SANDERSON FARMS INC
Form 10-Q
August 25, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q

(MARK ONE)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

For the quarterly period ended July 31, 2011

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 1-14977

Sanderson Farms, Inc.

(Exact name of registrant as specified in its charter)

Mississippi (State or other jurisdiction of incorporation or organization)	64-0615843 (I.R.S. Employer Identification No.)
127 Flynt Road, Laurel, Mississippi (Address of principal executive offices)	39443 (Zip Code)

(601) 649-4030

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report.)

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 þ 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 þ No ¨

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ	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 Exchange Act). Yes ¨ No þ

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS

DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ¨ No ¨

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date. Common Stock, $1 Par Value Per Share: 22,146,267 shares outstanding as of July 31, 2011.

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SANDERSON FARMS, INC. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

SANDERSON FARMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	July 31, 2011 (Unaudited)	October 31, 2010 (Note 1)
	(In thousands)	
Assets		
Current assets:		
Cash and cash equivalents	$ 11,696	$ 73,419
Accounts receivable, net	81,506	92,467
Inventories	203,168	153,289
Refundable income taxes	73,828	0
Deferred income taxes	10,303	1,760
Prepaid expenses and other current assets	29,184	24,033
Total current assets	409,685	344,968
Property, plant and equipment	936,901	883,638
Less accumulated depreciation	(425,109)	(389,911)
	511,792	493,727
Other assets	5,199	2,925
Total assets	$ 926,676	$ 841,620
Liabilities and stockholders equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 96,530	$ 105,754
Current maturities of long-term debt	11,048	1,048
Total current liabilities	107,578	106,802
Long-term debt, less current maturities	234,271	62,075
Claims payable	2,800	2,100
Deferred income taxes	49,562	24,930
Stockholders equity:		
Preferred Stock:		
Series A Junior Participating Preferred Stock, $100 par value: authorized 500,000 shares, none issued		
Par value to be determined by the Board of Directors: authorized 4,500,000 shares; none issued		
Common Stock, $1 par value: authorized 100,000,000 shares; issued and outstanding shares 22,146,267 and 22,077,559 at July 31, 2011 and October 31, 2010, respectively	22,146	22,078
Paid-in capital	131,412	127,580
Retained earnings	378,907	496,055
Total stockholders equity	532,465	645,713
Total liabilities and stockholders equity	$ 926,676	$ 841,620

See notes to condensed consolidated financial statements.

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SANDERSON FARMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

	Three Months Ended July 31, 2011	Three Months Ended July 31, 2010	Nine Months Ended July 31, 2011	Nine Months Ended July 31, 2010
	(In thousands, except per share amounts)			
Net sales	$ 511,169	$ 489,096	$ 1,418,243	$ 1,396,320
Cost and expenses:				
Cost of sales	556,596	409,841	1,500,901	1,199,994
Live inventory adjustment	22,000	0	22,000	0
Selling, general and administrative	17,009	24,899	54,233	60,536
	595,605	434,740	1,577,134	1,260,530
OPERATING INCOME (LOSS)	(84,436)	54,356	(158,891)	135,790
Other income (expense):				
Interest income	8	34	38	50
Interest expense	(2,023)	(277)	(3,970)	(2,570)
Other	4	5	501	12
	(2,011)	(238)	(3,431)	(2,508)
INCOME (LOSS) BEFORE INCOME TAXES	(86,447)	54,118	(162,322)	133,282
Income tax expense (benefit)	(30,764)	18,002	(56,807)	46,262
NET INCOME (LOSS)	$ (55,683)	$ 36,116	$ (105,515)	$ 87,020
Earnings (loss) per share:				
Basic	$ (2.51)	$ 1.55	$ (4.77)	$ 3.96
Diluted	$ (2.51)	$ 1.55	$ (4.77)	$ 3.96
Dividends per share	$ 0.17	$ 0.15	$ 0.51	$ 0.45

See notes to condensed consolidated financial statements.

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SANDERSON FARMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Nine Months Ended July 31, 2011	Nine Months Ended July 31, 2010
	(In thousands)	
Operating activities		
Net income (loss)	$ (105,515)	$ 87,020
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	37,494	32,771
Non-cash stock compensation	4,079	6,506
Live inventory adjustment	22,000	0
Deferred income taxes	16,089	20
Change in assets and liabilities:		
Accounts receivable, net	10,961	(5,739)
Refundable income taxes	(73,828)	1,567
Inventories	(71,879)	(13,449)
Prepaid expenses and other assets	(7,939)	(4,125)
Accounts payable, accrued expenses and other liabilities	(12,429)	21,697
Total adjustments	(75,452)	39,248
Net cash provided by (used in) operating activities	(180,967)	126,268
Investing activities		
Capital expenditures	(55,091)	(99,403)
Net proceeds from sale of property and equipment	47	31
Net cash used in investing activities	(55,044)	(99,372)
Financing activities		
Principal payments on long-term debt	(505)	(508)
Borrowings from revolving line of credit	182,701	10,000
Payments on revolving line of credit	0	(50,000)
Net proceeds from secondary offering of common stock	0	115,193
Proceeds from issuance of restricted stock under stock compensation plans	748	969
Payments from issuance of common stock under stock compensation plans	(1,024)	(1,579)
Tax benefit on exercised stock options and vesting of restricted stock grants	97	180
Dividends paid	(7,729)	(6,647)
Net cash provided by financing activities	174,288	67,608
Net change in cash and cash equivalents	(61,723)	94,504
Cash and cash equivalents at beginning of period	73,419	8,194
Cash and cash equivalents at end of period	$ 11,696	$ 102,698

Supplemental disclosure of non-cash financing activity		
Dividends payable	$ 3,905	$ 3,498

See notes to condensed consolidated financial statements.

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SANDERSON FARMS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

July 31, 2011

NOTE 1 BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included. Operating results for the three and nine months ended July 31, 2011 are not necessarily indicative of the results that may be expected for the year ending October 31, 2011.

The consolidated balance sheet at October 31, 2010 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. For further information, reference is made to the consolidated financial statements and footnotes thereto included in the Company s annual report on Form 10-K for the year ended October 31, 2010.

NOTE 2 INVENTORIES

Inventories consisted of the following:

	July 31, 2011	October 31, 2010
	(In thousands)	
Live poultry-broilers and breeders	$ 119,748	$ 96,962
Feed, eggs and other	34,971	27,732
Processed poultry	30,835	14,255
Processed food	10,645	8,611
Packaging materials	6,969	5,729
	$ 203,168	$ 153,289

The Company recorded an adjustment to value its live broilers at July 31, 2011 at market values rather than at cost. The value of live chickens, the cost for which is accumulated during the life of a flock as each flock is fed and cared for, is recorded at the lower of cost or market value. Because market prices for corn and soybean meal have increased substantially since October 31, 2010, the projected cost to complete, process and sell broilers included in live inventory at July 31, 2011 is expected to exceed the market value for the finished product. Therefore, the Company s results for the third quarter of fiscal 2011 include a charge of $22.0 million before income taxes to reduce the value of live inventories from cost to market value. The Company s live broiler inventory at October 31, 2010 was recorded at cost, because the projected cost at that time to complete, process and sell broilers in inventory at October 31, 2010 was not expected to exceed the market value of the finished product. The Company recorded the inventory of breeders at July 31, 2011 and October 31, 2010 at cost, less accumulated amortization. Breeders are generally not subject to lower of cost or market reserves due to their longer growing period.

The Company s inventory of live poultry was higher at July 31, 2011 as compared to October 31, 2010 due to significantly higher grain prices and additional units of broilers in inventory at July 31, 2011, as compared to October 31, 2010. The increase in the number of live broilers in inventory at July 31, 2011 resulted from fewer units of live broilers in inventory at October 31, 2010 in anticipation of the holiday season when demand for chicken is historically at its lowest point in the year, as well as having additional units of live poultry in inventory at July 31, 2011 at the new complex in Kinston and Lenoir County, North Carolina.

