

PILGRIMS PRIDE CORP
Form SC 13D/A
March 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

PILGRIM'S PRIDE CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

72147K 108

(CUSIP Number)

JBS USA Holdings, Inc.
1770 Promontory Circle
Greeley, Colorado 80634
(970) 506-8000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 12, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 72147K 108

Page 2 of 27 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

JOSÉ BATISTA SOBRINHO

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)
 (b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Brazil

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

8

194,990,667 (See Item 5)

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

194,990,667 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

194,990,667 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

75.3% (See Item 5)

TYPE OF REPORTING PERSON (See Instructions)

14

IN

SCHEDULE 13D

CUSIP No. 72147K 108

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NAME OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FLORA MENDONÇA BATISTA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) x

(b) o

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Brazil

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

8

194,990,667 (See Item 5)

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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194,990,667 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

194,990,667 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

75.3% (See Item 5)

TYPE OF REPORTING PERSON (See Instructions)

14

IN

SCHEDULE 13D

CUSIP No. 72147K 108

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NAME OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

JOSÉ BATISTA JÚNIOR

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

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CITIZENSHIP OR PLACE OF ORGANIZATION

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Brazil

SOLE VOTING POWER

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BENEFICIALLY
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194,990,667 (See Item 5)

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75.3% (See Item 5)

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CUSIP No. 72147K 108

Page 5 of 27 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

VALÉRIA BATISTA MENDONÇA RAMOS

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) x
(b) o

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

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CITIZENSHIP OR PLACE OF ORGANIZATION

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SOLE VOTING POWER

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75.3% (See Item 5)

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CUSIP No. 72147K 108

Page 6 of 27 Pages

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VANESSA MENDONÇA BATISTA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

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CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
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CITIZENSHIP OR PLACE OF ORGANIZATION

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SOLE VOTING POWER

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

WESLEY MENDONÇA BATISTA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) x

(b) o

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

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OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

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CITIZENSHIP OR PLACE OF ORGANIZATION

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SOLE VOTING POWER

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Page 8 of 27 Pages

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JOESLEY MENDONÇA BATISTA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

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CITIZENSHIP OR PLACE OF ORGANIZATION

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IN

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CUSIP No. 72147K 108

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VIVIANNE MENDONÇA BATISTA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

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CITIZENSHIP OR PLACE OF ORGANIZATION

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CUSIP No. 72147K 108

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JBJ PARTICIPAÇÕES LTDA.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)
 (b)

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SOURCE OF FUNDS (See Instructions)

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NAME OF REPORTING PERSONS

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JJMB PARTICIPAÇÕES LTDA.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

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CITIZENSHIP OR PLACE OF ORGANIZATION

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SCHEDULE 13D

CUSIP No. 72147K 108

Page 12 of 27 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

VLBM PARTICIPAÇÕES LTDA.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)
 (b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Brazil

SOLE VOTING POWER

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NUMBER OF
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SHARED VOTING POWER

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194,990,667 (See Item 5)

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75.3% (See Item 5)

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SCHEDULE 13D

CUSIP No. 72147K 108

Page 13 of 27 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

VNBM PARTICIPAÇÕES LTDA.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) x

(b) o

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

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CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

Brazil

SOLE VOTING POWER

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NUMBER OF
SHARES
BENEFICIALLY
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WITH

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194,990,667 (See Item 5)

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SCHEDULE 13D

CUSIP No. 72147K 108

Page 14 of 27 Pages

NAME OF REPORTING PERSONS

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VVMB PARTICIPAÇÕES LTDA.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

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SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

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CITIZENSHIP OR PLACE OF ORGANIZATION

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SCHEDULE 13D

CUSIP No. 72147K 108

Page 15 of 27 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

WWMB PARTICIPAÇÕES LTDA.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

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CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

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CITIZENSHIP OR PLACE OF ORGANIZATION

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Brazil

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SCHEDULE 13D

CUSIP No. 72147K 108

Page 16 of 27 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ZMF PARTICIPAÇÕES LTDA.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) x

(b) o

SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

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CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
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CITIZENSHIP OR PLACE OF ORGANIZATION

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CUSIP No. 72147K 108

Page 17 of 27 Pages

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J&F PARTICIPAÇÕES S.A.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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CUSIP No. 72147K 108

Page 18 of 27 Pages

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1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ZMF FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES

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13

75.3% (See Item 5)

TYPE OF REPORTING PERSON (See Instructions)

14

IV

SCHEDULE 13D

CUSIP No. 72147K 108

Page 19 of 27 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

JBS S.A.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Brazil

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

8

194,990,667 (See Item 5)

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

194,990,667 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

194,990,667 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

75.3% (See Item 5)

