

CFR 240.14d-2(b))
Pre-commencement
communications
pursuant to Rule
13e-4(c) under the
Exchange Act (17
CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On October 30, 2015, Seneca Foods Corporation (the "Company"), B&G Foods North America ("B&G"), General Mills, Inc. ("General Mills") and General Mills Operations, LLC ("GMOL") entered into a Relationship Transfer Agreement in connection with the sale by GMOL of its Green Giant® and Le Sueur® businesses to B&G (the "Sale"). Pursuant to the Relationship Transfer Agreement, the Company has consented to the assignment ("Assignment") by GMOL of the Second Amended and Restated Alliance Agreement, dated as of September 28, 2009 (the "Alliance Agreement") to B&G effective at the closing of the Sale, which occurred on November 2, 2015. The Alliance Agreement created a strategic alliance whereby Seneca sources, processes, manufactures and packages certain shelf-stable and frozen products (the "Products") for GMOL, primarily under the Green Giant® brand name, and GMOL distributes, markets and sells the Products. Upon the Assignment, each of the Company and General Mills has agreed to release the other party from any future obligations under the Alliance Agreement and certain related agreements. General Mills has agreed to pay Seneca \$24,275,000 for the Assignment.

Also pursuant to the Relationship Transfer Agreement, the Company and B&G have agreed to amend certain terms of the Alliance Agreement, including (a) reducing the termination notification period from 5 years to 3 years, (b) eliminating B&G's observer right on the Company's board of directors, (c) eliminating all termination payments in connection with the termination of the Alliance Agreement and (d) referring to the Alliance Agreement as a "co-packing agreement" and deleting all references to an "alliance". Lastly, the Company and B&G have agreed to cooperate and negotiate in good faith to enter into new agreements to replace or supplement the Alliance Agreement and certain related agreements as soon as practicable.

Item 1.02 Termination of a Material Definitive Agreement

The information called for by this item is contained in Item 1.01, which is 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 hereunto duly authorized.

Date: November 2, 2015

SENECA FOODS CORPORATION

By: /s/Timothy J. Benjamin

Timothy J. Benjamin

Chief Financial Officer and Treasurer