

DARLING INTERNATIONAL INC  
Form 8-K  
January 24, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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) January 24, 2011**

**DARLING INTERNATIONAL INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-13323**  
**(Commission**  
  
**File Number)**

**36-2495346**  
**(IRS Employer**  
  
**Identification No.)**

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

(Address of Principal Executive Offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On January 24, 2011, Darling International Inc. (Darling) issued a press release announcing estimated ranges of financial results for the three months and year ended January 1, 2011. A copy of such press release is attached hereto as Exhibit 99.1.

**Item 8.01 Other Events.**

On January 24, 2011, Darling issued a press release announcing that it intends to offer approximately 24,193,548 million shares of its common stock in an underwritten public offering. A copy of such press release is attached hereto as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

99.1 Press Release dated January 24, 2011.

99.2 Press Release dated January 24, 2011.

**SIGNATURES**

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

DARLING INTERNATIONAL INC.

Date: January 24, 2011

By: /s/ John F. Sterling  
John F. Sterling  
Executive Vice President and General Counsel

**EXHIBIT LIST**

- 99.1 Press Release dated January 24, 2011.
- 99.2 Press Release dated January 24, 2011.