The increase in inventory of processed poultry resulted primarily from additional units of export product in inventory at July 31, 2011 as compared to October 31, 2010, which resulted from the timing of export sales and additional units of processed poultry at the Company s new complex in Kinston and Lenoir County, North Carolina.

The increase in packaging materials resulted primarily from additional units in inventory at July 31, 2011 as compared to October 31, 2010, at the Company s new complex in Kinston and Lenoir County, North Carolina.

For the nine months ending July 31, 2011, cost of sales include an adjustment of $22.0 million to record live broiler inventory at market value. Also, the Company recorded similar adjustments of $22.3 million and $6.0 million, respectively, at January 31, 2011 and April 30, 2011. These adjustments were necessary because the projected cost at that time to complete, process and sell the broilers was expected to exceed the market value of finished product.

NOTE 3 STOCK COMPENSATION PLANS

Refer to Note 9 in the Company s October 31, 2010 audited financial statements for further information on our employee benefit plans and stock based compensation plans. Total stock based compensation expense during the nine months ended July 31, 2011 and July 31, 2010 was $4,078,000 and $6,506,000, respectively, and is detailed below.

During the nine months ended July 31, 2011, participants in the Company s Management Share Purchase Plan purchased a total of 17,353 shares of restricted stock at an average price of $43.13 per share and the Company issued 4,265 matching restricted shares. During the nine months ended July 31, 2011 and 2010 the Company recorded compensation cost, included in the total stock based compensation expense above, of $148,000 and $211,000, respectively, related to the Management Share Purchase Plan.

On November 1, 2010, the Company entered into performance share agreements that grant certain officers and key employees the right to receive a target number of 86,725 shares of the Company s common stock, subject to the Company s achievement of certain performance measures. The Company also has performance share agreements in place with certain officers and key employees that were entered into during fiscal 2009 and 2010. The aggregate target number of shares specified in performance share agreements outstanding as of July 31, 2011 totaled 204,691. The Company recorded compensation cost, included in the total stock based compensation expense above, of $1,046,000 and $3,076,000 during the nine months ended July 31, 2011 and July 31, 2010, respectively, related to the performance share agreements entered into during fiscal 2009. No compensation cost has been recorded for the performance share agreements entered into in fiscal 2010 and fiscal 2011, as achievement of the applicable performance based criteria is not deemed probable.

On February 17, 2011, the Company granted 86,725 shares of restricted stock to certain officers and key management employees. The restricted stock had a grant date fair value of $43.70 per share and will vest on November 1, 2014. Also on February 17, 2011, the Company granted 25,300 shares of restricted stock to certain outside directors. The restricted stock had a grant date fair value of $43.70 per share and vests one, two or three years from the date of the grant. The Company has non-vested restricted stock grants outstanding that were granted during prior fiscal years to certain officers, key employees and outside directors. The aggregate number of shares outstanding at July 31, 2011 related to all unvested restricted stock grants totaled 567,188. During the nine months ended July 31, 2011 and 2010 the Company recorded compensation cost, included in the total stock based compensation expense above, of $2,884,000 and $3,219,000, respectively, related to restricted stock grants.

NOTE 4 EARNINGS PER SHARE

ASC 260, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities,* clarifies that share-based payment awards entitling holders to receive non-forfeitable dividends before vesting should be considered participating securities and thus included in the calculation of basic earnings per share. These awards are included in the calculation of basic earnings per share under the two-class method, a change that reduces both basic and diluted earnings per share. The two-class method allocates earnings for the period between common shareholders and other security holders.

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The following tables present the calculation of earnings (loss) per share for the three and nine months ended July 31, 2011 and July 31, 2010.

	For the three months ended July 31, 2011 Two-class method	July 31, 2011 Treasury stock method	July 31, 2010 Two-class method	July 31, 2010 Treasury stock method
	(In thousands, except share and per share data)			
Net income (loss)	$ (55,683)	$ (55,683)	$ 36,116	$ 36,116
Distributed and undistributed (earnings) losses to unvested restricted stock	0	0	(908)	0
Distributed and undistributed earnings (losses) to common shareholders Basic	$ (55,683)	$ (55,683)	$ 35,208	$ 36,116
Weighted average shares outstanding Basic	22,142	22,142	22,730	22,730
Weighted average shares outstanding Diluted	22,142	22,142	22,734	23,081
Earnings (loss) per common share Basic	$ (2.51)	$ (2.51)	$ 1.55	$ 1.59
Earnings (loss) per common share Diluted	$ (2.51)	$ (2.51)	$ 1.55	$ 1.56

	For the nine months ended July 31, 2011 Two-class method	July 31, 2011 Treasury stock method	July 31, 2010 Two-class method	July 31, 2010 Treasury stock method
	(In thousands, except share and per share data)			
Net income (loss)	$ (105,515)	$ (105,515)	$ 87,020	$ 87,020
Distributed and undistributed (earnings) losses to unvested restricted stock	0	0	(2,343)	0
Distributed and undistributed earnings (losses) to common shareholders Basic	$ (105,515)	$ (105,515)	$ 84,677	$ 87,020
Weighted average shares outstanding Basic	22,124	22,124	21,370	21,370
Weighted average shares outstanding Diluted	22,124	22,124	21,378	21,725
Earnings (loss) per common share Basic	$ (4.77)	$ (4.77)	$ 3.96	$ 4.07
Earnings (loss) per common share Diluted	$ (4.77)	$ (4.77)	$ 3.96	$ 4.01

NOTE 5 NEW ACCOUNTING PRONOUNCEMENTS

In January 2010, FASB issued ASU 2010-6, Improving Disclosures About Fair Measurements . ASU 2010-6 provides amendments to subtopic 820-10 that require separate disclosure of significant transfers in and out of Level 1 and Level 2 fair value measurements and the presentation of separate information regarding purchases, sales, issuances and settlements for Level 3 fair value measurements. Additionally, ASU 2010-6 provides amendments to subtopic 820-10 that clarify existing disclosures about the level of disaggregation and inputs and valuation techniques. ASU 2010-6 is effective for financial statements issued for interim and annual periods ending after December 15, 2010. The adoption of ASU 2010-6 did not have a material impact on the Company s consolidated financial position, results of operations or cash flows.

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NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts for cash and temporary cash investments approximate their fair values. Fair values for debt are based on quoted market prices or published forward interest rate curves. The fair value and carrying value of the Company s borrowings under its credit facilities, long-term debt and capital lease obligations were as follows:

	July 31, 2011		October 31, 2010	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Total Debt (in millions)	$247	$245	$71	$63

NOTE 7 OTHER MATTERS

The Company is involved in various claims and litigation incidental to its business. Although the outcome of these matters cannot be determined with certainty, management, upon the advice of counsel, is of the opinion that the final outcome should not have a material effect on the Company s consolidated results of operations, financial position or cash flows.

The Company recognizes the costs of legal defense for the legal proceedings to which it is a party in the periods incurred. After a considerable analysis of each case, the Company determines the amount of reserves required, if any. At this time, the Company has not accrued any reserve for any of these matters. Future reserves may be required if losses are deemed reasonably estimable and probable due to changes in the Company s assumptions, the effectiveness of legal strategies, or other factors beyond the Company s control. Future results of operations may be materially affected by the recording of reserves or by accruals of losses to reflect any adverse determinations in these legal proceedings.

