

SYSCO CORP  
Form 8-K  
March 13, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): March 12, 2009**

**SYSCO CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-06544**  
(Commission File Number)

**74-1648137**  
(IRS Employer  
Identification No.)

**1390 Enclave Parkway, Houston, TX 77077-2099**  
(Address of principal executive office) (zip code)  
Registrant's telephone number, including area code: **(281) 584-1390**  
**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 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 Material Definitive Agreement.**

On March 12, 2009, with respect to the offering and sale of \$250,000,000 aggregate principal amount of its 5.375% Senior Notes due 2019 (the 2019 Notes ) and \$250,000,000 aggregate principal amount of its 6.625% Senior Notes due 2039 (the 2039 Notes ) (the 2019 Notes and the 2039 Notes collectively, the Notes ), Sysco Corporation ( Sysco ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Goldman, Sachs & Co. and Banc of America Securities LLC, as representatives of the several underwriters (the Underwriters ).

The Notes are being offered and sold under a Registration Statement on Form S-3ASR (Registration No. 333-157413) (the Registration Statement ) and are described in a Prospectus Supplement dated March 12, 2009. Interest on the Notes will be paid semi-annually on March 17 and September 17, beginning September 17, 2009. The terms of the 2019 Notes are more fully described in the Eleventh Supplemental Indenture, and the terms of the 2039 Notes are more fully described in the Twelfth Supplemental Indenture, anticipated to be dated March 17, 2008 (the Supplemental Indentures ) between Sysco, as Issuer, and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the Trustee ). The Supplemental Indentures will be entered into in accordance with the provisions of the Indenture dated as of June 15, 1995 between Sysco and the Trustee.

The Underwriting Agreement, the Supplemental Indentures, and the form of the Notes are filed as Exhibits to this Current Report on Form 8-K, and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement dated March 12, 2009 between Sysco and Goldman, Sachs & Co. and Banc of America Securities LLC, as representatives of the several underwriters
4.1	Form of Eleventh Supplemental Indenture to be dated on or around March 17, 2009 between Sysco and the Trustee relating to the 2019 Notes
4.2	Form of 5.375% Senior Note due March 17, 2019 (included as Annex A to Exhibit 4.1 above)
4.3	Form of Twelfth Supplemental Indenture to be dated on or around March 17, 2009 between Sysco and the Trustee relating to the 2039 Notes
4.4	Form of 6.625% Senior Note due March 17, 2039 (included as Annex A to Exhibit 4.3 above)
5.1	Opinion of Arnall Golden Gregory LLP
23.1	Consent of Arnall Golden Gregory LLP (included in Exhibit 5.1 above)

**SIGNATURES**

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

SYSCO CORPORATION

Date: March 13, 2009

By: /s/ Kathy O. Gish  
Kathy O. Gish  
Vice President and Assistant Treasurer

- 3 -

---

**EXHIBIT INDEX**

Exhibit Number	Description
1.1	Underwriting Agreement dated March 12, 2009 between Sysco and Goldman, Sachs & Co. and Banc of America Securities LLC, as representatives of the several underwriters
4.1	Form of Eleventh Supplemental Indenture to be dated on or around March 17, 2009 between Sysco and the Trustee relating to the 2019 Notes
4.2	Form of 5.375% Senior Note due March 17, 2019 (included as Annex A to Exhibit 4.1 above)
4.3	Form of Twelfth Supplemental Indenture to be dated on or around March 17, 2009 between Sysco and the Trustee relating to the 2039 Notes
4.4	Form of 6.625% Senior Note due March 17, 2039 (included as Annex A to Exhibit 4.3 above)
5.1	Opinion of Arnall Golden Gregory LLP
23.1	Consent of Arnall Golden Gregory LLP (included in Exhibit 5.1 above)

- 4 -