

J M SMUCKER Co  
Form S-4  
June 30, 2015  
Table of Contents

As filed with the Securities and Exchange Commission on June 30, 2015

Registration No. 333 -

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

**Form S-4**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**The J. M. Smucker Company**

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

<b>Ohio</b> (State or other jurisdiction of incorporation or organization)	<b>2033</b> (Primary Standard Industrial Classification Code Number)	<b>34-0538550</b> (IRS Employer Identification Number)
--	--	--

**SEE TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS LISTED ON FOLLOWING PAGE**

**One Strawberry Lane**

**Orrville, OH 44667-0280**

**(330) 682-3000**

(Address, including zip code, and telephone number, including area code, of each of the registrants principal executive offices)

**Jeannette L. Knudsen**

**Vice President, General Counsel and Corporate Secretary**

**One Strawberry Lane**

**Orrville, Ohio 44667-0280**

**(330) 682-3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Steven A. Rosenblum, Esq.**

**Ronald C. Chen, Esq.**

**Kathryn Gettles-Atwa, Esq.**

**Wachtell, Lipton, Rosen & Katz**

**51 West 52nd Street**

**New York, NY 10019**

**(212) 403-1000**

**Approximate date of commencement of proposed sale to public: As soon as practicable after the effective date of this Registration Statement.**

If any of the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee (1)</b>
1.750% Notes due 2018 Guarantees of the 1.750% Notes due 2018 (2)	\$500,000,000	100%	\$500,000,000	\$58,100
2.500% Notes due 2020	\$500,000,000	100%	\$500,000,000	(3) \$58,100

Guarantees of the 2.500% Notes due 2020 (2)				(3)
3.000% Notes due 2022	\$400,000,000	100%	\$400,000,000	\$46,480
Guarantees of the 3.000% Notes due 2022 (2)				(3)
3.500% Notes due 2025	\$1,000,000,000	100%	\$1,000,000,000	\$116,200
Guarantees of the 3.500% Notes due 2025 (2)				(3)
4.250% Notes due 2035	\$650,000,000	100%	\$650,000,000	\$75,530
Guarantees of the 4.250% Notes due 2035 (2)				(3)
4.375% Notes due 2045	\$600,000,000	100%	\$600,000,000	\$69,720
Guarantees of the 4.375% Notes due 2045 (2)				(3)
Total	\$3,650,000,000	100%	\$3,650,000,000	\$424,130

(1) Calculated pursuant to Rule 457(f) under the Securities Act.

(2) The entities listed on the Table of Subsidiary Guarantor Registrants on the following page have guaranteed the notes being registered hereby.

(3) No separate consideration will be received for the guarantees, and pursuant to Rule 457(n) under the Securities Act, no additional registration fee is due for guarantees.

**The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

**TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS**

<b>Exact Name of Registrant as Specified in its Charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification No.</b>
J.M. Smucker LLC	Ohio	2033	03-0434070
The Folgers Coffee Company	Delaware	2090	26-1708101

\* Both subsidiary guarantor registrants have the following principal executive office:  
 c/o The J. M. Smucker Company  
 One Strawberry Lane  
 Orrville, Ohio 44667-0280  
 (330)682-3000

**Table of Contents**

**The information in this prospectus is not complete and may be changed. We may not sell these securities or accept any offer to buy these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED JUNE 30, 2015**