NOTE 8 CREDIT AGREEMENT

On February 23, 2011, the Company entered into a new revolving credit facility to, among other things, increase the available credit to $500.0 million from $300.0 million, and to increase the annual capital expenditure limitation to $60.0 million during fiscal year 2011 and $55.0 million for fiscal years 2012, 2013, 2014 and 2015, plus, for each year, up to $10.0 million permitted to be spent in the preceding fiscal year but not actually spent therein. The capital expenditure limitation for fiscal 2011, with the permitted carry over, is $70.0 million. The new credit facility also permits the Company to spend up to $115.0 million in capital expenditures on the construction of a second poultry complex in North Carolina, which expenditures are in addition to the annual limits. Under the new revolving credit facility the Company may not exceed a maximum debt to total capitalization ratio of 55% from the date of the agreement through October 30, 2014, and 50% thereafter. The Company has a one-time right, at any time during the Company s fiscal year ending October 31, 2011 or October 31, 2012, to increase the maximum debt to total capitalization ratio then in effect by 5% for the four fiscal quarters beginning on the first day of the fiscal quarter during which the Company gives written notice of its intent to exercise this right. The credit remains unsecured and, unless extended, will expire on February 23, 2016. As of July 31, 2011, the Company had borrowed $182.7 million under the revolving credit facility and had $9.6 million in outstanding letters of credit under the facility. As of August 22, 2011, the Company had borrowed $182.7 million under the revolving credit facility, leaving $307.7 million available under the revolving credit facility.

NOTE 9 INCOME TAXES

The Company has recorded a refundable income tax asset of $73.8 million related to the current year benefit on taxable issues. Taxable income in the two-year carryback period and credit carryforwards are sufficient to support the collectability of this asset.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders

Sanderson Farms, Inc.

We have reviewed the condensed consolidated balance sheet of Sanderson Farms, Inc. and subsidiaries as of July 31, 2011, and the related condensed consolidated statements of operations for the three-month and nine-month periods ended July 31, 2011 and 2010 and the condensed consolidated statements of cash flows for the nine-month periods ended July 31, 2011 and 2010. These financial statements are the responsibility of the Company s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Sanderson Farms, Inc. and subsidiaries as of October 31, 2010, and the related consolidated statements of operations, stockholders equity, and cash flows for the year then ended not presented herein, and in our report dated December 13, 2010, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of October 31, 2010, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

New Orleans, Louisiana

August 25, 2011

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

General

The following Discussion and Analysis should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations included in Item 7 of the Company s Annual Report on Form 10-K for its fiscal year ended October 31, 2010.

This Quarterly Report, other periodic reports filed by the Company under the Securities Exchange Act of 1934, and other written or oral statements made by it or on its behalf, may include forward-looking statements, which are based on a number of assumptions about future events and are subject to various risks, uncertainties and other factors that may cause actual results to differ materially from the views, beliefs and estimates expressed in such statements. These risks, uncertainties and other factors include those discussed under Risk Factors in the Company s Annual Report on Form 10-K for the year ended October 31, 2010, and in its subsequent Quarterly Reports on Form 10-Q filed with the SEC and the following:

(1) Changes in the market price for the Company s finished products and feed grains, both of which may fluctuate substantially and exhibit cyclical characteristics typically associated with commodity markets.

(2) Changes in economic and business conditions, monetary and fiscal policies or the amount of growth, stagnation or recession in the global or U.S. economies, either of which may affect the value of inventories, the collectability of accounts receivable or the financial integrity of customers, and the ability of the end user or consumer to afford protein.

(3) Changes in the political or economic climate, trade policies, laws and regulations or the domestic poultry industry of countries to which the Company or other companies in the poultry industry ship product, and other changes that might limit the Company s or the industry s access to foreign markets.

(4) Changes in laws, regulations, and other activities in government agencies and similar organizations applicable to the Company and the poultry industry and changes in laws, regulations and other activities in government agencies and similar organizations related to food safety.

(5) Various inventory risks due to changes in market conditions.

(6) Changes in and effects of competition, which is significant in all markets in which the Company competes, and the effectiveness of marketing and advertising programs. The Company competes with regional and national firms, some of which have greater financial and marketing resources than the Company.

(7) Changes in accounting policies and practices adopted voluntarily by the Company or required to be adopted by accounting principles generally accepted in the United States.

(8) Disease outbreaks affecting the production performance and/or marketability of the Company s poultry products, or the contamination of its products.

(9) Changes in the availability and cost of labor and growers.

(10) The loss of any of the Company s major customers.

(11) Inclement weather that could hurt Company flocks or otherwise adversely affect the Company s operations, or changes in global weather patterns that could impact the supply of feed grains.

(12) Failure to respond to changing consumer preferences.

(13) Failure to successfully and efficiently start up and run a new plant or integrate any business the Company might acquire.

Readers are cautioned not to place undue reliance on forward-looking statements made by or on behalf of Sanderson Farms. Each such statement speaks only as of the day it was made. The Company undertakes no

obligation to update or to revise any forward-looking statements. Most of the factors described above cannot be controlled by the Company. When used in this report, the words believes , estimates , plans , expects , should , outlook , and anticipates and similar expressions as they the Company or its management are intended to identify forward-looking statements. Examples of forward-looking statements include statements about management s beliefs about future earnings, sales, demand for fresh chicken, future chicken market prices and future grain prices.

The Company s poultry operations are integrated through its control of all functions relative to the production of its chicken products, including hatching egg production, hatching, feed manufacturing, raising chickens to marketable age (grow out), processing, and marketing. Consistent with the poultry industry, the Company s profitability is substantially impacted by the market prices for its finished products and feed grains, both of which may fluctuate substantially and exhibit cyclical characteristics typically associated with commodity markets. Other costs, excluding feed grains, related to the profitability of the Company s poultry operations, including hatching egg production, hatching, growing, and processing cost, are responsive to efficient cost containment programs and management practices.

The Company s prepared chicken product line includes approximately 60 institutional and consumer packaged chicken items that it sells nationally, primarily to distributors and food service establishments. A majority of the prepared chicken items are made to the specifications of food service users.

Sanderson Farms announced plans on April 24, 2008, to invest approximately $126.5 million for construction of a new feed mill, poultry processing plant and hatchery on separate sites in Kinston and Lenoir County, North Carolina. On June 26, 2008, the Company announced its decision to postpone the project due to market conditions and escalating grain prices. On July 23, 2009, the Company announced plans to proceed with the construction and start-up of the Company s Kinston, North Carolina, poultry complex with a revised budget of approximately $121.4 million. The new complex was completed within budget and initial operations began as expected during January 2011. The Kinston facilities comprise a state-of-the-art poultry complex with the capacity, at full production, to process 1,250,000 birds per week for the retail chill pack market. At full capacity, which is expected to be reached during January 2012, the complex will employ approximately 1,500 people, will require 130 contract growers, and will be equipped to process and sell 6.7 million pounds per week of dressed poultry meat. During the third quarter of fiscal 2011 the new Kinston processing plant sold 36.7 million pounds of dressed poultry meat.

On March 29, 2010, the Company announced intentions to construct a potential second new poultry complex in North Carolina, subject to various contingencies including, among others, obtaining an acceptable economic incentive package from the state and local governments. The Company announced on February 24, 2011 that this new complex will be placed on hold pending improvement in market fundamentals, including assurance that the supply of corn and other feed grains in the United States and the world will be adequate to meet the demands of end users of such grains at reasonable prices. The project, if completed, will consist of an expansion of the feed mill for the Kinston, North Carolina plant, a hatchery, a processing plant with capacity to process 1.25 million chickens per week and a waste water treatment facility. At full capacity, the plant is expected to employ approximately 1,100 people, will require approximately 150 contract growers and will be equipped to process and sell 8.9 million pounds of dressed poultry per week. We will need to indentify a site, obtain permits, enter into construction contracts and complete construction before the complex can open. See The construction and potential benefits of our new North Carolina facilities are subject to risks and uncertainties in the Risk Factors Section of our Annual Report on Form 10-K for the year ended October 31, 2010.