TYPE OF REPORTING PERSON (See Instructions)

14

CO

SCHEDULE 13D

CUSIP No. 72147K 108

Page 20 of 27 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

JBS GLOBAL A/S

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Denmark

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

8

194,990,667 (See Item 5)

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

194,990,667 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

194,990,667 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

75.3% (See Item 5)

TYPE OF REPORTING PERSON (See Instructions)

14

CO

SCHEDULE 13D

CUSIP No. 72147K 108

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

JBS HUNGARY HOLDINGS KFT.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Hungary

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

8

194,990,667 (See Item 5)

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

194,990,667 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

194,990,667 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

75.3% (See Item 5)

TYPE OF REPORTING PERSON (See Instructions)

14

CO

SCHEDULE 13D

CUSIP No. 72147K 108

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

JBS USA HOLDINGS, INC.
I.R.S. Identification No. 20-1413756

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware, United States

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

8

194,990,667 (See Item 5)

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

194,990,667 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

194,990,667 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

75.3% (See Item 5)

TYPE OF REPORTING PERSON (See Instructions)

14

CO

Item 1. Security and Issuer

Item 1 is hereby amended and replaced in its entirety with the following:

This Amendment No. 5 (this "Amendment") amends and supplements the Statement on Schedule 13D previously filed with the Securities and Exchange Commission (the "SEC") on January 7, 2010 as amended on November 8, 2010, on January 3, 2012, on March 1, 2012 and on March 7, 2012 (the "Statement"), with respect to Common Stock, par value \$0.01 per share (the "Common Stock"), of Pilgrim's Pride Corporation, a Delaware corporation (the "Issuer"). The Issuer's principal executive offices are located at 1770 Promontory Circle, Greeley, Colorado 80634-9038. Capitalized terms used herein and not otherwise defined have the meanings assigned to such terms in the Statement. Except as otherwise provided herein, each Item of the Statement remains unchanged.

Item 3. Source and Amount of Funds or Other Considerations

The response to Item 4 (which is set forth below) is hereby incorporated by reference in its entirety into this Item 3.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following after the last paragraph thereof:

On March 12, 2012, JBS USA entered into Stock Purchase Agreement (the "Pilgrim Stock Purchase Agreement") among JBS USA and Pilgrim Interests, Ltd., Lonnie A. "Bo" Pilgrim, PFCP, Ltd., Patricia R. Pilgrim and Lonnie K. Pilgrim, as trustees of the Pilgrim Family Irrevocable Life Insurance Trust under agreement dated June 16, 1987 and Lonnie A. "Bo" Pilgrim and Lonnie K. Pilgrim, as trustees of the Pilgrim Family Irrevocable Life Insurance Trust II under agreement dated December 23, 1987 (collectively, the "Pilgrim Seller Parties"). Pursuant to the Pilgrim Stock Purchase Agreement, JBS USA will acquire 18,924,438 shares of Common Stock from the Pilgrim Seller Parties for aggregate consideration of \$107,626,268.00 in cash, as more particularly described therein. As a result of the acquisition of 18,924,438 shares of Common Stock from the Pilgrim Seller Parties, the Reporting Persons will have beneficial ownership of 194,990,667 shares of Common Stock. JBS USA and the Pilgrim Seller Parties expect the closing of the transactions contemplated by the Pilgrim Stock Purchase Agreement to occur on March 26, 2012, which JBS USA will finance with cash on hand.

The description of the Pilgrim Stock Purchase Agreement in this Amendment is qualified in its entirety by reference to such agreement, which is included with this Amendment as Exhibit 11 and incorporated by reference herein.

Item 5. Interest in Securities of the Issuer

Items 5(a) and (b) are hereby amended and replaced in their entirety with the following:

(a) and (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment and the information set forth in Item 4 of this Statement are hereby incorporated by reference in this Item 5. As a result of the ownership structure and other relationships described in Item 2 of the Statement, each of the Reporting Persons is the beneficial owner, with shared voting and dispositive power with the other Reporting Persons, of (i) the 144,140,425 shares of Common Stock of which JBS USA is the record holder, (ii) the 31,925,804 shares of Common Stock JBS USA acquired in connection with the Rights Offering and (iii) the 18,924,438 shares of Common Stock JBS USA will acquire pursuant to the Pilgrim Stock Purchase Agreement. The percentage of the class of securities identified pursuant to Item 1 beneficially owned by each of the Reporting Persons is based on 258,926,358 shares of Common Stock being outstanding as of the date of this Amendment, which the Reporting Persons calculated by adding (i) the 214,481,914 shares of Common Stock outstanding as of February 17, 2012, as disclosed in the Issuer's

Annual Report on Form 10-K filed with the SEC on February 17, 2012 and (ii) the 44,444,444 shares of Common Stock issued in connection with the Rights Offering.