**PROSPECTUS**

**\$3,650,000,000**

**EXCHANGE OFFER FOR**

**\$ 500,000,000 1.750% NOTES DUE 2018**

**FOR**

**A LIKE PRINCIPAL AMOUNT OF OUTSTANDING**

**1.750% NOTES DUE 2018**

**\$500,000,000 2.500% NOTES DUE 2020**

**FOR**

**A LIKE PRINCIPAL AMOUNT OF OUTSTANDING**

**2.500% NOTES DUE 2020**

**\$400,000,000 3.000% NOTES DUE 2022**

**FOR**

**A LIKE PRINCIPAL AMOUNT OF OUTSTANDING**

**3.000% NOTES DUE 2022**

**\$1,000,000,000 3.500% NOTES DUE 2025**

**FOR**

**A LIKE PRINCIPAL AMOUNT OF OUTSTANDING**

**3.500% NOTES DUE 2025**

**\$650,000,000 4.250% NOTES DUE 2035**

**FOR**

**A LIKE PRINCIPAL AMOUNT OF OUTSTANDING**

**4.250% NOTES DUE 2035**

**\$600,000,000 4.375% NOTES DUE 2045**

**FOR**

**A LIKE PRINCIPAL AMOUNT OF OUTSTANDING**

**4.375% NOTES DUE 2045**

The J. M. Smucker Company is offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, to exchange an aggregate principal amount of up to (i) \$500,000,000 of our 1.750% Notes due 2018 (the 2018 exchange notes ) for an equal principal amount of our outstanding 1.750% Notes due 2018 (the 2018 old notes ), (ii) \$500,000,000 of our 2.500% Notes due 2020 (the 2020 exchange notes ) for an equal principal amount of our outstanding 2.500% Notes due 2020 (the 2020 old notes ), (iii) \$400,000,000 of our 3.000% Notes due 2022 (the 2022 exchange notes ) for an equal principal amount of our outstanding 3.000% Notes due 2022 (the 2022 old notes ), (iv) \$1,000,000,000 of our 3.500% Notes due 2025 (the 2025 exchange notes ) for an equal principal amount of our outstanding 3.500% Notes due 2025 (the 2025 old notes ), (v) \$650,000,000 of our 4.250% Notes due 2035 (the 2035 exchange notes ) for an equal principal amount of our outstanding 4.250% Notes due 2035 (the 2035 old notes ), and (vi) \$600,000,000 of our 4.375% Notes due 2045 (the 2045 exchange notes and together with the 2018 exchange notes, the 2020 exchange notes, the 2022 exchange notes, the 2025 exchange notes and the 2035 exchange notes, the exchange notes ) for an equal principal amount of our outstanding 4.375% Notes due 2045 (the 2045 old notes and together with the 2018 old notes, the 2020 old notes, the 2022 old notes, the 2025 old notes and the 2035 old notes, the old notes ). The exchange notes will represent the same debt as the old notes and we will issue the exchange notes under the same indenture as the old notes.

**The exchange offer expires at 5:00 p.m., New York City time, on \_\_\_\_\_, 2015, unless extended.**

**Table of Contents**

**Terms of the Exchange Offer**

We will issue exchange notes for all old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tendered old notes at any time prior to the expiration of the exchange offer.

The terms of the exchange notes are identical in all material respects (including principal amount, interest rate, maturity and redemption rights) to the old notes for which they may be exchanged, except that the exchange notes generally will not be subject to transfer restrictions or be entitled to registration rights and the exchange notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

Certain of our subsidiaries, which are the same subsidiaries that guarantee our old notes, will guarantee our obligations under the exchange notes, including the payment of principal of, premium, if any, and interest on the notes. These guarantees of the exchange notes will be unsecured, unsubordinated obligations of the subsidiary guarantors. Certain additional subsidiaries may be required to guarantee the exchange notes, and the guarantees of the subsidiary guarantors will terminate, in each case in the circumstances described under Description of the Exchange Notes and Guarantees.

The exchange of old notes for exchange notes pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. See the discussion under the caption Certain U.S. Federal Income Tax Considerations.

There is no existing market for the exchange notes to be issued, and we do not intend to apply for listing or quotation on any securities exchange or market.

**See Risk Factors beginning on page 9 for a discussion of the factors you should consider in connection with the exchange offer.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

Each broker-dealer that receives exchange notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. The accompanying letter of transmittal relating to the exchange offer states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended (the Securities Act ). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date of the exchange offer, we will use commercially reasonable efforts to amend or supplement this prospectus in order to expedite or facilitate the disposition of any exchange notes by such broker-dealers. See Plan of Distribution.

**The date of this prospectus is \_\_\_\_\_, 2015.**

**Table of Contents**

**Table of Contents**

	<b>Page</b>
<u>Information Incorporated by Reference</u>	ii
<u>Where You Can Find More Information</u>	iii
<u>Forward-Looking Information</u>	iii
<u>Market and Industry Data</u>	v
<u>Summary</u>	1
<u>Risk Factors</u>	9
<u>Selected Financial Data</u>	16
<u>Ratio of Earnings to Fixed Charges</u>	17
<u>Use of Proceeds</u>	18
	<b>Page</b>
<u>Description of the Exchange Notes and Guarantees</u>	19
<u>Exchange Offer</u>	38
<u>Certain U.S. Federal Income Tax Considerations</u>	48
<u>Plan of Distribution</u>	50
<u>Legal Matters</u>	51
<u>Experts</u>	51

## **Table of Contents**

In this prospectus, unless we indicate otherwise or the context requires, we, us, our, Smucker, and the Company, to The J. M. Smucker Company (and not its consolidated subsidiaries), including the Subsidiary Guarantors (as hereinafter defined); the term Subsidiary Guarantors refers to those subsidiaries of Smucker that guarantee the exchange notes and the old notes; and notes refers to the old notes and the exchange notes collectively.