On February 23, 2011, the Company entered into a new revolving credit facility to, among other things, increase the available credit to $500.0 million from $300.0 million, and to increase the annual capital expenditure limitation to $60.0 million during fiscal year 2011 and $55.0 million for fiscal years 2012, 2013, 2014 and 2015, plus, for each year, up to $10.0 million permitted to be spent in the preceding fiscal year but not actually spent therein. The capital expenditure limitation for fiscal 2011, with the permitted carry over, is $70.0 million. The new credit facility also permits the Company to spend up to $115.0 million in capital expenditures on the construction of a second poultry complex in North Carolina, which expenditures are in addition to the annual limits. Under the new revolving credit facility the Company may not exceed a maximum debt to total capitalization ratio of 55% from the date of the agreement through October 30, 2014, and 50% thereafter. The Company has a one-time right, at any time during the Company s fiscal year ending October 31, 2011 or October 31, 2012, to increase the maximum debt to total capitalization ratio then in effect by 5% for the four fiscal quarters beginning on the first day of the fiscal quarter during which the Company gives written notice of its intent to exercise this right. The credit remains unsecured and, unless extended, will expire on February 23, 2016.

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EXECUTIVE OVERVIEW OF RESULTS

During the third quarter and first nine months of fiscal 2011, the Company s margins decreased primarily as a result of higher costs of feed grains in flocks sold and lower overall market prices for poultry products as compared to the same periods during fiscal 2010. While demand for fresh chicken in the retail grocery store market has been stable, demand from food service customers has remained soft as the overall supply of poultry meat in the United States has increased, resulting in overall lower market prices for poultry products during the third quarter and first nine months of fiscal 2011 as compared to the same periods during fiscal 2010. Although leading indicators point to fewer chickens being processed this fall, we believe demand from food service customers will remain weak until overall economic conditions in the United States, employment data and consumer confidence improve. The costs of corn and soybean meal have increased significantly due to several factors, including lower than expected yields of both corn and soybeans during the 2010 crop year and uncertainty regarding the size and quality of the 2011 crop. In a report published August 11, 2011, the USDA lowered its yield estimates for the 2011 corn and soybean crops in the United States, creating more uncertainty regarding the supply of both grains for next year. The Company has priced a significant portion of its grain needs for fiscal 2011. If the remaining needs were priced at August 22, 2011 market prices, including the additional volume needed during fiscal 2011, cash feed grain prices would be approximately $340.8 million higher during fiscal 2011 as compared to fiscal 2010.

RESULTS OF OPERATIONS

Net sales during the third quarter of fiscal 2011 were $511.2 million as compared to $489.1 million during the third quarter of fiscal 2010, an increase of $22.1 million or 4.5%. Net sales of poultry products for the third quarter of fiscal 2011 and fiscal 2010 were $484.2 million and $456.5 million, respectively, an increase of $27.7 million or 6.1%. The increase in net sales of poultry products resulted from an increase in the pounds of poultry products sold of 14.4%, partially offset by a decrease in the average sales price of poultry products of 7.3%. During the third quarter of fiscal 2011 the Company sold 717.9 million pounds of poultry products compared to 627.4 million pounds during the third quarter of fiscal 2010, an increase of 90.5 million pounds or 14.4%. The Company processed approximately 60.8 million more pounds of poultry products during the third quarter of fiscal 2011 as compared to the third quarter of 2010. The new Kinston complex began initial operations during January 2011 and sold 36.7 million pounds of poultry products during the third quarter of fiscal 2011, or 5.1% of the Company s total poultry pounds sold during the third quarter of fiscal 2011. The Company expects the new Kinston complex to process 51.1 million pounds of dressed poultry during the fourth quarter of fiscal 2011. Overall market prices for poultry products decreased during the third quarter of fiscal 2011 as compared to the third quarter of fiscal 2010 as a result of an increase in the supply of poultry products and sluggish demand from food service customers. Urner Barry market prices for boneless breast meat, tenders and jumbo wings decreased significantly during the third quarter of fiscal 2011 as compared to the third quarter of fiscal 2010 by 22.0%, 23.0% and 27.5%, respectively. However, the impact of these decreases was partially offset by an improvement in the average Urner Barry price for bulk leg quarters of 24.3%, as compared to the same period a year ago. The average market price for Georgia Dock whole birds changed only slightly during the third quarter of fiscal 2011 as compared to the third quarter of fiscal 2010, decreasing by 0.3%. Net sales of prepared chicken products for the three months ended July 31, 2011 and 2010 were $27.0 million and $32.6 million, respectively, a decrease of 17.2%, resulting primarily from a decrease in the pounds of prepared chicken products sold of 15.8% from 16.6 million pounds during the third quarter of fiscal 2010 to 14.0 million pounds sold during the third quarter of fiscal 2011.

Net sales during the nine months ended July 31, 2011 were $1,418.2 million as compared to $1,396.3 million during the nine months ended July 31, 2010. Net sales of poultry products during the nine months ended July 31, 2011 and 2010 were $1,337.9 million as compared to $1,304.8 million, respectively, an increase of $33.1 million or 2.5%. The increase in net sales of poultry products resulted from an increase in the pounds of poultry products sold of 7.3%, offset by a decrease in the average sales price of poultry products of 4.5%. During the nine months ended July 31, 2011 the Company sold 2,019.3 million pounds of poultry products, up from 1,881.5 million pounds during the nine months ended July 31, 2011, an increase of 137.7 million pounds primarily as a result of the pounds sold from the new Kinston complex. The new Kinston complex began initial operation during January 2011 and sold 70.3 million pounds of poultry through July 31, 2011, or 3.5% of the Company s total poultry pounds sold during

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the nine months ended July 31, 2011. Overall market prices for poultry products decreased during the nine months ended July 31, 2011 as compared to the nine months ended July 31, 2010 as a result of an increase in the supply of poultry products and sluggish demand from food service customers. Urner Barry market prices for boneless breast meat, tenders and jumbo wings decreased significantly during the first nine months of fiscal 2011 as compared to the first nine months of fiscal 2010 by 12.8%, 12.7% and 37.0%, respectively. However, the impact of these decreases was partially offset by improvements in the average Urner Barry prices for bulk leg quarters and the average market price for Georgia Dock whole birds of 15.2% and 1.7%, respectively, as compared to the same period a year ago. Net sales of prepared chicken products for the nine months ended July 31, 2011 and 2010 were $80.3 million and $91.5 million, respectively, or a decrease of 12.3%, resulting from a decrease in the average sales price of prepared chicken products sold of 2.0% and a decrease in the pounds of prepared chicken products sold of 10.5% from 45.8 million pounds during the nine months ended July 31, 2010 to 41.0 million pounds sold during the nine months ended July 31, 2011.

Cost of sales for the third quarter of fiscal 2011 was $556.6 million as compared to $409.8 million during the third quarter of fiscal 2010, an increase of $146.8 million or 35.8%. Cost of sales of poultry products sold during the third quarter of fiscal 2011 as compared to the third quarter of fiscal 2010 were $531.9 million and $379.0 million, respectively, an increase of $152.9 million or 40.3%. As illustrated in the table below, the increase in the cost of sales of poultry products sold resulted from an increase in feed costs of $0.1255 per pound or 45.4% and an increase in the pounds of poultry products sold of 14.4%.

Poultry Cost of Sales

(In thousands, except per pound data)

	Third Quarter 2011		Third Quarter 2010		Incr/(Decr)	
Description	**Dollars**	**Per Pnd**	**Dollars**	**Per Pnd**	**Dollars**	**Per Pnd**
Feed in broiler flocks sold	$288,464	$ 0.4018	$173,357	$0.2763	$ 115,107	$ 0.1255
All other cost of sales	$249,461	$ 0.3475	$205,652	$0.3278	$ 43,809	$ 0.0197
Total poultry cost of sales	$537,925	$ 0.7493	$379,009	$0.6041	$ 158,916	$ 0.1452
Poultry Pounds Sold	717,907		627,368			

Note (1) The $6.0 million live inventory adjustment recorded at the end of the second fiscal quarter and described in Inventories below has been neutralized for comparative purposes.

