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FLEMING COMPANIES INC /OK/

Form 8-K

April 14, 2003

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): April 14, 2003

FLEMING COMPANIES, INC.
(Exact name of Registrant as specified in its charter)

OKLAHOMA
(State of incorporation
or organization)

1-8140
(Commission file number)

48-0222
(I.R.S. employer iden

1945 LAKEPOINTE DRIVE
LEWISVILLE, TEXAS
(Address of principal executive offices)

750
(Zip c

Registrant's telephone number, including area code: (972) 906-8000

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Item 5. OTHER INFORMATION.

On March 28, 2003, Fleming Companies, Inc. (the "Company") submitted Form 12b-25 to the Securities and Exchange Commission (the "SEC") in order to obtain a 15-day extension of the March 28, 2003 due date for the filing of its Annual Report on Form 10-K for the fiscal year ended December 28, 2002 (the "2002 Form 10-K"). Due to the Company's continuing attention to the significant business issues affecting the Company, including its chapter 11 bankruptcy filing on April 1, 2003, as well as the continuing internal investigation by the Company's Audit and Compliance Committee (the "Audit Committee") into certain Company accounting and disclosure issues and the need for the Company's auditor to evaluate the results of the internal investigation, the Company will not file

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the 2002 Form 10-K on April 14, 2003, which was the extended due date available to the Company as a result of its Form 12b-25 filing. The Company is presently unable to determine the date by which it will file its 2002 Form 10-K.

SIGNATURES

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

FLEMING COMPANIES, INC.

Date: April 14, 2003

By: /s/ MARK D. SHAPIRO

Mark D. Shapiro
Senior Vice President and
Chief Financial Officer