**You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state or other jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date printed on the front of this prospectus.**

### **Information Incorporated by Reference**

The Securities and Exchange Commission (the SEC) allows us to incorporate by reference in this prospectus the information in other documents that we file with it, which means that we can disclose important information to you by referring you to those publicly filed documents. The information incorporated by reference is considered to be a part of this prospectus, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus or a prospectus supplement. Accordingly, we incorporate by reference in this prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) after the date of the initial registration statement and prior to effectiveness of the registration statement and after the date of this prospectus and prior to the termination of the offering under this prospectus (excluding in each case information deemed to be furnished and not filed with the SEC):

Annual Report on Form 10-K for the year ended April 30, 2015, filed on June 25, 2015;

Definitive Proxy Statement on Schedule 14A, filed on July 2, 2014; and

Current Reports on Form 8-K, filed on March 23, 2015 (other than Exhibit 99.4) and June 30, 2015.

We will provide without charge to each person to whom a copy of this prospectus has been delivered, upon written or oral request, a copy of any or all of the documents we incorporate by reference in this prospectus, other than any exhibit to any of those documents, unless we have specifically incorporated that exhibit by reference into the information this prospectus incorporates. You may request copies by writing or telephoning us at the following address:

The J. M. Smucker Company

One Strawberry Lane

Orrville, OH 44667-0280

(330) 682-3000

**To obtain timely delivery of any of our filings, agreements or other documents, you must make your request to us no later than , 2015. In the event that we extend the exchange offer, you must submit your request at least five business days before the expiration date of the exchange offer, as extended. We may extend the exchange offer in our sole discretion. See Exchange Offer for more detailed information.**

**Except as expressly provided above, no other information is incorporated by reference into this prospectus.**

**Table of Contents**

**Where You Can Find More Information**

We have filed with the SEC a registration statement on Form S-4 under the Securities Act that registers the exchange notes that will be offered in exchange for the old notes. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and the exchange notes. The rules and regulations of the SEC allow us to omit from this document certain information included in the registration statement.

We are subject to the informational requirements of the Exchange Act and file reports and other information with the SEC. The public may read and copy any reports or other information that we file with the SEC at the SEC's public reference room, 100 F Street NE, Washington, D.C. 20549-2521. The public may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available to the public from commercial document retrieval services and at the web site maintained by the SEC at <http://www.sec.gov>. In addition, the Company makes available, free of charge through its website at [www.jmsmucker.com](http://www.jmsmucker.com), its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (including related amendments) as soon as reasonably practicable after they have been electronically filed with (or furnished to) the SEC.

Neither the information on the Company's website, nor the information on the website of any Smucker business, is incorporated by reference in this prospectus, or in any other filings with, or in any other information furnished or submitted to, the SEC.

**Forward-Looking Information**

This prospectus, including information incorporated by reference into this prospectus, contains forward-looking statements within the meaning of the federal securities laws. The forward-looking statements may include statements concerning our current expectations, estimates, assumptions, and beliefs concerning future events, conditions, plans and strategies that are not historical fact. Any statement that is not historical in nature is a forward-looking statement and may be identified by the use of words and phrases such as expect, anticipate, believe, intend, will, plan, and similar phrases.