The average cost of feed in broiler flocks sold during the third quarter of fiscal 2011 as compared to the same quarter a year ago increased $115.1 million or $0.1255 per pound. Excluding feed in broiler flocks sold, all other costs of sales increased $43.8 million, or $0.0197 per pound of poultry products sold compared to the same period a year ago. These other costs of sales of poultry products include labor, contract grower pay, packaging, freight and certain fixed costs, among other costs, including those same costs incurred at the new Kinston, North Carolina complex during the third quarter of fiscal 2011. The new Kinston complex will have a higher average cost of sales per pound than similar Company complexes, excluding feed costs, until the new Kinston complex reaches full capacity during the second quarter of fiscal 2012. Higher per pound costs at Kinston were the primary factor for the increase per pound of all other cost of sales of $0.0197 during the third quarter of fiscal 2011 as compared to the third quarter of fiscal 2010. Costs of sales of the Company s prepared chicken products were $24.7 million as compared to $30.8 million during fiscal 2010, a decrease of $6.1 million or 20.0% and is reflective of the decrease in pounds sold of prepared chicken products.

Cost of sales for the nine months ended July 31, 2011 was $1,500.9 million as compared to $1,200.0 million during the nine months ended July 31, 2010, an increase of $300.9 million or 25.1%. Cost of sales of poultry products sold during the nine months ended July 31, 2011 as compared to the same nine months during fiscal 2010 were $1,428.4 million and $1,116.8 million, respectively, an increase of $311.6 million or 27.9%. As illustrated in the table below, the increase in the cost of sales of poultry products sold resulted from an increase in feed costs of $0.1003 per pound or 36.1% and an increase in the pounds of poultry products sold of 7.3%.

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Poultry Cost of Sales

(In thousands, except per pound data)

	YTD 2011		YTD 2010		Incr/(Decr)	
Description	**Dollars**	**Per Pnd**	**Dollars**	**Per Pnd**	**Dollars**	**Per Pnd**
Feed in broiler flocks sold	$ 763,016	$ 0.3779	$ 522,245	$ 0.2776	$ 240,771	$ 0.1003
All other cost of sales	$ 665,405	$ 0.3295	$ 594,517	$ 0.3160	$ 70,888	$ 0.0136
Total poultry cost of sales	$ 1,428,421	$ 0.7074	$1,116,762	$ 0.5935	$ 311,659	$ 0.1139
Poultry Pounds Sold	2,019,288		1,881,545			

The average cost of feed in broiler flocks sold during the first nine months of fiscal 2011 as compared to the first nine months of fiscal 2010 increased $240.8 million or $0.1003 per pound. Excluding feed in broiler flocks sold, all other costs of sales increased $70.9 million, or an increase of $0.0136 per pound of poultry products sold compared to the same period a year ago. These other costs of sales of poultry products include labor, contract grower pay, packaging, freight and certain fixed costs, among other costs, including those same costs incurred at the new Kinston, North Carolina complex during the first nine months of fiscal 2011. The new Kinston complex will have a higher average cost of sales per pound than similar Company complexes, excluding feed costs, until the new Kinston complex reaches full capacity during the second quarter of fiscal 2012. Higher per pound costs at Kinston were the primary factor for the increase per pound of all other cost of sales of $0.0136 during the first nine months of fiscal 2011 as compared to the first nine months of fiscal 2010. Costs of sales of the Company s prepared chicken products during the first nine months of fiscal 2011 were $72.5 million as compared to $83.2 million during the same period of fiscal 2010, a decrease of $10.7 million or 12.9% and is reflective of the decrease in pounds sold of prepared chicken products.

The Company recorded a charge of $22.0 million to lower the value of live broiler inventories on hand at July 31, 2011 from cost to market value, which resulted primarily from the significant increase in costs for corn and soybean meal. When market conditions are favorable, the Company values the broiler inventories on hand at cost, and accumulates costs as the birds are grown to a marketable age subsequent to the balance sheet date. However, the Company estimates that the cost to grow live birds in inventory on July 31, 2011 to a marketable age and then process and distribute those birds during August and September 2011 will be higher than the anticipated sales price during those months. Accordingly, the Company adjusted the value of live inventory from cost to estimated market value.

Selling, general and administrative costs during the three and nine months ended July 31, 2011 were $17.0 million and $54.2 million, respectively. Selling, general and administrative costs during the three and nine months ended July 31, 2010 were $24.9 million and $60.5 million, respectively. The following table includes the components of selling, general and administrative costs for the three and nine months ended July 31, 2011 and 2010.

Selling, General and Administrative Cost
(in thousands)

	Quarter		Year to Date	
	2011	2010	2011	2010
Start up expense-Kinston N.C.	$ 0	$ 1,602	$ 4,502	$ 2,737
Trainee expense	1,185	1,162	3,560	3,374
Stock compensation expense	1,222	2,452	3,852	6,506
Bonus Expense	0	4,718	0	4,718
ESOP expense	0	2,678	0	5,978
All other S,G & A	14,602	12,287	42,319	37,223
Total S,G & A	$ 17,009	$ 24,899	$ 54,233	$ 60,536

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As illustrated in the table above, the decrease in selling, general and administrative costs for the three and nine months ended July 31, 2011 as compared to the same periods during fiscal 2010 resulted from accruals during the second and third quarter of fiscal 2010 to the Company s Employee Stock Ownership Plan and Bonus Award Program. Contributions to these programs are based on profitability, and accordingly, no such accrual has been recorded during the three or nine months ended July 31, 2011.

The Company s operating loss for the third quarter of fiscal 2011 was $84.4 million as compared to operating income of $54.4 million for the third quarter of fiscal 2010, a decrease of $138.8 million. For the first nine months of fiscal 2011 the Company s operating loss was $158.9 million as compared to operating income for the first nine months of fiscal 2010 of $135.8 million, a decrease of $294.7 million. The reduction in the Company s operating margin during fiscal 2011 as compared to fiscal 2010 resulted primarily from higher cost of feed grains included in flocks sold and a decline in overall market prices of poultry products, as described above.

Interest expense during the three and nine months ended July 31, 2011 was $2.0 million and $4.0 million as compared to interest expense during the three and nine months ended July 31, 2010 of $277,000 and $2.6 million, respectively. The Company capitalized $630,000 of interest costs during fiscal 2011 to the construction of the new complex in Kinston and Lenoir County, North Carolina, all of which was capitalized during November and December 2010 prior to the start up of operations in January 2011. During the first nine months of fiscal 2010 the Company capitalized approximately $1.0 million of interest cost to the construction of the new complex in Kinston and Lenoir County, North Carolina. The Company expects interest expense to be higher during the fourth quarter of fiscal 2011 as compared to the fourth quarter of fiscal 2010, resulting from increased borrowings from the Company s revolving credit facility.

The Company s effective tax rates for the third quarter and first nine months of fiscal 2011 were 35.6% and 35.0% respectively as compared to 33.3% and 34.7% for the corresponding periods during fiscal 2010. The Company s effective tax rate differs from the statutory federal rate due to state income taxes, certain nondeductible expenses for federal income tax purposes and certain state and federal tax credits. The Company expects the effective tax rate to be 35.0% during the fourth quarter of fiscal 2011.

The net loss during the three and nine months ended July 31, 2011 was $55.7 million or $2.51 per share and $105.5 million or $4.77 per share, respectively. Net income for the three and nine months ended July 31, 2010 was $36.1 million or $1.55 per share and $87.0 million or $3.96 per share, respectively.

