary of the tax years that remain subject to examination in our major tax jurisdictions are:

United States—Federal	2012 and forward
United States—States	2011 and forward
Canada	2011 and forward
Mexico	2015

As of January 2, 2016, we do not have any reserves for uncertain tax positions. Our policy is to classify interest and penalties that result from any income tax uncertainties as income tax expense.

(11) Capital Stock

Voting Rights. The holders of our common stock are entitled to one vote per share with respect to each matter on which the holders of our common stock are entitled to vote. The holders of our common stock are not entitled to cumulate their votes in the election of our directors.

(11) Capital Stock (Continued)

Dividends. The holders of our common stock are entitled to receive dividends, if any, as they may be lawfully declared from time to time by our board of directors, subject to any preferential rights of holders of any outstanding shares of preferred stock. In the event of any liquidation, dissolution or winding up of our company, common stockholders are entitled to share ratably in our assets available for distribution to the stockholders, subject to the prior rights of holders of any outstanding preferred stock. See Note 16, "Quarterly Financial Data (unaudited)," for dividends declared for each quarter of fiscal 2015 and 2014.

Additional Issuance of Our Authorized Common Stock and Preferred Stock. Additional shares of our authorized common stock and preferred stock may be issued, as determined by our board of directors from time to time, without approval of holders of our common stock, except as may be required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded. Our board of directors has the authority by resolution to determine and fix, with respect to each series of preferred stock prior to the issuance of any shares of the series to which such resolution relates, the designations, powers, preferences and rights of the shares of preferred stock of such series and any qualifications, limitations or restrictions thereof.

Stock Repurchases. We did not repurchase any shares of common stock during fiscal 2015, 2014 or 2013.

Common Stock Issued. In May 2015, we completed an underwritten public offering of 4,200,000 shares of our common stock at a price to the public of $30.60 per share. The proceeds of the offering were approximately $126.2 million, after deducting underwriting discounts and commissions and other offering expenses. The offering was made by means of a prospectus and related prospectus supplement included as part of an effective shelf registration statement previously filed with the SEC. We used the net proceeds of the offering to repay a portion of our long-term debt, to pay the purchase price and related transaction costs for the *Mama Mary's* acquisition and for general corporate purposes. See Note 3, "Acquisitions."

In October 2013, as partial consideration for the *Rickland Orchards* acquisition, we issued to the seller 572,546 shares of common stock valued at $20.1 million. See Note 3, "Acquisitions."

(12) Pension Benefits

We have three defined benefit pension plans covering approximately one quarter of our employees. The benefits are based on years of service and the employee's compensation, as defined.

The following table sets forth our defined benefit pension plans' benefit obligation, fair value of plan assets and funded status recognized in the consolidated balance sheets. We used January 2, 2016

(12) Pension Benefits (Continued)

and January 3, 2015 measurement dates for fiscal 2015 and 2014, respectively, to calculate end of year benefit obligations, fair value of plan assets and annual net periodic benefit cost.

	January 2, 2016	January 3, 2015
	(in thousands)	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	$ 66,727	$ 50,679
Actuarial (gain) loss	(4,589)	12,365
Service cost	3,909	2,940
Interest cost	2,577	2,387
Benefits paid	(1,415)	(1,644)
Curtailments	(825)	—
Projected benefit obligation at end of year	66,384	66,727
Change in plan assets:		
Fair value of plan assets at beginning of year	63,163	59,701
Actual gain on plan assets	1,286	3,356
Employer contributions	3,500	1,750
Benefits paid	(1,415)	(1,644)
Fair value of plan assets at end of year	66,534	63,163
Net amount recognized:		
Other assets	$ 865	$ 804
Other long-term liabilities	(715)	(4,368)
Funded status at the end of the year	$ 150	$ (3,564)
Amount recognized in accumulated other comprehensive loss consists of:		
Prior service cost	$ (82)	$ (126)
Actuarial loss	(13,586)	(16,875)
Deferred taxes	4,956	6,214
Accumulated other comprehensive loss	$ (8,712)	$(10,787)

The accumulated benefit obligations of the three plans were $59.6 million and $58.9 million at January 2, 2016 and January 3, 2015, respectively. The following information is presented for those plans with an accumulated benefit obligation in excess of plan assets:

	January 2, 2016	January 3, 2015
Accumulated benefit obligation	$5,842	$5,665
Fair value of plan assets	$5,780	$5,244

(12) Pension Benefits (Continued)

The amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost in fiscal 2016 are as follows (in thousands):

Prior service cost	$ 45
Actuarial loss	528
	$573

	January 2, 2016	January 3, 2015
Weighted-average assumptions:		
Discount rate	4.225%	3.882%
Rate of compensation increase	3.00%	3.00%
Expected long-term rate of return	6.50%	6.50%

The discount rate used to determine year-end fiscal 2015 and fiscal 2014 pension benefit obligations was derived by matching the plans' expected future cash flows to the corresponding yields from the Citigroup Pension Discount Curve. This yield curve has been constructed to represent the available yields on high-quality fixed-income investments across a broad range of future maturities.

The overall expected long-term rate of return on plan assets assumption is based upon a building-block method, whereby the expected rate of return on each asset class is broken down into the following components: (1) inflation; (2) the real risk-free rate of return (i.e., the long-term estimate of future returns on default-free U.S. government securities); and (3) the risk premium for each asset class (i.e., the expected return in excess of the risk-free rate).

All three components are based primarily on historical data, with modest adjustments to take into account additional relevant information that is currently available. For the inflation and risk-free return components, the most significant additional information is that provided by the market for nominal and inflation-indexed U.S. Treasury securities. That market provides implied forecasts of both the inflation rate and risk-free rate for the period over which currently available securities mature. The historical data on risk premiums for each asset class is adjusted to reflect any systemic changes that have occurred in the relevant markets; e.g., the higher current valuations for equities, as a multiple of earnings, relative to the longer-term average for such valuations.

Net periodic cost includes the following components (in thousands):

	Fiscal 2015	Fiscal 2014	Fiscal 2013
Service cost—benefits earned during the period	$ 3,909	$ 2,940	$ 3,284
Interest cost on projected benefit obligation	2,577	2,387	2,111
Expected return on plan assets	(4,214)	(4,347)	(3,635)
Amortization of unrecognized prior service cost	44	45	44
Amortization of loss	803	—	815
Net pension cost	$ 3,119	$ 1,025	$ 2,619

(12) Pension Benefits (Continued)

The asset allocation for our pension plans at the end of fiscal 2015 and fiscal 2014, and the target allocation for fiscal 2015, by asset category, follows.