Federal securities laws provide a safe harbor for forward-looking statements to encourage companies to provide prospective information. We are providing this cautionary statement in connection with the safe harbor provisions. Readers are cautioned not to place undue reliance on any forward-looking statements, as such statements are by nature subject to risks, uncertainties, and other factors, many of which are outside of our control and could cause actual results to differ materially from such statements and from our historical results and experience. These risks and uncertainties include, but are not limited to, those set forth under the heading "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended April 30, 2015, as well as the following:

our ability to successfully integrate acquired and merged businesses in a timely and cost-effective manner and retain key suppliers, customers, and employees;

our ability to achieve synergies and cost savings related to the Big Heart acquisition in the amounts and within the time frames currently anticipated;

our ability to generate sufficient cash flow to meet our deleveraging objectives within the time frames currently anticipated;

a change in outlook or downgrade in our public credit ratings by a rating agency below investment grade;

our ability to obtain any required financing on a timely basis and on acceptable terms;

-iii-

**Table of Contents**

volatility of commodity markets from which raw materials, particularly green coffee beans, peanuts, soybean oil, wheat, milk, corn, sugar, poultry meal, and soybean meal, are procured and the related impact on costs;

risks associated with derivative and purchasing strategies we employ to manage commodity pricing risks, including the risk that such strategies could result in significant losses and adversely impact our liquidity;

crude oil price trends and their impact on transportation, energy, and packaging costs;

the availability of reliable transportation, which may be affected by the cost of fuel, regulations affecting the industry, labor shortages, service failures by third-party service providers, accidents, or natural disasters, on acceptable terms;

our ability to successfully implement and realize the full benefit of price changes that are intended to ultimately fully recover cost, including the competitive, retailer, and consumer response, and the impact of the timing of the price changes to profits and cash flow in a particular period;

the success and cost of introducing new products and the competitive response;

the success and cost of marketing and sales programs and strategies intended to promote growth in our businesses;

general competitive activity in the market, including competitors' pricing practices and promotional spending levels;

the impact of food security concerns involving either our products or our competitors' products;

the impact of accidents, extreme weather, and natural disasters, including crop failures and storm damage;

the concentration of certain of our businesses with key customers and suppliers, including single-source suppliers of certain key raw materials, such as packaging for our *Folgers* coffee products, and finished goods, such as K-Cup® pods, and the ability to manage and maintain key relationships;

the loss of significant customers, a substantial reduction in orders from these customers, or the bankruptcy of any such customer;

the timing and amount of capital expenditures and share repurchases;

impairments in the carrying value of goodwill, other intangible assets, or other long-lived assets or changes in useful lives of other intangible assets;

the impact of new or changes to existing governmental laws and regulations and their application;

the impact of future legal, regulatory, or market measures regarding climate change;

the outcome of current and future tax examinations, changes in tax laws, and other tax matters, and their related impact on our tax positions;

foreign currency and interest rate fluctuations;

political or economic disruption;

other factors affecting share prices and capital markets generally; and

risks related to other factors described under **Risk Factors** in other reports and statements we have filed with the Securities and Exchange Commission.

Readers are cautioned not to unduly rely on such forward-looking statements, which speak only as of the date made, when evaluating the information presented in this prospectus. We do not undertake any obligation to update or revise these forward-looking statements to reflect new events or circumstances.

**Table of Contents**

**Market and Industry Data**

We obtained the market and certain other data used in this prospectus and the information incorporated by reference herein from our own research, surveys or studies conducted by third parties and industry or general publications, and other publicly available sources. Industry and general publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. While we believe that each of these studies and publications is reliable, we have not independently verified such data. Similarly, we believe our internal research is reliable, but it has not been verified by any independent sources. As a result, you should be aware that the industry and market data included in this prospectus and the information incorporated by reference herein, and estimates and beliefs based on that data, may not be reliable. We cannot guarantee the accuracy or completeness of any such information.

-v-

**Table of Contents****Summary**

*This summary highlights information that is contained elsewhere in this prospectus. It does not contain all the information that you may consider important in making your investment decision. Therefore, you should read the entire prospectus carefully, including the information in the section entitled Risk Factors and our financial statements and the related notes thereto and other financial data included elsewhere in this prospectus or incorporated by reference into this prospectus.*

**Our Company**

The J. M. Smucker Company was established in 1897 and was incorporated in Ohio in 1921, and is often referred to as *Smucker's* (a registered trademark). We operate principally in one industry, the manufacturing and marketing of branded food products on a worldwide basis, although the majority of our sales are in the U.S. Our operations outside the U.S. are principally in Canada, although products are exported to other countries as well. Net sales outside the U.S., subject to foreign currency exchange, represented 8% of consolidated net sales for 2015. Our branded food products include a strong portfolio of trusted, iconic, market-leading brands that are sold to consumers through retail outlets in North America.