Liquidity and Capital Resources

The Company s working capital, calculated by subtracting current liabilities from current assets, at July 31, 2011 was $302.1 million and its current ratio, calculated by dividing current assets by current liabilities, was 3.8 to 1. The Company s working capital and current ratio at October 31, 2010 were $238.2 million and 3.2 to 1, respectively. These measures reflect the Company s ability to meet its short term obligations and are included here as a measure of the Company s short term liquidity. The Company s principal sources of liquidity during fiscal 2011 include cash on hand at October 31, 2010 and borrowings under the Company s revolving credit facility with nine banks. As described below, on February 23, 2011 the Company entered into a new revolving credit facility to, among other things, increase the line of credit to $500.0 million from $300.0 million and to extend the terms until 2016 from 2013. As of July 31, 2011, the Company had borrowed $182.7 million under the revolving credit facility and had $9.6 million outstanding in letters of credit. As of August 22, 2011, the Company had borrowed $182.7 million, leaving $307.7 million available under the new revolving credit facility.

The Company s cash position at July 31, 2011 and October 31, 2010 consisted of $11.7 million and $73.4 million, respectively, in cash and cash equivalents. The Company s ability to invest cash is limited by covenants in its revolving credit agreement to short term, conservative investments. All of the Company s cash at July 31, 2011 and October 31, 2010 was held in checking accounts and highly liquid, overnight investment accounts maintained at two banks. There were no restrictions on the Company s access to its cash and cash investments, and such cash and cash investments were available to the Company on demand to fund its operations.

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Cash flows provided by (used in) operating activities during the first nine months of fiscal 2011 and fiscal 2010 were ($181.0) million and $126.3 million, respectively. The decrease in cash flows from operating activities of $307.3 million resulted primarily from higher prices for feed grains, lower overall market prices for poultry products, and funds required to pay for additional inventories of live and processed poultry at the new Kinston facility during the first nine months of fiscal 2011 as compared to the first nine months of fiscal 2010.

Cash flows used in investing activities during the first nine months of fiscal 2011 and 2010 were $55.0 million and $99.4 million, respectively. The Company s capital expenditures during the first nine months of fiscal 2011 were $55.1 million and included $17.5 million for the Company s new Kinston and Lenoir County, North Carolina complex. During the first nine months of fiscal 2010, the Company spent approximately $99.4 million on capital expenditures including $68.1 million for the company s new Kinston and Lenoir County, North Carolina complex. Excluding the Kinston and Lenoir County complex, the Company s capital expenditures during the first nine months of fiscal 2011 and 2010 were $37.6 million and $31.3 million, respectively.

Cash flows provided by financing activities during the first nine months of fiscal 2011 and 2010 were $174.3 million and $67.6 million, respectively. During the first nine months of fiscal 2011, the Company s unfavorable profit margin required it to use cash on hand at the beginning of fiscal 2011, as well as borrowings under the revolving credit facility to fund operations and to invest in fixed assets and inventories at the Company s new complex in Kinston and Lenoir County, North Carolina. During fiscal 2010 the Company s operating margin was adequate to fund operations and to invest in fixed assets at the Company s new complex in Kinston and Lenoir County, North Carolina. On April 7, 2010 the Company sold 2.3 million shares of its common stock at $53.00 per share pursuant to its shelf registration statement described below, resulting in net proceeds of approximately $115.0 million. The Company used $40.0 million of the proceeds from the sale of the stock to pay off the outstanding draws under its revolving credit facility, with the remaining proceeds used to finance a portion of the construction of its new retail poultry complex in Kinston, North Carolina, to invest in cash equivalents for working capital, and general corporate purposes.

The Company s capital budget for fiscal 2011 is approximately $61.8 million and will be funded by cash on hand at October 31, 2010, internally generated working capital, cash flows from operations and, as needed, draws under the Company s revolving line of credit facility. The fiscal 2011 capital budget does not include approximately $11.9 million in vehicle operating leases, of which $7.2 million are for vehicles to be used at the Kinston, North Carolina complex. The fiscal 2011 capital budget includes $4.8 million in quality control equipment that was carried forward from the Company s fiscal 2010 capital budget and $5.0 million for software replacement.

On October 9, 2008, the Company announced that it filed a Form S-3 shelf registration statement with the Securities and Exchange Commission to register for possible future sale shares of the Company s common and/or preferred stock at an aggregate offering price not to exceed $1.0 billion. The stock may be offered by the Company in amounts, at prices and on terms to be determined by the board of directors if and when shares are issued.

On March 29, 2010 the Company announced that it had commenced an underwritten registered public offering of 2,000,000 shares of its common stock under its shelf registration statement. In connection with this offering, the Company granted the underwriters a 30-day option to purchase up to an additional 300,000 shares of common stock to cover over-allotments, if any. On April 7, 2010 the Company announced the closing of its underwritten registered public offering of 2,300,000 shares of its common stock, including 300,000 shares issued in connection with the underwriters exercise of their over-allotment option. The offering price to the public was $53.00 per share. The Company also announced it intended to use the net proceeds from the offering, together with other funds, to finance the construction of its new retail poultry complex in Kinston, North Carolina, and a second potential complex to be located in North Carolina, discussed below. Pending such uses, net proceeds from the offering were used to reduce indebtedness and to invest in cash and cash equivalents. The Company has used some of the invested proceeds as working capital and for general corporate purposes.

Sanderson Farms announced plans on April 24, 2008, to invest approximately $126.5 million for construction of a new feed mill, poultry processing plant and hatchery on separate sites in Kinston and Lenoir County, North Carolina. On June 26, 2008, the Company announced its decision to postpone the project due to market conditions and escalating grain prices. On July 23, 2009, the Company announced plans to proceed with the construction and start-up of the Company s Kinston, North Carolina, poultry complex with a revised budget of approximately $121.4 million. The new complex was completed within budget and with initial operations beginning as expected during

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January 2011. The Kinston facilities comprise a state-of-the-art poultry complex with the capacity at full production to process 1,250,000 birds per week for the retail chill pack market. At full capacity, which is expected to be reached during January 2012, the complex will employ approximately 1,500 people, will require 130 contract growers, and will be equipped to process and sell 6.7 million pounds per week of dressed poultry meat.

On March 29, 2010, the Company announced intentions to construct a potential second new poultry complex in North Carolina, subject to various contingencies including, among others, obtaining an acceptable economic incentive package from the state and local governments. The Company announced on February 24, 2011 that this new complex would be placed on hold pending improvement in market fundamentals, including assurance that the supply of corn and other feed grains in the United States and the world will be adequate to meet the demands of end users of such grains at reasonable prices. The project, if completed, will consist of an expansion of the feed mill for the Kinston, North Carolina plant, a hatchery, a processing plant with capacity to process 1.25 million chickens per week and a waste water treatment facility. At full capacity, the plant is expected to employ approximately 1,100 people, will require approximately 150 contract growers and will be equipped to process and sell 8.9 million pounds of dressed poultry per week. We will need to indentify a site, obtain permits, enter into construction contracts and complete construction before the complex can open. See The construction and potential benefits of our new North Carolina facilities are subject to risks and uncertainties in the Risk Factors Section of our Annual Report on Form 10-K for the year ended October 31, 2010.

On February 23, 2011, the Company entered into a new revolving credit facility to, among other things, increase the available credit to $500.0 million from $300.0 million, and to increase the annual capital expenditure limitation to $60.0 million during fiscal year 2011 and $55 million for fiscal years 2012, 2013, 2014 and 2015, plus, for each year, up to $10.0 million permitted to be spent in the preceding fiscal year but not actually spent therein. The capital expenditure limitation for fiscal 2011, with the permitted carry over, is $70.0 million. The new credit facility also permits the Company to spend up to $115.0 million in capital expenditures on the construction of a second poultry complex in North Carolina, which expenditures are in addition to the annual limits. Under the new revolving credit facility the Company may not exceed a maximum debt to total capitalization ratio of 55% from the date of the agreement through October 30, 2014, and 50% thereafter. The Company has a one-time right, at any time during the Company s fiscal year ending October 31, 2011 or October 31, 2012, to increase the maximum debt to total capitalization ratio then in effect by 5% for the four fiscal quarters beginning on the first day of the fiscal quarter during which the Company gives written notice of its intent to exercise this right. The credit remains unsecured and, unless extended, will expire on February 23, 2016. As of July 31, 2011, the Company had borrowed $182.7 million under the revolving credit facility and had $9.6 million in outstanding letters of credit. As of August 22, 2011, the Company had borrowed $182.7 million under the revolving credit facility, leaving $307.7 million available under the revolving credit facility.

