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AMCON DISTRIBUTING CO  
Form 8-K  
May 14, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES ACT OF 1934

Date of Report (Date of earliest event reported) May 10, 2004  
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AMCON DISTRIBUTING COMPANY  
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(Exact name of registrant as specified in its charter)

DELAWARE	0-24708	47-0702918
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7405 Irvington Road, Omaha, NE 68122  
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(Address of principal executive offices) (Zip Code)

(402) 331-3727  
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(Registrant's telephone number, including area code)

Not Applicable  
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(Former name or former address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

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EXHIBIT NO.	DESCRIPTION
99.1	Press release, dated May 10, 2004, issued by AMCON Distributing Company

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On May 10, 2004, AMCON issued a press release announcing its earnings for the second quarter and six months ended March 26, 2004. The press release is furnished herewith as an exhibit and incorporated herein by reference.

The information in this Current Report (including the exhibit) shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

SIGNATURE

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

AMCON DISTRIBUTING COMPANY  
(Registrant)

Date: May 13, 2004

By : Michael D. James  
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Name: Michael D. James  
Title: Treasurer & Chief Financial Officer

EXHIBIT INDEX  
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Exhibit	Description
99.1	Press release, dated May 10, 2004, issued by AMCON Distributing Company

Exhibit 99.1

NEWS RELEASE

AMCON DISTRIBUTING REPORTS SECOND QUARTER RESULTS

Omaha, Nebraska - May 10, 2004 - AMCON Distributing Company (AMEX:DIT), an

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Omaha, Nebraska based consumer products company, today reported sales of \$193.4 million for the second quarter ended March 2004. This compares with sales of \$177.0 million for the prior second quarter. Sales for the six months ended March 2004, were \$386.5 million compared to \$374.7 million for the prior six month period ended March 2003. The Company reported a net loss for the current second quarter of \$1.1 million (\$0.35 per diluted share) compared to a net loss of \$0.3 million (\$0.09 per diluted share) for the prior second quarter. Net loss for the six month period ended March 2004 was \$0.6 million (\$0.19 per diluted share) compared to a profit of approximately \$1,000 (\$0.00 per diluted share) for the prior comparable six month period ended March 2003.

William F. Wright, Chairman of AMCON Distributing Company, stated that "We are usually happy to put the second quarter behind us. This was particularly true this year with the late winter storms and the southern California grocery strikes occurring in addition to the normal winter factors. In the last thirty-four quarters, we have lost money in five quarters and four of those quarters have been second quarters. Part of that reason is that the months of January, February and March (our second quarter) are the primary winter months in our principal operating areas. And now, with our increased emphasis on beverages, those same months are historically the poorest months of the year for most beverage businesses.

The good things we saw in the second quarter were a significant increase in sales (primarily in the wholesale distribution segment) and the continued improvement in profitability year to date in the retail health food segment. Our new retail health food store which opened in April 2004 has, in a matter of weeks, achieved preliminary results which we were not expecting to see until much later. In addition, in spite of the operating results, we generated approximately \$5.4 million in cash flow for the six month period ended March, 2004 and saw our debt to equity ratio further reduced to 3.35."

Wright added, "Even though our beverage segment is still in the build-up stage, we do not expect to see past levels of investment spending continued in the future and expect the expenditures to move more in line with actual revenues. This will relieve pressure on our income figures as all start-up expenditures in the beverage segment are expensed as incurred, rather than being capitalized, as would be the case were we to buy an existing company."

AMCON is a leading wholesale distributor of consumer products including beverages, candy, tobacco, groceries, food service, frozen and chilled foods, and health and beauty care products with distribution centers in Illinois, Missouri, Nebraska, North Dakota, South Dakota and Wyoming. Chamberlin's Natural Foods, Inc. and Health Food Associates, Inc., both wholly-owned subsidiaries of The Healthy Edge, Inc. (formerly Food For Health Co., Inc.), operate health and natural product retail stores in central Florida (7), Kansas, Missouri, Nebraska and Oklahoma (3). The retail stores operate under

the names Chamberlin's Market & Cafe and Akin's Natural Foods Market. Hawaiian Natural Water Company, Inc., which was acquired in December of 2001, produces and sells natural spring water under the Hawaiian Springs label. The water is bottled at the source on the Big Island of Hawaii. The Beverage Group, Inc. markets and distributes Hawaiian Springs and other premium beverage products, including HYPE Energy Drink, Royal Kona Iced Coffee, Bottle Green Presse and Fruit Sodas, Bahia drinks and Xterra, a line of sports beverages and energy bars, in the United States, Canada and Mexico.

