

DARLING INTERNATIONAL INC
Form 10-Q/A
August 28, 2006
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**FORM 10-Q/A
(Amendment No. 1)**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934
For the quarterly period ended July 1, 2006

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 0-24620

DARLING INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)
251 O'Connor Ridge Blvd., Suite 300

36-2495346
(I.R.S. Employer
Identification Number)

Irving, Texas
(Address of principal executive offices)

75038
(Zip Code)

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

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

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (check one).

Large accelerated filer Accelerated filer Non-accelerated filer

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

There were 80,842,153 shares of common stock, \$0.01 par value, outstanding at August 3, 2006.

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Explanatory Note

We inadvertently (i) included the title of the applicable certifying officer and the name of the Company in the introductory line and (ii) omitted the language of paragraph 4(b) that refers to the certifying officer's responsibility for designing internal control over financial reporting, in the certifications of our principal executive officer and principal financial officer filed as Exhibit 31.1 and 31.2, respectively, attached to our Form 10-Q for the three months ended July 1, 2006, which was filed with the Securities and Exchange Commission ("SEC") on August 10, 2006 (the "Form 10-Q").

In order to comply with certain technical requirements of the SEC's rules in connection with the filing of this amendment on Form 10-Q/A, we are (i) setting forth in this amendment the complete text of Item 6 (Exhibits), as amended and (ii) amending and restating the certifications of our principal executive officer and principal financial officer, which are attached hereto as Exhibit 31.1 and 31.2, respectively.

Except for the matters described above, this amendment does not modify or update disclosures in, or exhibits to, the Form 10-Q originally filed on August 10, 2006. Furthermore, except for the matters described above, this amendment does not change any previously reported financial results, nor does it reflect events occurring after the date of the original Form 10-Q.

PART II: Other Information

Item 6. EXHIBITS

- 10.1 Integration Success Incentive Award Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 15, 2006, and incorporated herein by reference).
- 10.2 Non-Employee Director Restricted Stock Award Plan (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 15, 2006, and incorporated herein by reference).
- 10.3 Amended and Restated Employment Agreement, dated as of February 28, 2006, by and among Darling International Inc., Darling National LLC and Mark A. Myers (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 17, 2006, and incorporated herein by reference).
- 10.4 Credit Agreement, dated as of April 7, 2006, by and among Darling International Inc., the lenders party thereto and JPMorgan Chase Bank, N.A. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 14, 2006, and incorporated herein by reference).
- 31.1 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, of Randall C. Stuewe, the Chief Executive Officer of the Company (filed herewith).
- 31.2 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, of John O. Muse, the Chief Financial Officer of the Company (filed herewith).
- 32.0 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Randall C. Stuewe, the Chief Executive Officer of the Company, and of John O. Muse, the Chief Financial Officer of the Company (filed as Exhibit 32.0 to the Company's Quarterly Report on Form 10-Q filed August 10, 2006, and incorporated herein by reference).

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.

DARLING INTERNATIONAL INC.

Date: August 28, 2006

By: /s/ Randall C. Stuewe
Randall C. Stuewe
Chairman and
Chief Executive Officer

Date: August 28, 2006

By: /s/ John O. Muse
John O. Muse
Executive Vice President
Administration and Finance
(Principal Financial Officer)