We have four reportable segments: U.S. Retail Coffee, U.S. Retail Consumer Foods, U.S. Retail Pet Foods, and International, Foodservice, and Natural Foods. The U.S. Retail Coffee segment primarily represents the domestic sales of *Folgers*<sup>®</sup> and *Dunkin' Donuts*<sup>®</sup> branded coffee; the U.S. Retail Consumer Foods segment primarily includes domestic sales of *Jif*<sup>®</sup>, *Smucker's*<sup>®</sup>, *Pillsbury*<sup>®</sup> and *Crisco*<sup>®</sup> branded products; the U.S. Retail Pet Foods segment primarily includes domestic sales of *Meow Mix*<sup>®</sup>, *Milk-Bone*<sup>®</sup>, *Kibbles 'n Bits*<sup>®</sup>, *Natural Balance*<sup>®</sup>, *9Lives*<sup>®</sup>, *Pup-Peroni*<sup>®</sup>, *Gravy Train*<sup>®</sup>, and *Nature's Recipe*<sup>®</sup> branded products, and the International, Foodservice, and Natural Foods segment is comprised of products distributed domestically and in foreign countries through retail channels, foodservice distributors and operators (e.g., restaurants, lodging, schools and universities, health care operators), and natural foods stores and distributors. The U.S. retail market segments in total comprised over 75% of 2015 consolidated net sales and represent a major portion of our strategic focus—the sale of branded food products with leadership positions to consumers through retail outlets in North America. The International, Foodservice, and Natural Foods segment represents sales outside of the U.S. retail market segments.

We are the owner of all trademarks referenced herein, except for the following, which are used under license: *Pillsbury* is a trademark of The Pillsbury Company, LLC; and *Dunkin' Donuts* is a registered trademark of DD IP Holder, LLC. *Dunkin' Donuts* brand is licensed to us for packaged coffee products, including K-Cup<sup>®</sup> pods, sold in retail channels such as grocery stores, mass merchandisers, club stores, and drug stores. Information in this document does not pertain to *Dunkin' Donuts* coffee or other products for sale in *Dunkin' Donuts* restaurants. K-Cup<sup>®</sup> is a trademark of Keurig Green Mountain, Inc., used with permission.

On March 23, 2015, we completed the acquisition of Big Heart Pet Brands (Big Heart), a leading producer, distributor, and marketer of premium-quality, branded pet food and pet snacks in the U.S. The cash and stock transaction was valued at \$5.9 billion, which included the assumption of \$2.6 billion in debt that we refinanced at closing. We issued 17.9 million shares of our common stock to the shareholders of Blue Acquisition Group, Inc., Big Heart's parent company, and paid \$1.2 billion in cash, subject to a working capital adjustment. After the closing of the transaction on March 23, 2015, we had approximately 120.0 million common shares outstanding. We funded the non-equity portion of the acquisition through the combination of a \$1.8 billion bank term loan and \$3.7 billion in long-term notes.

**Company Information**

Edgar Filing: J M SMUCKER Co - Form S-4

Our principal executive offices are located at One Strawberry Lane, Orrville, Ohio 44667, our telephone number is (330) 684-3838, and our website is [www.jmsmucker.com](http://www.jmsmucker.com). Information on our website is not a part of, and we are not incorporating the contents of our website into, this prospectus.

-1-

---

**Table of Contents**

**Summary Terms of the Exchange Offer**

*Set forth below is a brief summary of some of the principal terms of the exchange offer. In this summary of the offering, we, us, our, Smucker, and the Company refer only to The J. M. Smucker Company and any successor obligor, and not to any of its subsidiaries. You should also read the information in the section entitled Exchange Offer later in this prospectus for a more detailed description and understanding of the terms of the notes.*

**The Exchange Offer**

We are offering to exchange up to (i) \$500,000,000 in aggregate principal amount of our 2018 exchange notes for an equal principal amount of our 2018 old notes, (ii) \$500,000,000 in aggregate principal amount of our 2020 exchange notes for an equal amount of our 2020 old notes, (iii) \$400,000,000 in aggregate principal amount of our 2022 exchange notes for an equal principal amount of our 2022 old notes, (iv) \$1,000,000,000 in aggregate principal amount of our 2025 exchange notes for an equal principal amount of our 2025 old notes, (v) \$650,000,000 in aggregate principal amount of our 2035 exchange notes for an equal principal amount of our 2035 old notes, and (vi) \$600,000,000 in aggregate principal amount of our 2045 exchange notes for an equal principal amount of our 2045 old notes.