Our pension plan assets are managed by outside investment managers; assets are rebalanced at the end of each quarter. Our investment strategy with respect to pension assets is to maximize return while protecting principal. The investment manager has the flexibility to adjust the asset allocation and move funds to the asset class that offers the most opportunity for investment returns.

		Percentage of Plan Assets at Year End	
Asset Category	Target Allocation	January 2, 2016	January 3, 2015
Equity securities	75%	80%	80%
Fixed income securities	25%	15%	15%
Other	—	5%	5%
Total	100%	100%	100%

The general investment objective of each of the pension plans is to grow the plan assets in relation to the plan liabilities while prudently managing the risk of a decrease in the plan's assets relative to those liabilities. To meet this objective, our management has adopted the above target allocations that it reconsiders from time to time as circumstances change. The actual plan asset allocations may be within a range around these targets. The actual asset allocations are reviewed and rebalanced on a periodic basis.

The fair values of our pension plan assets at January 2, 2016 and January 3, 2015, utilizing the fair value hierarchy discussed in Note 8, "Fair Value Measurements" follow (in thousands):

	January 2, 2016		January 3, 2015	
	Level 1	Levels 2 & 3	Level 1	Levels 2 & 3
Asset Category				
Cash	$ 3,558	$—	$ 2,934	$—
Equity securities:				
U.S. mutual funds	28,728	—	25,969	—
Foreign mutual funds	1,143	—	2,542	—
U.S. common stocks	15,716	—	19,668	—
Foreign common stocks	7,723	—	2,414	—
Fixed income securities:				
U.S. mutual funds	9,666	—	9,636	—
Total	$66,534	$—	$63,163	$—

The investment portfolio contains a diversified blend of common stocks, bonds, cash equivalents and other investments, which may reflect varying rates of return. The investments are further diversified within each asset classification. The portfolio diversification provides protection against a single security or class of securities having a disproportionate impact on aggregate performance. Of the $15.7 million of U.S. common stocks in the investment portfolio at the end of fiscal 2015, $5.8 million

(12) Pension Benefits (Continued)

was invested in B&G Foods' common stock. Of the $19.7 million of U.S. common stocks in the investment portfolio at the end of fiscal 2014, $4.9 million was invested in B&G Foods' common stock.

Information about the expected cash flows for the pension plan follows (in thousands):

	Pension Payments
Benefit payments:	
2016	$ 1,731
2017	1,974
2018	2,224
2019	2,610
2020	2,807
2021 to 2025	17,868

We currently anticipate making contributions of approximately $3.5 million to our pension plan in fiscal 2016.

We also sponsor a defined contribution plan covering substantially all of our employees. Employees may contribute to this plan and these contributions are matched by us at varying amounts. Contributions for the matching component of this plan amounted to $1.0 million for each of fiscal 2015, 2014 and 2013.

Multi-Employer Defined Benefit Pension Plan. We also contribute to the Bakery and Confectionery Union and Industry International Pension Fund (EIN 52-6118572, Plan No. 001), a multi-employer defined benefit pension plan, sponsored by the Bakery, Confectionery, Tobacco Workers and Grain Millers International Union (BCTGM). The plan provides multiple plan benefits with corresponding contribution rates that are collectively bargained between participating employers and their affiliated BCTGM local unions.

We were notified that for the plan year beginning January 1, 2012, the plan was in critical status and classified in the Red Zone. As of the date of the accompanying audited consolidated financial statements, the plan remains in critical status. The law requires that all contributing employers pay to the plan a surcharge to help correct the plan's financial situation. The amount of the surcharge is equal to a percentage of the amount an employer is otherwise required to contribute to the plan under the applicable collective bargaining agreement. A 5% surcharge payable on hours worked on and after June 1, 2012 until December 31, 2012 was charged for plan year 2012, the initial critical year. A 10% surcharge payable on hours worked on and after January 1, 2013 was applicable for each succeeding plan year that the plan was in critical status until we agreed to a collective bargaining agreement that implements a rehabilitation plan.

During the second quarter of 2015, we agreed to a collective bargaining agreement that, among other things, implements a rehabilitation plan. As a result, our contributions to the plan are expected to increase by at least 5.0% per year above what we had been contributing.

B&G Foods made contributions to the plan of $0.8 million in fiscal 2015 and $1.0 million in each of fiscal 2014 and 2013. These contributions represented less than five percent of total contributions made to the plan. In each of fiscal 2015, 2014 and 2013, we paid less than $0.1 million in surcharges

(12) Pension Benefits (Continued)

and expect to pay surcharges of less than $0.1 million in fiscal 2016 assuming consistent hours are worked.

(13) Commitments and Contingencies

Operating Leases. We have several noncancelable operating leases, primarily for our corporate headquarters, one of our manufacturing facilities, warehouses, transportation equipment and machinery. These leases generally require us to pay all executory costs such as maintenance, taxes and insurance. Total rental expense for our operating leases was $8.0 million, $7.3 million and $6.4 million, for fiscal 2015, 2014 and 2013, respectively.

As of January 2, 2016, future minimum lease payments under non-cancelable operating leases (with initial or remaining lease terms in excess of one year) for the periods set forth below are as follows (in thousands):

Fiscal year ending:	Third Parties
2016	$ 8,189
2017	5,546
2018	5,361
2019	5,276
2020	4,285
Thereafter	3,687
Total	$32,344

Legal Proceedings. We are from time to time involved in various claims and legal actions arising in the ordinary course of business, including proceedings involving product liability claims, product labeling claims, worker's compensation and other employee claims, and tort and other general liability claims, as well as trademark, copyright, patent infringement and related claims and legal actions. While we cannot predict with certainty the results of these claims and legal actions in which we are currently or in the future may be involved, we do not expect that the ultimate disposition of any currently pending claims or actions will have a material adverse effect on our consolidated financial position, results of operations or liquidity.