The Company regularly evaluates both internal and external growth opportunities, including acquisition opportunities and the possible construction of new production assets, and conducts due diligence activities in connection with such opportunities. The cost and terms of any financing to be raised in conjunction with any growth opportunity, including the Company s ability to raise debt or equity capital on terms and at costs satisfactory to the Company, and the effect of such opportunities on the Company s balance sheet, are critical considerations in any such evaluation.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting standards generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates and assumptions, and the differences could be material.

The Company s Summary of Significant Accounting Policies, as described in Note 1 of the Notes to the Consolidated Financial Statements that are filed with the Company s latest report on Form 10-K, should be read in conjunction with this Management s Discussion and Analysis of Financial Condition and Results of Operations. Management believes that the critical accounting policies and estimates that are material to the Company s Consolidated Financial Statements are those described below.

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Allowance for Doubtful Accounts

In the normal course of business, the Company extends credit to its customers on a short-term basis. Although credit risks associated with our customers are considered minimal, the Company routinely reviews its accounts receivable balances and makes provisions for probable doubtful accounts. In circumstances where management is aware of a specific customer s inability to meet its financial obligations to the Company, a specific reserve is recorded to reduce the receivable to the amount expected to be collected. If circumstances change (i.e., higher than expected defaults or an unexpected material adverse change in a major customer s ability to meet its financial obligations to us), our estimates of the recoverability of amounts due us could be reduced by a material amount, and the allowance for doubtful accounts and related bad debt expense would increase by the same amount.

Inventories

Processed food and poultry inventories and inventories of feed, eggs, medication and packaging supplies are stated at the lower of cost (first-in, first-out method) or market value. If market prices for poultry or feed grains move substantially lower, the Company would record adjustments to write down the carrying values of processed poultry and feed inventories to fair market value, which would increase the Company s costs of sales.

Live poultry inventories of broilers are stated at the lower of cost or market value and breeders at cost less accumulated amortization. The cost associated with broiler inventories, consisting principally of chicks, feed, medicine and payments to the growers who raise the chicks for us, are accumulated during the growing period. The cost associated with breeder inventories, consisting principally of breeder chicks, feed, medicine and grower payments are accumulated during the growing period. Capitalized breeder costs are then amortized over nine months using the straight-line method. Mortality of broilers and breeders is charged to cost of sales as incurred. If market prices for chicken, feed or medicine or if grower payments increase (or decrease) during the period, the Company could have an increase (or decrease) in the market value of its inventory as well as an increase (or decrease) in costs of sales. Should the Company decide that the nine month amortization period used to amortize the breeder costs is no longer appropriate as a result of operational changes, a shorter (or longer) amortization period could increase (or decrease) the costs of sales recorded in future periods. High mortality from disease or extreme temperatures would result in abnormal charges to cost of sales to write-down live poultry inventories.

On July 31, 2011, April 30, 2011 and January 31, 2011, the Company recorded a $22.0 million, $6.0 million and $22.3 million adjustment, respectively, to reduce the value of its inventory of live broilers from cost to market value. These adjustments were determined by estimating the extent to which the accumulated cost of live poultry inventories of broilers at July 31, 2011, April 30, 2011 and January 31, 2011, plus the estimated remaining costs of their grow-out, processing, marketing and sale, exceeded the ultimate expected sales prices of finished products resulting from the processing of such broiler inventories. In making these adjustments, the value of no individual live broiler flock was reduced below zero at the end of each fiscal quarter. The Company used the latest available information in making these estimates, including the expected cost of grain needed to complete the grow-out of live inventories and the expected market prices for the finished products. However, as with any sensitive estimate, there are uncertainties inherent in making forward-looking projections and the Company s actual results could vary from those estimated. Breeders are generally not subject to lower of cost or market reserves due to their longer growing period.

Long-Lived Assets

Depreciable long-lived assets are primarily comprised of buildings and machinery and equipment. Depreciation is provided by the straight-line method over the estimated useful lives, which are 15 to 39 years for buildings and 3 to 12 years for machinery and equipment. An increase or decrease in the estimated useful lives would result in changes to depreciation expense.

The Company continually evaluates the carrying value of its long-lived assets for events or changes in circumstances that indicate that the carrying value may not be recoverable. As part of this evaluation, the Company estimates the future cash flows expected to result from the use of the asset and its eventual disposal. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized to reduce the carrying value of the long-lived asset to the estimated fair value of the asset. If the Company s assumptions with respect to the future expected cash flows associated with the use of

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long-lived assets currently recorded change, then the Company s determination that no impairment charges are necessary may change and result in the Company recording an impairment charge in a future period. The Company did not identify any indicators of impairment during the current fiscal period.

Accrued Self Insurance

Insurance expense for workers compensation benefits and employee-related health care benefits are estimated using historical experience and actuarial estimates. Stop-loss coverage is maintained with third party insurers to limit the Company s total exposure. Management regularly reviews the assumptions used to recognize periodic expenses. Any resulting adjustments to accrued claims are reflected in current operating results. If historical experience proves not to be a good indicator of future expenses, if management were to use different actuarial assumptions, or if there is a negative trend in the Company s claims history, there could be a significant increase or decrease in cost of sales depending on whether these expenses increased or decreased, respectively.

Income Taxes

The Company determines its effective tax rate by estimating its permanent differences resulting from differing treatment of items for financial and income tax purposes. The Company is periodically audited by taxing authorities and considers any adjustments made as a result of the audits in considering the tax expense. Any audit adjustments affecting permanent differences could have an impact on the Company s effective tax rate.

Contingencies

The Company is involved in various claims and litigation incidental to its business. Although the outcome of these matters cannot be determined with certainty, management, upon the advice of counsel, is of the opinion that the final outcome should not have a material effect on the Company s consolidated results of operations or financial position.

The Company recognizes the costs of legal defense for the legal proceedings to which it is a party in the periods incurred. After a considerable analysis of each case, the Company determines the amount of reserves required, if any. At this time, the Company has not accrued any reserve for any of these matters. Future reserves may be required if losses are deemed reasonably estimable and probable due to changes in the Company s assumptions, the effectiveness of legal strategies, or other factors beyond the Company s control. Future results of operations may be materially affected by the creation of reserves or by accruals of losses to reflect any adverse determinations in these legal proceedings.

New Accounting Pronouncements

In January 2010, FASB issued ASU 2010-6, Improving Disclosures About Fair Measurements . ASU 2010-6 provides amendments to subtopic 820-10 that require separate disclosure of significant transfers in and out of Level 1 and Level 2 fair value measurements and the presentation of separate information regarding purchases, sales, issuances and settlements for Level 3 fair value measurements. Additionally, ASU 2010-6 provides amendments to subtopic 820-10 that clarify existing disclosures about the level of disaggregation and inputs and valuation techniques. ASU 2010-6 is effective for financial statements issued for interim and annual periods ending after December 15, 2010. The adoption of ASU 2010-6 did not have a material impact on the Company s consolidated financial position, results of operations or cash flows.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company is a purchaser of certain commodities, primarily corn and soybean meal, for use in manufacturing feed for its chickens. As a result, the Company s earnings are affected by changes in the price and availability of such feed ingredients. Feed grains are subject to volatile price changes caused by factors described below that include demand, weather, size of harvest, transportation and storage costs and the agricultural policies of the United States and foreign governments. The price fluctuations of feed grains have a direct and material effect on the Company s profitability.