**Expiration of The Exchange Offer;  
Withdrawal of Tender**

The exchange offer will expire at 5:00 p.m., New York City time, on \_\_\_\_\_, 2015, or a later date and time to which we may extend it. We do not currently intend to extend the expiration of the exchange offer. You may withdraw your tender of old notes in the exchange offer at any time before the expiration of the exchange offer. Any old notes not accepted for exchange for any reason will be returned without expense to you promptly after the expiration or termination of the exchange offer.

**Conditions to the Exchange Offer**

The exchange offer is not conditioned upon any minimum aggregate principal amount of old notes being tendered for exchange. The exchange offer is subject to customary conditions, which we may waive. See Exchange Offer Conditions for more information regarding the conditions to the exchange offer.

**Procedures for Tendering Notes**

To tender old notes held in book-entry form through the Depository Trust Company, or DTC, you must transfer your old notes into the exchange agent's account in accordance with DTC's Automated Tender Offer Program, or ATOP system. In lieu of delivering a letter of transmittal to the exchange agent, a computer-generated message, in which the holder of the old notes acknowledges and agrees to be bound by the terms of the letter of transmittal, must be transmitted by DTC on behalf of a holder and received by the exchange agent before 5:00 p.m., New York City time, on the expiration date. In all other cases, a letter of transmittal must

be manually executed and received by the exchange agent before 5:00 p.m., New York City time, on the expiration date.

**Table of Contents**

By signing, or agreeing to be bound by, the letter of transmittal, you will represent to us that, among other things:

any exchange notes to be received by you will be acquired in the ordinary course of your business;

you have no arrangement, intent or understanding with any person to participate in the distribution of the exchange notes (within the meaning of the Securities Act);

you are not engaged in and do not intend to engage in a distribution of the exchange notes (within the meaning of the Securities Act);

you are not our affiliate (as defined in Rule 405 under the Securities Act); and

if you are a broker-dealer that will receive exchange notes for your own account in exchange for old notes that were acquired as a result of market-making activities or other trading activities, you will deliver or make available a prospectus in connection with any resale of the exchange notes.

**Special Procedures for Beneficial Owners** If you are a beneficial owner whose old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you want to tender old notes in the exchange offer, you should contact the registered owner promptly and instruct the registered holder to tender on your behalf. If you wish to tender on your own behalf, you must, before completing and executing the letter of transmittal and delivering your old notes, either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the registered holder. See Exchange Offer Procedures for Tendering.

**Guaranteed Delivery Procedures**

If you wish to tender your old notes, and time will not permit your required documents to reach the exchange agent by the expiration date, or the procedure for book-entry transfer cannot be completed on time, you may tender your old notes under the procedures described under Exchange Offer Guaranteed Delivery Procedures.

**Consequences of Failure to Exchange**

Any old notes that are not tendered in the exchange offer, or that are not accepted in the exchange, will remain subject to the restrictions on transfer. Since the old notes have not been registered under the U.S. federal securities laws, you will not be able to offer or sell the old notes except under an exemption from the requirements of the Securities Act or unless the old notes are registered under the Securities Act. Upon the completion of the exchange offer, we will have no further obligations, except under limited circumstances, to provide for registration of the old notes under the U.S. federal securities laws. See Exchange Offer Consequences of Failure to Tender.

**Table of Contents**

**Certain U.S. Federal Income Tax Considerations**

The exchange of old notes for exchange notes in the exchange offer will not constitute a taxable exchange for U.S. federal income tax purposes. See Certain U.S. Federal Income Tax Considerations.

**Transferability**

Under existing interpretations of the Securities Act by the staff of the SEC contained in several no-action letters to third parties, and subject to the immediately following sentence, we believe that the exchange notes will generally be freely transferable by holders after the exchange offer without further compliance with the registration and prospectus delivery requirements of the Securities Act (subject to certain representations required to be made by each holder of old notes, as set forth under Exchange Offer Procedures for Tendering ). However, any holder of old notes who:

is one of our affiliates (as defined in Rule 405 under the Securities Act),

does not acquire the exchange notes in the ordinary course of business,

distributes, intends to distribute, or has an arrangement or understanding with any person to distribute the exchange notes as part of the exchange offer, or

is a broker-dealer who purchased old notes from us in the initial offering of the old notes for resale pursuant to Rule 144A or any other available exemption under the Securities Act,

will not be able to rely on the interpretations of the staff of the SEC, will not be permitted to tender old notes in the exchange offer and, in the absence of any exemption, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes.