B&G Foods has been named as a defendant in a putative class action lawsuit filed by The Weston Firm on behalf of Troy Walker in August 2015 in the United States District Court for the Northern District of California. The lawsuit alleges that our company has violated California's Consumer Legal Remedies Act and Unfair Competition Law, with respect to the advertising, marketing and labeling of certain Ortega taco shells. Specifically, the plaintiff alleges, among other things, that the products are deceptively marketed because the products are labeled "0g trans fat" on the front of the package and contain partially hydrogenated oil. The complaint seeks monetary damages, injunctive relief and attorneys' fees. We have been vigorously defending this lawsuit and believe that the plaintiff's claims are without merit and that the products are and have at all times been properly labeled in compliance with applicable law. We also believe the claims are moot because, among other things, we began transitioning away from partially hydrogenated oil in these products before first being contacted by The Weston Firm and we no longer use partially hydrogenated oil in these products. On February 8, 2016,

(13) Commitments and Contingencies (Continued)

the court ruled on our motion to dismiss, dismissing all of the plaintiff's labeling claims and agreeing with our position that any claim for removal of partially hydrogenated oil would be moot after B&G Foods has done so. Plaintiff's only surviving claims relate to his alleged use of these products. These claims have been stayed, however, pending further guidance from the FDA, which has already stated that companies may continue to use partially hydrogenated oil through at least 2018. Based upon information currently available, we do not believe the ultimate resolution of this matter will have a material adverse effect on B&G Foods' consolidated financial position, results of operations or liquidity.

Selling, general and administrative expenses for fiscal 2013 include a gain of $1.5 million relating to a legal settlement.

Environmental. We are subject to environmental laws and regulations in the normal course of business. We did not make any material expenditures during fiscal 2015, 2014 or 2013 in order to comply with environmental laws and regulations. Based on our experience to date, management believes that the future cost of compliance with existing environmental laws and regulations (and liability for any known environmental conditions) will not have a material adverse effect on our consolidated financial position, results of operations or liquidity. However, we cannot predict what environmental or health and safety legislation or regulations will be enacted in the future or how existing or future laws or regulations will be enforced, administered or interpreted, nor can we predict the amount of future expenditures that may be required in order to comply with such environmental or health and safety laws or regulations or to respond to such environmental claims.

Collective Bargaining Agreements. As of January 2, 2016, approximately 1,100 of our 2,003 employees, or 55%, were covered by collective bargaining agreements, of which approximately 178 were covered by a collective bargaining agreement expiring within the next 12 months. Our collective bargaining agreement with the Drivers, Salesmen, Warehousemen, Milk Processors, Cannery, Dairy Employees and Helpers Union, Local No. 695 that covers certain employees at our Stoughton, Wisconsin manufacturing facility is scheduled to expire on March 31, 2016. We are currently in negotiations for a new collective bargaining agreement for our Stoughton, Wisconsin facility. While we believe that our relations with our union employees are in general good, we cannot assure you that we will be able to negotiate a new collective bargaining agreement for the Stoughton, Wisconsin manufacturing facility on terms satisfactory to us, or at all, and without production interruptions, including labor stoppages. As of the date of the accompanying audited financial statements, however, management does not expect the outcome of these negotiations to have a material adverse effect on our business, financial condition or results of operations. None of our other collective bargaining agreements is scheduled to expire within one year.

Severance and Change of Control Agreements. We have employment agreements with each of our seven executive officers. The agreements generally continue until terminated by the executive or by us, and provide for severance payments under certain circumstances, including termination by us without cause (as defined in the agreements) or as a result of the employee's death or disability, or termination by us or a deemed termination upon a change of control (as defined in the agreements). Severance benefits generally include payments for salary continuation, continuation of health care and insurance benefits, present value of additional pension credits and, in the case of a change of control, accelerated

(13) Commitments and Contingencies (Continued)

vesting under compensation plans and, in certain cases, potential gross up payments for excise tax liability.

Ortega *and* Las Palmas *Recall*. On November 14, 2014, we announced a voluntary recall for certain *Ortega* and *Las Palmas* products after learning that one or more of the spice ingredients purchased from a third party supplier contained peanuts and almonds, allergens that are not declared on the products' ingredient statements. A significant majority of the costs of this recall were incurred in the fourth quarter of 2014. The cost impact of this recall during fiscal 2015 was $1.9 million, of which $1.2 million was recorded as a decrease in net sales related to customer refunds; $0.5 million was recorded as an increase in cost of goods sold primarily related to costs associated with product retrieval, destruction charges and customer fees; and $0.2 million was recorded as an increase in selling, general, and administrative expenses related to administrative costs. The cost impact of this recall during fiscal 2014 (net of $5.0 million of insurance proceeds recovered in fiscal 2015 and not including an estimated $4.8 million of lost sales during the period of time production and distribution of the affected products were suspended) was $12.8 million, of which $4.1 million was recorded as a decrease in net sales related to customer refunds; $8.2 million was recorded as an increase in cost of goods sold primarily related to costs associated with product retrieval, destruction charges, customer fees and inventory write-offs; and $0.5 million was recorded as an increase in selling, general, and administrative expenses related to administrative costs. The charges we recorded are based upon costs incurred to date. We do not expect any future expenses to be material. During 2015, we recovered $5.0 million of insurance proceeds.

(14) Incentive Plans

Annual Bonus Plan. Annually, our board of directors establishes a bonus plan that provides for cash awards to be made to our executive officers and other senior managers upon our company's attainment of pre-set annual financial objectives and individual performance. Awards are normally paid in cash in a lump sum following the close of each plan year. At January 2, 2016, accrued expenses in the accompanying consolidated balance sheets include an accrual for the annual bonus plan of $7.0 million. At January 3, 2015, we did not have an accrual for the annual bonus plan because fiscal 2014 annual financial objectives had not been attained.

2008 Omnibus Incentive Compensation Plan. Upon the recommendation of our compensation committee, our board of directors on March 10, 2008 adopted (subject to stockholder approval) the B&G Foods, Inc. 2008 Omnibus Incentive Compensation Plan, which we refer to as the 2008 Omnibus Plan. Our stockholders approved the 2008 Omnibus Plan at our annual meeting on May 6, 2008. Our stockholders reapproved the material terms of the performance goals in our 2008 Omnibus Plan at our annual meeting on May 16, 2013.

The 2008 Omnibus Plan authorizes the grant of performance share awards, restricted stock, options, stock appreciation rights, deferred stock, stock units and cash-based awards to employees, non-employee directors and consultants. Subject to adjustment as provided in the plan, the total number of shares of common stock available for awards under the plan is 4,500,000, of which 2,576,598 were available for future issuance as of January 2, 2016. Some of those shares are subject to outstanding performance share long-term incentive awards (LTIAs) and stock options as described in the table below.

(14) Incentive Plans (Continued)

Performance Share Awards. Beginning in fiscal 2008, our compensation committee has made annual grants of performance share LTIAs to our executive officers and certain other members of senior management under the 2008 Omnibus Plan. The performance share LTIAs entitle the participants to earn shares of common stock upon the attainment of certain performance goals over the applicable performance period. The performance period is typically three years.