Except as disclosed in the Statement and this Amendment, none of the Reporting Persons or, to the best of the Reporting Persons' knowledge, any of the persons listed in Schedules I through V attached to the Statement beneficially owns any shares of Common Stock or has the right to acquire any shares of Common Stock.

Except as disclosed in the Statement and this Amendment, none of the Reporting Persons or, to the best of the Reporting Persons' knowledge, any of the persons listed in Schedules I through V attached to the Statement presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the shares of Common Stock that they may be deemed to beneficially own.

Item 7. Material to Be Filed as Exhibits

1. Joint Filing Agreement, dated as of January 7, 2010, among the Reporting Persons (incorporated by reference to Exhibit 99.1 to the Issuer's Statement filed with the SEC on January 7, 2010).
2. Stock Purchase Agreement, dated as of September 16, 2009, between Pilgrim's Pride Corporation and JBS USA Holdings, Inc. (incorporated by reference to Exhibit 2.1 to the Issuer's Form 8-K filed with the SEC on September 18, 2009).
3. Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (As Modified) dated December 8, 2009 (incorporated by reference to Exhibit 99.1 to the Issuer's Form 8-K filed with the SEC on December 10, 2009).
4. Stockholders Agreement, dated as of December 28, 2009, between Pilgrim's Pride Corporation and JBS USA Holdings, Inc. (incorporated by reference to Exhibit 4.1 to the Issuer's Form 8-A filed with the SEC on December 28, 2009).
5. Amended and Restated Certificate of Incorporation of Pilgrim's Pride Corporation, filed with the Secretary of State of the State of Delaware on December 28, 2009 (incorporated by reference to Exhibit 3.1 to the Issuer's Form 8-A filed with the SEC on December 28, 2009).
6. Amended and Restated Corporate Bylaws of Pilgrim's Pride Corporation, effective as of December 28, 2009 (incorporated by reference to Exhibit 3.2 to the Issuer's Form 8-A filed with the SEC on December 28, 2009).
7. Powers of Attorney for the Reporting Persons (incorporated by reference to Exhibit 99.7 to the Issuer's Statement filed with the SEC on January 7, 2010).
8. Letter Agreement, dated as of November 5, 2010, among JBS USA, Pilgrim Interests, Ltd., and Lonnie A. "Bo" Pilgrim (incorporated by reference to Exhibit 8 to the Issuer's Statement filed with the SEC on November 8, 2010).
9. Waiver to the Stockholders Agreement, dated November 4, 2010, between JBS USA and the Issuer (incorporated by reference to Exhibit 9 to the Issuer's Statement filed with the SEC on November 8, 2010).
10. Commitment Agreement, dated December 19, 2011, between JBS USA and the Issuer (incorporated by reference to Exhibit 10.1 to the Issuer's Form S-3 filed with the SEC on December 19, 2011).

11. Stock Purchase Agreement, dated as of March 12, 2012, among JBS USA, Pilgrim Interests, Ltd., Lonnie A. "Bo" Pilgrim, PFCP, Ltd., Patricia R. Pilgrim and Lonnie K. Pilgrim, as trustees of the Pilgrim Family Irrevocable Life Insurance Trust under agreement dated June 16, 1987 and Lonnie A. "Bo" Pilgrim and Lonnie K. Pilgrim, as trustees of the Pilgrim Family Irrevocable Life Insurance Trust II under agreement dated December 23, 1987 (filed herewith).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 13, 2012

JBS USA HOLDINGS, INC.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

JBS HUNGARY HOLDINGS KFT.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

JBS GLOBAL A/S

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

JBS S.A.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

ZMF FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

J&F PARTICIPAÇÕES S.A.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

JJB PARTICIPAÇÕES LTDA.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

JJMB PARTICIPAÇÕES LTDA.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

VLBM PARTICIPAÇÕES LTDA.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

VNBM PARTICIPAÇÕES LTDA.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

VVMB PARTICIPAÇÕES LTDA.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

WWMB PARTICIPAÇÕES LTDA.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

ZMF PARTICIPAÇÕES LTDA.

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

VIVIANNE MENDONÇA BATISTA

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

JOESLEY MENDONÇA BATISTA

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

WESLEY MENDONÇA BATISTA

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

VANESSA MENDONÇA BATISTA

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

VALÉRIA BATISTA MENDONÇA RAMOS

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

JOSÉ BATISTA JÚNIOR

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

FLORA MENDONÇA BATISTA

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact

JOSÉ BATISTA SOBRINHO

By: /s/ Christopher Gaddis
Name: Christopher Gaddis
Title: Attorney in Fact