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The Company generally will purchase feed ingredients for deferred delivery that typically range from one month to twelve months after the time of purchase. Once purchased, the Company can price its grain at market prices at any time prior to delivery of the grain. The grain purchases are made directly with our usual grain suppliers, which are companies in the regular business of supplying grain to end users, and do not involve options to purchase. The pricing of such purchases occur when senior management concludes that market factors indicate that prices at the time the grain is needed are likely to be higher than current prices, or where, based on current and expected market prices for the Company s poultry products, management believes it can price feed ingredients at levels that will allow the Company to earn a reasonable return for its shareholders. Market factors considered by management in determining whether or not and to what extent to buy grain for deferred delivery and to price grain include:

- Current market prices;
- Current and predicted weather patterns in the United States, South America, China and other grain producing areas, as such weather patterns might affect the planting, growing, harvesting and yield of feed grains;
- The expected size of the harvest of feed grains in the United States and other grain producing areas of the world as reported by governmental and private sources;
- Current and expected changes to the agricultural policies of the United States and foreign governments;
- The relative strength of United States currency and expected changes therein as it might impact the ability of foreign countries to buy United States feed grain commodities;
- The current and expected volumes of export of feed grain commodities as reported by governmental and private sources;
- The current and expected use of available feed grains for uses other than as livestock feed grains (such as the use of corn for the production of ethanol, which use is impacted by the price of crude oil and governmental policy); and
- Current and expected market prices for the Company s poultry products.

The Company purchases physical grain, not financial instruments such as puts, calls or straddles that derive their value from the value of physical grain. Thus, the Company does not use derivative financial instruments as defined by SFAS 133, Accounting for Derivative Instruments and Hedging Activities. The Company does not enter into any derivative transactions or purchase any grain-related contracts other than the physical grain contracts described above.

The cost of feed grains is recognized in cost of sales, on a first-in-first-out basis, at the same time that the sales of the chickens that consume the feed grains are recognized.

The Company s interest expense is sensitive to changes in the general level of U.S. interest rates. The Company maintains certain of its debt as fixed rate in nature to mitigate the impact of fluctuations in interest rates. The fair value of the Company s fixed rate debt approximates the carrying amount at July 31, 2011. Management believes the potential effects of near-term changes in interest rates on the Company s debt are not material.

The Company is a party to no other market risk sensitive instruments requiring disclosure.

Item 4. Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company s Securities Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

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An evaluation was performed under the supervision and with the participation of the Company s management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures. Based on that evaluation, the Company s management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Company s disclosure controls and procedures were effective as of July 31, 2011. There have been no changes in the Company s internal control over financial reporting during the fiscal quarter ended July 31, 2011 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in various claims and litigation incidental to its business. Although the outcome of these matters cannot be determined with certainty, management, upon the advice of counsel, is of the opinion that the final outcome should not have a material effect on the Company s consolidated results of operations or financial position.

The Company recognizes the costs of legal defense for the legal proceedings to which it is a party in the periods incurred. After a considerable analysis of each case, the Company determines the amount of reserves required, if any. At this time, the Company has not accrued any reserve for any of these matters. Future reserves may be required if losses are deemed reasonably estimable and probable due to changes in the Company s assumptions, the effectiveness of legal strategies, or other factors beyond the Company s control. Future results of operations may be materially affected by the creation of reserves or by accruals of losses to reflect any adverse determinations in these legal proceedings.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in the Company s Form 10-K for the fiscal year ended October 31, 2010.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the fiscal quarter, the company repurchased shares of its common stock as follows:

Period		(a) Total Number of Shares Purchased[1]	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[2]	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
May 1, 2011	May 31, 2011	0	$ 00.00	0	265,116
June 1, 2011	June 30, 2011	1,550	$ 47.78	1,550	263,566
July 1, 2011	July 31, 2011	0	$ 00.00	0	263,566
Total		1,550	$ 47.78	1,550	263,566

1 All purchases were made pursuant to the Company s Stock Incentive Plan under which participants may satisfy tax withholding obligations incurred upon the vesting of restricted stock by requesting the Company to withhold shares with a value equal to the amount of the withholding obligation.

2

The Company announced on April 28, 2008 that its Board of Directors had authorized the repurchase of up to 225,000 shares over a period of four years from that date. On October 22, 2009, the Company announced that its Board of Directors expanded its stock repurchase program to cover the repurchase of up to 1 million shares. Under the stock repurchase program, shares may be purchased from time to time at prevailing prices in open market transactions or in negotiated purchases, subject to market conditions, share price and other considerations. The Company has repurchased 736,434 shares as of July 31, 2011 under the authorized stock repurchase program.

Item 6. Exhibits

The following exhibits are filed with this report.

Exhibit 3.1 Articles of Incorporation of the Registrant dated October 19, 1978. (Incorporated by reference to Exhibit 4.1 filed with the registration statement on Form S-8 filed by the Registrant on July 15, 2002, Registration No. 333-92412.)

Exhibit 3.2 Articles of Amendment, dated March 23, 1987, to the Articles of Incorporation of the Registrant. (Incorporated by reference to Exhibit 4.2 filed with the registration statement on Form S-8 filed by the Registrant on July 15, 2002, Registration No. 333-92412.)

Exhibit 3.3 Articles of Amendment, dated April 21, 1989, to the Articles of Incorporation of the Registrant. (Incorporated by reference to Exhibit 4.3 filed with the registration statement on Form S-8 filed by the Registrant on July 15, 2002, Registration No. 333-92412.)

Exhibit 3.4 Certificate of Designations of Series A Junior Participating Preferred Stock of the Registrant dated April 21, 1989. (Incorporated by reference to Exhibit 4.4 filed with the registration statement on Form S-8 filed by the Registrant on July 15, 2002, Registration No. 333-92412.)

Exhibit 3.5 Article of Amendment, dated February 20, 1992, to the Articles of Incorporation of the Registrant. (Incorporated by reference to Exhibit 4.5 filed with the registration statement on Form S-8 filed by the Registrant on July 15, 2002, Registration No. 333-92412.)

Exhibit 3.6 Article of Amendment, dated February 27, 1997, to the Articles of Incorporation of the Registrant. (Incorporated by reference to Exhibit 4.6 filed with the registration statement on Form S-8 filed by the Registrant on July 15, 2002, Registration No. 333-92412.)

Exhibit 3.7 Bylaws of the Registrant, amended and restated as of April 23, 2009. (Incorporated by reference to Exhibit 3 filed with the Registrant s Current Report on Form 8-K on April 28, 2009.)

Exhibit 15* Accountants Letter re: Unaudited Financial Information.

Exhibit 31.1* Certification of Chief Executive Officer.

Exhibit 31.2* Certification of Chief Financial Officer.

Exhibit 32.1** Section 1350 Certification.

Exhibit 32.2** Section 1350 Certification.

Exhibit 101.INS*** XBRL Instance Document

Exhibit 101.SCH*** XBRL Taxonomy Extension Schema

Exhibit 101.CAL*** XBRLTaxonomy Extension Calculation Linkbase

Exhibit 101.DEF*** XBRL Taxonomy Extension Definition Linkbase

Exhibit 101.LAB*** XBRL Taxonomy Extension Label Linkbase

Exhibit 101.PRE*** XBRL Taxonomy Extension Presentation Linkbase

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*   Filed herewith.
**   Furnished herewith.
*** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under these sections.

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.

	SANDERSON FARMS, INC. (Registrant)
Date: August 25, 2011	By: /s/ D. Michael Cockrell Treasurer and Chief Financial Officer
Date: August 25, 2011	By: /s/ James A. Grimes Secretary, Corporate Controller and Chief Accounting Officer

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