Each performance share LTIA has a threshold, target and maximum payout. The awards are settled based upon our performance over the applicable performance period. For the performance share LTIAs granted to date, the applicable performance metric is and has been "excess cash" (as defined in the award agreements). If our performance fails to meet the performance threshold, then the awards will not vest and no shares will be issued pursuant to the awards. If our performance meets or exceeds the performance threshold, then a varying amount of shares from the threshold amount (50% of the target number of shares) up to the maximum amount (200% of the target number of shares) may be earned.

Subject to the performance goal for the applicable performance period being certified in writing by our compensation committee as having been achieved, shares of common stock are issued prior to March 15 following the completion of the performance period.

The following table details the activity in our performance share LTIAs for fiscal 2015:

	Number of Performance Shares	Weighted Average Grant Date Fair Value (per share)(2)
Beginning of fiscal 2015	380,977(1)	$24.82
Granted	171,622(1)	$23.86
Vested	(153,194)	$20.34
Forfeited	(31,131)	$25.75
End of fiscal 2015	368,274	$26.16

(1) Solely for purposes of this table, the number of performance shares is based on the participants earning the maximum number of performance shares (i.e., 200% of the target number of performance shares).

(2) The fair value of the awards was determined based upon the closing price of our common stock on the applicable measurement dates (i.e., the deemed grant dates for accounting purposes) reduced by the present value of expected dividends using the risk-free interest-rate as the award holders are not entitled to dividends or dividend equivalents during the vesting period.

(14) Incentive Plans (Continued)

Employee Stock Options.

The following table details our stock option activity for fiscal 2015:

	Options	Weighted Average Exercise Price	Weighted Average Contractual Life Remaining (Years)	Aggregate Intrinsic Value
Outstanding at beginning of fiscal 2015	418,157	$30.94		
Granted	133,172	$27.89		
Exercised	—	—		
Forfeited	(49,631)	$30.20		
Outstanding at end of fiscal 2015	501,698	$30.20	9.0	$2,417.0
Exercisable at end of fiscal 2015	—	—	—	—

The fair value of the options was estimated on the date of grant using the Black-Scholes option-pricing model utilizing the following assumptions. Expected volatility was based on both historical and implied volatilities of our common stock over the estimated expected term of the award. The expected term of the options granted represents the period of time that options were expected to be outstanding and is based on the "simplified method" in accordance with accounting guidance. We utilized the simplified method to determine the expected term of the options as we do not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term. The risk-free interest rate was based on the U.S. Treasury yield curve in effect at the time of the grant, which corresponds to the expected term of the options.

	Fiscal 2015	Fiscal 2014
Weighted average grant date fair value	$6.00	$6.74
Expected volatility	36.0%	34.8%
Expected term	6.5 years	6.5 years
Risk-free interest rate	1.6% - 1.9%	1.9%
Dividend yield	4.7% - 4.9%	4.4%

No stock options were issued or outstanding in fiscal 2013.

Non-Employee Director Stock Grants. Each of our non-employee directors receives an annual equity grant as part of his or her non-employee director compensation. These shares fully vest when issued.

(14) Incentive Plans (Continued)

The following table details the number of shares of common stock issued by our company during fiscal 2015, 2014 and 2013 upon the vesting of performance share long-term incentive awards and for non-employee director annual equity grants and other share based compensation:

	January 2, 2016	January 3, 2015	December 28, 2013
Number of performance shares vested	153,194	342,576	512,885
Shares withheld to fund statutory minimum tax withholding	58,242	138,799	214,878
Shares of common stock issued for performance share long-term incentive awards	94,952	203,777	298,007
Shares of common stock issued to non-employee directors for annual equity grants	18,095	14,010	14,592
Shares of common stock issued for other share based compensation, net of shares withheld to fund statutory minimum tax withholding	—	—	—
Total shares of common stock issued	113,047	217,787	312,599
Excess tax benefit recorded to additional paid in capital	$ 539	$ 2,356	$ 4,192

The following table sets forth the compensation expense recognized for share-based payments (performance share LTIAs, stock options, non-employee director stock grants and other share based payments) during the last three fiscal years and where that expense is reflected in our consolidated statements of operations (in thousands):

Consolidated Statements of Operations Location	Fiscal 2015	Fiscal 2014	Fiscal 2013
Compensation expense included in cost of goods sold	$1,420	$1,075	$ 855
Compensation expense included in selling, general and administrative expenses	4,397	1,160	3,080
Total compensation expense for share-based payments	$5,817	$2,235	$3,935

As of January 2, 2016, there was $3.3 million of unrecognized compensation expense related to LTIAs, which is expected to be recognized during the next two fiscal years and $2.0 million of unrecognized compensation expense related to stock options, which is expected to be recognized during the next three fiscal years.

(15) Net Sales by Brand

The following table sets forth net sales by brand (in thousands):

	Fiscal 2015	Fiscal 2014[6]	Fiscal 2013
Brand[1]:			
Ortega	$145,840	$134,374	$137,192
Green Giant[2]	106,173	—	—
Pirate Brands[3]	81,715	82,563	32,545
Maple Grove Farms of Vermont	77,724	79,177	77,084
Mrs. Dash	63,210	64,105	61,846
Cream of Wheat	62,342	62,494	65,202
Bear Creek Country Kitchens[4]	53,865	41,432	—
Las Palmas	36,729	35,121	34,486
Polaner	33,813	36,136	37,036
Bloch & Guggenheimer	26,172	26,889	26,988
New York Style	23,315	28,075	32,995
Spring Tree[4]	20,938	15,183	—
All other brands[5]	234,522	242,468	219,599
Total	$966,358	$848,017	$724,973

(1) Table includes net sales for each of our brands whose net sales equals or exceeds 2% of our total fiscal 2015 net sales and for all other brands in the aggregate. Net sales for each brand also includes branded net sales and, if applicable, any private label and food service net sales attributable to the brand.

(2) We completed the acquisition of *Green Giant* on November 2, 2015. Includes net sales for the *Green Giant* and *Le Sueur* brands.

(3) We completed the acquisition of Pirate Brands on July 8, 2013.

(4) We completed the acquisition of Specialty Brands on April 23, 2014, including the *Bear Creek Country Kitchens* and *Spring Tree* brands.

(5) Net sales for "all other brands" has been impacted by the acquisition of the *Cary's, MacDonald's, New York Flatbreads and Canoleo* brands acquired as part of the Specialty Brands acquisition, which was completed on April 23, 2014.