This news release contains forward looking statements that are subject to risks and uncertainties and which reflect management's current beliefs and estimates of future economic circumstances, industry conditions, Company

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performance and financial results. A number of factors could affect the future results of the Company and could cause those results to differ materially from those expressed in the Company's forward looking statements. Moreover, past financial performance should not be considered a reliable indicator of future performance. Accordingly, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 with respect to all such forward-looking statements.

Visit AMCON Distributing Company's web site at: [www.amcon.com](http://www.amcon.com)

### AMCON Distributing Company and Subsidiaries Condensed Consolidated Balance Sheets March 2004 and September 2003

	(Unaudited) March 2004	September 2003
	-----	-----
ASSETS		
Current assets:		
Cash	\$ 445,546	\$ 668,073
Available-for-sale investments	92,250	512,694
Accounts receivable, less allowance for doubtful accounts of \$0.9 million and \$0.8 million,		

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respectively	25,982,129	28,170,129
Inventories	28,955,831	32,489,051
Income tax receivable	944,622	-
Deferred income taxes	1,568,476	1,568,476
Other	623,733	581,950
	-----	-----
Total current assets	58,612,587	63,990,373
Fixed assets, net	16,757,226	16,951,615
Goodwill	6,091,397	6,091,397
Other intangible assets	11,535,389	11,420,542
Other assets	1,035,629	1,045,503
	-----	-----
	\$ 94,032,228	\$ 99,499,430
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 16,888,996	\$ 15,092,091
Accrued expenses	3,952,951	3,715,370
Accrued wages, salaries, bonuses	933,145	1,462,678
Income tax payable	-	540,414
Current liabilities of discontinued operations	122,976	117,612
Current portion of long-term debt	10,472,601	15,348,167
Current portion of subordinated debt	7,692,666	7,762,666
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Total current liabilities	40,063,335	44,038,998
	-----	-----
Deferred income taxes	1,223,853	1,367,367
Non-current liabilities of discontinued operations	-	161,025
Long-term debt, less current portion	35,479,553	35,654,423
Subordinated debt, less current portion	976,220	976,220
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, \$.01 par value, 1,000,000 shares authorized, none outstanding	-	-
Common stock, \$.01 par value, 15,000,000 shares authorized, 3,169,154 and 3,168,954 issued, respectively	31,692	31,690
Additional paid-in capital	5,998,497	5,997,977
Accumulated other comprehensive income, net of tax of (\$0.01) million and \$0.1 million, respectively	(14,324)	220,732
Retained earnings	10,273,402	11,050,998
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Total shareholders' equity	16,289,267	17,301,397
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	\$ 94,032,228	\$ 99,499,430
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AMCON Distributing Company and Subsidiaries  
 Condensed Consolidated Statements of Operations  
 for the three and six-month periods ended March 2004 and 2003  
 (Unaudited)

	For the three months ended March		For the six months ended March	
	2004	2003	2004	2003
Sales (including excise taxes of \$45.6 million and \$38.9 million, and \$90.9 million and \$80.6 million, respectively)	\$ 193,417,295	\$ 177,008,943	\$ 386,454,415	\$ 374,417,295
Cost of sales	179,813,134	163,177,678	357,785,991	347,813,134
Gross profit	13,604,161	13,831,265	28,668,424	27,604,161
Selling, general and administrative expenses	14,012,107	12,999,003	27,382,204	25,012,107
Depreciation and amortization	567,332	576,164	1,128,450	1,567,332
	14,579,439	13,575,167	28,510,654	26,579,439
Income from operations	(975,278)	256,098	157,770	1,579,439
Other expense (income):				
Interest expense	824,233	804,219	1,603,141	1,624,233
Other	(16,762)	(110,335)	(446,866)	(16,762)
	807,471	693,884	1,156,275	1,607,471
Income (loss) before income taxes	(1,782,749)	(437,786)	(998,505)	(1,782,749)
Income tax expense (benefit)	(681,000)	(164,000)	(411,000)	(681,000)
Net income (loss)	\$ (1,101,749)	\$ (273,786)	\$ (587,505)	\$ (1,101,749)
Earnings (loss) per share:				
Basic	\$ (0.35)	\$ (0.09)	\$ (0.19)	\$ (0.35)
Diluted	\$ (0.35)	\$ (0.09)	\$ (0.19)	\$ (0.35)
Dividends per share	\$ 0.03	\$ 0.03	\$ 0.06	\$ 0.03
Weighted average shares outstanding:				
Basic	3,169,154	3,168,961	3,169,071	3,169,154
Diluted	3,169,154	3,168,961	3,169,071	3,169,154

FOR FURTHER INFORMATION CONTACT:

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