(6) Fiscal 2015 and fiscal 2013 contained 52 weeks and fiscal 2014 contained 53 weeks.

(16) Quarterly Financial Data (unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in thousands, expect per share data)			
Net sales				
2015	$217,122	$193,645	$213,300	$342,291
2014	$198,140	$202,889	$208,998	$237,990
Gross profit				
2015	$ 67,397	$ 62,008	$ 71,596	$ 88,563
2014	$ 64,669	$ 63,027	$ 63,062	$ 57,013
Net income (loss)				
2015	$ 19,567	$ 18,748	$ 19,815	$ 10,960
2014	$ 17,777	$ 16,138	$ (4,413)	$ 11,454
Basic and diluted earnings (loss) per share				
2015	$ 0.36	$ 0.33	$ 0.34	$ 0.19
2014	$ 0.33	$ 0.30	$ (0.08)	$ 0.21
Cash dividends declared per share				
2015	$ 0.34	$ 0.34	$ 0.35	$ 0.35
2014	$ 0.34	$ 0.34	$ 0.34	$ 0.34

Earnings per share were computed individually for each of the quarters presented using the weighted average number of shares outstanding during each quarterly period, while earnings per share for the full year were computed using the weighted average number of shares outstanding during the full year; therefore, the sum of the earnings per share amounts for the quarters may not equal the total for the full year

(17) Guarantor and Non-Guarantor Financial Information

As further discussed in Note 7, our obligations under the 4.625% senior notes are jointly and severally and fully and unconditionally guaranteed on a senior basis by all of our existing and certain future domestic subsidiaries, which we refer to in this Note 17 as the guarantor subsidiaries. Our foreign subsidiaries, which we refer to in this Note 17 as the non-guarantor subsidiaries, do not guarantee the 4.625% senior notes.

The following condensed consolidating financial information presents the condensed consolidating balance sheet as of January 2, 2016, and the related condensed consolidating statement of operations and condensed consolidating statement of cash flows for the for the fiscal year ended January 2, 2016 for:

1. B&G Foods, Inc. (the Parent),
2. the guarantor subsidiaries,
3. the non-guarantor subsidiaries, and
4. B&G Foods and all of its subsidiaries on a consolidated basis.

The information includes elimination entries necessary to consolidate the Parent with the guarantor subsidiaries and non-guarantor subsidiaries. The guarantor subsidiaries and non-guarantor

(17) Guarantor and Non-Guarantor Financial Information (Continued)

subsidiaries are presented on a combined basis. The principal elimination entries eliminate investments in subsidiaries and intercompany balances and transactions. Separate financial information for each of the guarantor subsidiaries and non-guarantor subsidiaries are not presented because management believes such financial statements would not be meaningful to investors.

Condensed Consolidating Balance Sheet
As of January 2, 2016
(In thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Assets					
Current Assets:					
Cash and cash equivalents	$ —	$ 1,964	$ 3,282	$ —	$ 5,246
Trade accounts receivable, net	—	63,890	5,822	—	69,712
Inventories, net	—	277,432	35,448	—	312,880
Prepaid expenses and other current assets	—	53,242	14,275	—	67,517
Income tax receivable	—	2,611	7	(104)	2,514
Deferred income taxes	—	5,116	303	(127)	5,292
Intercompany receivables	—	4,659	—	(4,659)	—
Total current assets		408,914	59,137	(4,890)	463,161
Property, plant and equipment, net	—	128,227	35,415	—	163,642
Goodwill	—	473,145	—	—	473,145
Other intangibles, net	—	1,442,340	—	—	1,442,340
Other assets	—	29,427	—	—	29,427
Investments in subsidiaries	2,237,593	85,074	—	(2,322,667)	—
Total assets	$2,237,593	$2,567,127	$94,552	$(2,327,557)	$2,571,715
Liabilities and Stockholders' Equity					
Current Liabilities:					
Trade accounts payable	$ —	$ 45,646	$ 3,947	$ —	$ 49,593
Current portion of long-term debt	33,750	—	—	—	33,750
Accrued expenses	—	30,465	872	(104)	31,233
Dividends payable	20,292	—	—	—	20,292
Intercompany payables	—	—	4,659	(4,659)	—
Total current liabilities	54,042	76,111	9,478	(4,763)	134,868
Long-term debt, excluding current installments	1,725,866	—	—	—	1,725,866
Other liabilities	—	3,212	—	—	3,212
Deferred income taxes	—	250,211	—	(127)	250,084
Total liabilities	1,779,908	329,534	9,478	(4,890)	2,114,030
Common stock	580	—	—	—	580
Additional paid-in capital	162,568	1,945,281	86,833	(2,032,114)	162,568
Accumulated other comprehensive loss	(12,696)	(12,696)	(3,984)	16,680	(12,696)
Retained earnings	307,233	305,008	2,225	(307,233)	307,233
Total stockholders' equity	457,685	2,237,593	85,074	(2,322,667)	457,685
Total liabilities and stockholders' equity	$2,237,593	$2,567,127	$94,552	$(2,327,557)	$2,571,715

(17) Guarantor and Non-Guarantor Financial Information (Continued)

Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)
Year ended January 2, 2016
(In thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	$ —	$934,260	$36,365	$ (4,267)	$966,358
Cost of goods sold	—	647,256	33,805	(4,267)	676,794
Gross profit	—	287,004	2,560	—	289,564
Operating expenses:					
Sales, general and administrative expenses	—	104,449	1,490	—	105,939
Amortization expense	—	11,255	—	—	11,255
Operating income	—	171,300	1,070	—	172,370
Other expenses:					
Interest expense, net	—	51,131	—	—	51,131
Income before income tax expense	—	120,169	1,070	—	121,239
Income tax expense (benefit)	—	52,236	(87)	—	52,149
Equity in earnings of subsidiaries	69,090	1,157	—	(70,247)	—
Net income	$69,090	$ 69,090	$ 1,157	$(70,247)	$ 69,090
Comprehensive income (loss)	$67,428	$ 67,428	$ (2,580)	$(64,848)	$ 67,428

(17) Guarantor and Non-Guarantor Financial Information (Continued)

Condensed Consolidating Statement of Cash Flows
Year ended January 2, 2016
(In thousands)

	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by (used in) operating activities	$ —	$ 137,330	$ (8,851)	$ —	$ 128,479
Cash flows from investment activities:					
Capital expenditures	—	(18,209)	(365)	—	(18,574)
Payments for acquisition of businesses, net of cash acquired	—	(796,524)	(77,287)	—	(873,811)
Net cash used in investing activities	—	(814,733)	(77,652)	—	(892,385)
Cash flows from financing activities:					
Repayments of long-term debt	(18,750)	—	—	—	(18,750)
Proceeds from issuance of long-term debt	746,250	—	—	—	746,250
Repayments of borrowings under revolving credit facility	(164,000)	—	—	—	(164,000)
Borrowings under revolving credit facility	170,000	—	—	—	170,000
Proceeds from issuance of common stock, net	126,230	—	—	—	126,230
Dividends paid	(76,528)	—	—	—	(76,528)
Excess tax benefits from share-based compensation	—	539	—	—	539
Payments of tax withholding on behalf of employees for net share settlement of share-based compensation	—	(1,750)	—	—	(1,750)
Debt financing costs	—	(14,547)	—	—	(14,547)
Intercompany transactions	(783,202)	693,687	89,515	—	—
Net cash provided by financing activities	—	677,929	89,515	—	767,444
Effect of exchange rate fluctuations on cash and cash equivalents	—	—	218	—	218
Net increase (decrease) in cash and cash equivalents	—	526	3,230	—	3,756
Cash and cash equivalents at beginning of year	—	1,438	52	—	1,490
Cash and cash equivalents at end of year	$ —	$ 1,964	$ 3,282	$ —	$ 5,246

(18) Subsequent Events

On February 22, 2016, our Board of Directors increased our company's quarterly dividend from $0.35 to $0.42 per share of common stock. On an annualized basis, the dividend increased from $1.40 to $1.68 per share. The next quarterly dividend will be payable on May 2, 2016 to shareholders of record as of March 31, 2016.

Schedule II

B&G FOODS, INC. AND SUBSIDIARIES
Schedule of Valuation and Qualifying Accounts
(In thousands)

Column A	Column B	Column C		Column D	Column E
		Additions			
Description	Balance at beginning of period	Charged to costs and expenses	Charged to other accounts— describe	Deductions— describe	Balance at end of period
Year ended December 28, 2013:					
Allowance for doubtful accounts and discounts	$ 831	$257	—	$ 7[a]	$1,081
Year ended January 3, 2015:					
Allowance for doubtful accounts and discounts	$1,081	$ 21	—	$97[a]	$1,005
Year ended January 2, 2016:					
Allowance for doubtful accounts and discounts	$1,005	$178	—	$16[a]	$1,167

(a) Represents bad-debt write-offs.

Item 9. Changes in and Disagreement with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures.

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended, our management, including our chief executive officer and our chief financial officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. As defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, disclosure controls and procedures are controls and other procedures that we use that are designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and our chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Based on that evaluation, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Management's Report on Internal Control over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our management, including our chief executive officer and chief financial officer, conducted an evaluation of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on our evaluation under the framework of Internal Control—Integrated Framework (2013), our management concluded that our internal control over financial reporting was effective at January 2, 2016. The effectiveness of our internal control over financial reporting as of January 2, 2016 was audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which is included in Part II, Item 8, "Financial Statements and Supplementary Data" of this report.

Our internal control system is designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of published consolidated financial statements in accordance with generally accepted accounting principles. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We have excluded the *Green Giant* business from our evaluation of internal control over financial reporting as of January 2, 2016 because we acquired the *Green Giant* business during 2015. The total assets and net sales of the *Green Giant* business represent 33.0% and 11.0%, respectively, of the related consolidated financial statement amounts as of and for the fiscal year ended January 2, 2016.

Changes in Internal Control over Financial Reporting.

As required by Rule 13a-15(d) under the Exchange Act, our management, including our chief executive officer and our chief financial officer, also conducted an evaluation of our internal control over financial reporting to determine whether any change occurred during the last quarter of fiscal 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, our chief executive officer and our chief financial officer concluded that there has been no change during the last quarter of fiscal 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls.

Our company's management, including the chief executive officer and chief financial officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

With the exception of the information relating to our Code of Business Conduct and Ethics that is presented in Part I, Item 1 of this report under the heading "Available Information," the information required by this Item will appear in the sections entitled "Corporate Governance," "Proposal 1—Election of Directors," "Our Management," "Section 16(a) Beneficial Ownership Reporting Compliance," "Compensation Committee Interlocks and Insider Participation" and "Report of the Compensation Committee" included in our definitive proxy statement to be filed on or before May 2, 2016, relating to the 2016 annual meeting of stockholders, which information is incorporated herein by reference.

Item 11. Executive Compensation.

The information required by this item will appear in the section entitled "Executive Compensation" and "Compensation Discussion and Analysis" included in our definitive proxy statement to be filed on or before May 2, 2016, relating to the 2016 annual meeting of stockholders, which information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Securities Authorized for Issuance Under Equity Compensation Plans. The following table summarizes information, as of January 2, 2016, relating to the 2008 Omnibus Incentive Compensation Plan, which was approved by the company's stockholders and under which restricted stock, options, stock appreciation rights, deferred stock, stock units and cash-based awards to employees, non-employee directors and consultants may be granted from time to time.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	869,972[(1)]	$30.20[(2)]	1,706,626[(1)]
Equity compensation plans not approved by security holders	—	—	—
Total	869,972[(1)]	$30.20[(2)]	1,706,626[(1)]

(1) Includes 501,698 stock options and 368,274 performance share long-term incentive awards (LTIAs) (for the 2013 to 2015, 2014 to 2016 and 2015 to 2017 performance periods) outstanding as of January 2, 2016, under the 2008 Omnibus Incentive Compensation Plan. For the performance share LTIAs, includes the maximum number of shares (i.e., 200% of the target number of shares) of common stock that may be issued under the 2008 Omnibus Incentive Compensation Plan in respect of the performance share LTIAs, subject to the achievement of specified performance goals. There is, however, no guarantee that all or any part of these performance-based awards will actually be earned and that shares of common stock will be issued upon completion of the performance cycles. In addition, if performance goals are achieved for the performance share LTIAs, plan participants are required to have shares withheld by our company to satisfy tax withholding requirements. Shares not issued due to withholding and shares not issued due to failure to satisfy performance goals do not count against the maximum number of remaining authorized shares under the plan. 63,498 shares of common stock (which is net of

37,596 shares withheld for minimum statutory tax withholding) were issued in February 2016 in respect of the 2013 to 2015 performance share LTIAs.

(2) Reflects the weighted average exercise price of 501,698 stock options outstanding under the 2008 Omnibus Incentive Compensation Plan. 368,274 performance share LTIAs do not have an exercise price and are not included in calculation of the weighted average exercise price set forth in column (b).

The remaining information required by this item will appear in the section entitled "Security Ownership of Certain Beneficial Owners and Management" included in our definitive proxy statement to be filed on or before May 2, 2016, relating to the 2016 annual meeting of stockholders, which information is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item will appear in the section entitled "Certain Relationships and Related Transactions" and "Corporate Governance" included in our definitive proxy statement to be filed on or before May 2, 2016, relating to the 2016 annual meeting of stockholders, which information is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services.

The information required by this item will appear in the section entitled "Independent Registered Public Accounting Firm Fees" included in our definitive proxy statement to be filed on or before May 2, 2016, relating to the 2016 annual meeting of stockholders, which information is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this report.

(1) *Consolidated Financial Statements:* The following consolidated financial statements are included in Part II, Item 8 of this report.

(2) *Financial Statement Schedule.* The following financial statement schedule is included in Part II, Item 8 of this report.

(3) *Exhibits*.

EXHIBIT NO.	DESCRIPTION
2.1	Asset Purchase Agreement, dated as of September 19, 2012, among Chipita America, Inc., B&G Foods North America, Inc., and, for purposes of Articles X and XI thereof only, Chipita S.A. (Filed as Exhibit 2.1 to B&G Foods' Current Report on Form 8-K filed on September 25, 2012, and incorporated by reference herein)
2.2	Stock Purchase Agreement and Agreement and Plan of Merger, dated as of June 7, 2013, among Robert's American Gourmet Food, LLC, VMG Pirate's Booty Blocker, Inc., VMG Equity Partners GP, L.P., VMG Tax-Exempt, L.P., VMG Partners, LLC, B&G Foods North America, Inc., OT Acquisition, LLC and B&G Foods, Inc., as Guarantor (Filed as Exhibit 2.1 to B&G Foods' Current Report on Form 8-K filed on June 11, 2013, and incorporated by reference herein)
2.3	Amended and Restated Purchase Agreement, dated as of April 23, 2014, among American Capital Equity I, LLC, American Capital Equity II, LP, American Capital, Ltd., Walter McKenna, Donna Halk, Dominique Bastien, BCCK Holdings, Inc., American Capital Ltd., as Sellers' Representative, and B&G Foods North America, Inc. (Filed as Exhibit 2.1 to B&G Foods' Current Report on Form 8-K filed April 28, 2014, and incorporated by reference herein)

EXHIBIT NO.	DESCRIPTION
2.4	Asset Purchase Agreement, dated as of September 2, 2015, among General Mills, Inc., B&G Foods North America, Inc., and B&G Foods, Inc. (Filed as Exhibit 2.1 to B&G Foods' Current Report on Form 8-K filed September 3, 2015, and incorporated by reference herein)
3.1	Second Amended and Restated Certificate of Incorporation of B&G Foods, Inc. (Filed as Exhibit 3.1 to B&G Foods' Current Report on Form 8-K filed on August 13, 2010, and incorporated by reference herein)
3.2	Bylaws of B&G Foods, Inc., as amended and restated through February 27, 2013 (Filed as Exhibit 3.1 to B&G Foods' Current Report on Form 8-K filed on March 4, 2013, and incorporated by reference herein)
4.1	Indenture, dated as of June 4, 2013, between B&G Foods, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee (Filed as Exhibit 4.1 to B&G Foods' Current Report on Form 8-K filed on June 4, 2013, and incorporated by reference herein)
4.2	First Supplemental Indenture, dated as of June 4, 2013, among B&G Foods, Inc., B&G Foods North America, Inc., B&G Foods Snacks, Inc., William Underwood Company, and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 4.625% senior notes due 2021 (Filed as Exhibit 4.2 to B&G Foods' Current Report on Form 8-K filed on June 4, 2013, and incorporated by reference herein)
4.3	Form of 4.625% Senior Note due 2021 (included in Exhibit 4.2)
4.4	Form of stock certificate for common stock (Filed as Exhibit 4.1 to B&G Foods' Current Report on Form 8-K filed on August 13, 2010, and incorporated by reference herein)
10.1	Amended and Restated Credit Agreement, dated as of October 2, 2015, among B&G Foods, Inc., the several banks and other financial institutions or entities from time to time party thereto as lenders and Barclays Bank PLC, as administrative agent and collateral agent, with certain financial institutions as joint lead arrangers, joint bookrunners, co-documentation agents and co-syndication agents. (Filed as Exhibit 10.1 to B&G Foods' Current Report on Form 8-K filed on November 6, 2016, and incorporated by reference herein)
10.2	Guarantee and Collateral Agreement, dated as of June 5, 2014, among B&G Foods, Inc., B&G Foods North America, Inc., B&G Foods Snacks, Inc., BCCK Holdings, Inc., Bear Creek Country Kitchens, LLC, Pirate Brands, LLC, Rickland Orchards LLC, Specialty Brands of America, Inc. and William Underwood Company, and each other subsidiary of B&G Foods, Inc. party thereto from time to time, and Credit Suisse AG, as collateral agent (Filed as Exhibit 10.2 to B&G Foods' Current Report on Form 8-K filed on June 9, 2014, and incorporated by reference herein)
10.3	Agreement by and between MSLO Emeril Acquisition Sub LLC (successor by assignment to Emeril's Food of Love Productions, L.L.C.) and B&G Foods, Inc. dated June 9, 2000 (Filed with as Exhibit 10.13 to Amendment No. 2 to Registration Statement on Form S-1 (file no. 333-112680) filed on May 3, 2004, and incorporated by reference herein)
10.4	Second Amended and Restated Employment Agreement, dated as of December 11, 2014, between Robert C. Cantwell and B&G Foods, Inc. (Filed as Exhibit 10.1 to B&G Foods' Current Report on Form 8-K filed on December 16, 2014, and incorporated by reference herein)

EXHIBIT NO.	DESCRIPTION
10.5	Amended and Restated Employment Agreement by and between Vanessa E. Maskal and B&G Foods, Inc., dated as of December 31, 2008 (Filed as Exhibit 10.3 to B&G Foods' Current Report on Form 8-K filed on January 6, 2009, and incorporated by reference herein)
10.6	Amended and Restated Employment Agreement by and between Scott E. Lerner and B&G Foods, Inc., dated as of December 31, 2008 (Filed as Exhibit 10.5 to B&G Foods' Current Report on Form 8-K filed on January 6, 2009, and incorporated by reference herein)
10.7	Employment Agreement, dated as of August 6, 2009, between William F. Herbes and B&G Foods, Inc. (Filed as Exhibit 10.2 to B&G Foods' Current Report on Form 8-K filed on August 10, 2009, and incorporated by reference herein)
10.8	Employment Agreement, dated as of March 5, 2010, between William H. Wright and B&G Foods, Inc. (Filed as Exhibit 10.12 to B&G Foods' Annual Report on Form 10-K filed on March 1, 2011, and incorporated by reference herein)
10.9	Employment Agreement, dated as of January 4, 2016, between Eric H. Hart and B&G Foods, Inc.
10.11	Form of B&G Foods, Inc. Performance Share Long-Term Incentive Award Agreement (Filed as Exhibit 10.11 to B&G Foods' Annual Report on Form 10-K filed on February 26, 2014, and incorporated by reference herein)
10.12	Form of B&G Foods, Inc. Stock Option Agreement (Non-Qualified Stock Option) (Filed as Exhibit 10.2 to B&G Foods' Current Report on Form 8-K filed on December 16, 2014, and incorporated by reference herein)
12.1	Computation of Ratio of Earnings to Fixed Charges.
21.1	Subsidiaries of B&G Foods, Inc.
23.1	Consent of KPMG LLP.
31.1	Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 of the Chief Executive Officer.
31.2	Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 of the Chief Financial Officer.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer and Chief Financial Officer.
101.1	The following financial information from B&G Foods' Annual Report for the year ended January 2, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Stockholders' Equity, (v) the Consolidated Statements of Cash Flows, (vi) Notes to Consolidated Financial Statements, and (vii) document and entity information.

SIGNATURES

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

Dated: March 2, 2016

B&G FOODS, INC.

By: /s/ THOMAS P. CRIMMINS

Thomas P. Crimmins
Executive Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

NAME	TITLE	DATE
/s/ STEPHEN C. SHERRILL Stephen C. Sherrill	Chairman of the Board of Directors	March 2, 2016
/s/ ROBERT C. CANTWELL Robert C. Cantwell	President, Chief Executive Officer and Director (Principal Executive Officer)	March 2, 2016
/s/ DEANN BRUNTS DeAnn Brunts	Director	March 2, 2016
/s/ CHARLES F. MARCY Charles F. Marcy	Director	March 2, 2016
/s/ DENNIS M. MULLEN Dennis M. Mullen	Director	March 2, 2016
/s/ CHERYL M. PALMER Cheryl M. Palmer	Director	March 2, 2016
/s/ ALFRED POE Alfred Poe	Director	March 2, 2016
/s/ DAVID L. WENNER David L. Wenner	Director	March 2, 2016

Exhibit 31.1

CERTIFICATION BY CHIEF EXECUTIVE OFFICER

I, Robert C. Cantwell, certify that:

1. I have reviewed this annual report on Form 10-K of B&G Foods, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2016

/s/ ROBERT C. CANTWELL

Robert C. Cantwell
Chief Executive Officer

Exhibit 31.2

CERTIFICATION BY CHIEF FINANCIAL OFFICER

I, Thomas P. Crimmins, certify that:

1. I have reviewed this annual report on Form 10-K of B&G Foods, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2016

/s/ THOMAS P. CRIMMINS

Thomas P. Crimmins
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of B&G Foods, Inc. (the "Company") on Form 10-K for the period ended January 2, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert C. Cantwell, Chief Executive Officer of the Company and I, Thomas P. Crimmins, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ROBERT C. CANTWELL

Robert C. Cantwell
Chief Executive Officer
March 2, 2016

/s/ THOMAS P. CRIMMINS

Thomas P. Crimmins
Chief Financial Officer
March 2, 2016

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Company Information

Board of Directors

Stephen C. Sherrill
Chairman of the Board
Director since 1997

Robert C. Cantwell
President and Chief Executive Officer
Director since 2005

DeAnn L. Brunts
Director since 2015

Charles F. Marcy
Director since 2010

Dennis M. Mullen
Director since 2006

Cheryl M. Palmer
Director since 2010

Alfred Poe
Director since 1997

David L. Wenner
Director since 1997

Executive Officers

Robert C. Cantwell
President and Chief Executive Officer

Thomas P. Crimmins
Executive Vice President of Finance
and Chief Financial Officer

Eric H. Hart
Executive Vice President of Human Resources
and Chief Human Resources Officer

William F. Herbes
Executive Vice President of Operations

Scott E. Lerner
Executive Vice President, General Counsel,
Secretary and Chief Compliance Officer

Vanessa E. Maskal
Executive Vice President of Sales and Marketing

William H. Wright
Executive Vice President of Quality Assurance and
Research & Development

This Annual Report includes certain forward-looking statements that are based upon current expectations and are subject to a number of risks and uncertainties. Please see "Forward-Looking Statements" beginning on page 56 in the Management's Discussion and Analysis section.

Corporate Headquarters

B&G Foods, Inc.
Four Gatehall Drive
Parsippany, NJ 07054
Telephone: 973.401.6500
Website: www.bgfoods.com

Stock Exchange Listing

BGS LISTED NYSE

B&G Foods' common stock is traded on the New York Stock Exchange under the ticker symbol BGS.

Corporate News Releases and SEC Filings

Corporate news releases and SEC filings, including Forms 10-K, 10-Q and 8-K are available free of charge in the Investor Relations section of our website, www.bgfoods.com. If you do not have internet access, you may contact ICR, Inc. at the address and telephone number listed below to request these materials.

Investor Relations

Inquiries and requests regarding this annual report and other stockholder questions should be directed to:

ICR, Inc.
761 Main Avenue, Norwalk, CT 06851
Attn: Don Duffy or Dara Dierks
Telephone: 866.211.8151

Please also visit the Investor Relations section of our website, www.bgfoods.com.

Transfer Agent and Registrar

Computershare Trust Company, N.A.
P.O. Box 30170
College Station, TX 77842

Private Couriers/Registered Mail:
Computershare Trust Company, N.A.
211 Quality Circle, Suite 210
College Station, TX 77845

Telephone: 800.522.6645
Website: www.computershare.com/investor
Hearing Impaired #: TDD: 800.952.9245

Independent Registered Public Accounting Firm

KPMG LLP
51 John F. Kennedy Parkway
Short Hills, NJ 07078

Annual Meeting

The annual meeting of stockholders will be held on Tuesday, May 24, 2016, at 10:00 a.m., local time, at the Hanover Marriott, 1401 Route 10 East, Whippany, NJ 07981.

B&G Foods, Inc.

Four Gatehall Drive • Parsippany, NJ 07054 • 973-401-6500 • www.bgfoods.com