Our belief that transfers of exchange notes would be permitted without registration or prospectus delivery under the conditions described above is based on SEC interpretations given to other, unrelated issuers in similar exchange offers. We cannot assure you that the SEC would make a similar interpretation with respect to our exchange offer. We will not be responsible for or indemnify you against any liability you may incur under the Securities Act.

Each broker-dealer that receives exchange notes for its own account under the exchange offer in exchange for old notes that were acquired by the broker-dealer as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. See Plan of Distribution.

**Use of Proceeds**

We will not receive any cash proceeds from the issuance of the exchange notes pursuant to the exchange offer.

**Table of Contents**

**Exchange Agent**

U.S. Bank National Association is the exchange agent for the exchange offer. The address and telephone number of the exchange agent are set forth under Exchange Offer Exchange Agent.

**Table of Contents**

**Summary Terms of the Exchange Notes**

*Set forth below is a brief summary of some of the principal terms of the exchange notes. In this summary of the offering, we, us, our, Smucker, and the Company refer only to The J. M. Smucker Company and any successor obligor, and not to any of its subsidiaries. You should also read the information in the section entitled Description of the Exchange Notes and Guarantees later in this prospectus for a more detailed description and understanding of the terms of the exchange notes.*

The exchange notes will be identical in all material respects to the old notes for which they have been exchanged, except:

the offer and sale of the exchange notes will have been registered under the Securities Act, and thus the exchange notes generally will not be subject to the restrictions on transfer applicable to the old notes or bear restrictive legends,

the exchange notes will not be entitled to registration rights, and

the exchange notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

<b>Issuer</b>	The J. M. Smucker Company
<b>Securities Offered</b>	<p>\$500,000,000 aggregate principal amount of 1.750% Notes due 2018.</p> <p>\$500,000,000 aggregate principal amount of 2.500% Notes due 2020.</p> <p>\$400,000,000 aggregate principal amount of 3.000% Notes due 2022.</p> <p>\$1,000,000,000 aggregate principal amount of 3.500% Notes due 2025.</p> <p>\$650,000,000 aggregate principal amount of 4.250% Notes due 2035.</p> <p>\$600,000,000 aggregate principal amount of 4.375% Notes due 2045.</p>
<b>Stated Maturity Date</b>	The 2018 exchange notes will mature on March 15, 2018.

The 2020 exchange notes will mature on March 15, 2020.

The 2022 exchange notes will mature on March 15, 2022.

The 2025 exchange notes will mature on March 15, 2025.

The 2035 exchange notes will mature on March 15, 2035.

The 2045 exchange notes will mature on March 15, 2045.

**Interest**

The 2018 exchange notes will accrue interest at a rate of 1.750% per year. The 2020 exchange notes will accrue interest at a rate of 2.500% per year. The 2022 exchange notes will accrue interest at a rate of 3.000% per year. The 2025 exchange notes will accrue interest at a rate of 3.500% per year. The 2035 exchange notes will accrue interest at a rate of 4.250% per year. The 2045 exchange notes will accrue interest at a rate of 4.375% per year.

**Table of Contents**

The exchange notes will accrue interest from March 20, 2015, or from the most recent date to which interest has been paid or provided for, until maturity or earlier redemption.

**Interest Payment Dates**

March 15 and September 15 of each year, commencing September 15, 2015.

**Optional Redemption**

We may redeem the exchange notes in whole at any time or in part from time to time at the applicable redemption price as described in the section entitled Description of the Exchange Notes and Guarantees Optional Redemption.

**Mandatory Offers to Purchase**

Within 30 days following any change of control triggering event, the Company will be required to make an offer to purchase all outstanding notes at a purchase price equal to 101% of their principal amount plus accrued and unpaid interest, if any, to, but excluding, the date of purchase. See Description of the Exchange Notes and Guarantees Repurchase at the Option of the Holders of Notes upon a Change of Control Triggering Event.

**Guarantees**

The exchange notes will be fully and unconditionally guaranteed, jointly and severally, on an unsecured and unsubordinated basis by each of the Company's subsidiaries that guarantees (a) its revolving credit facility, or (b) certain existing or future indebtedness of the Company or its subsidiaries in a principal amount equal to or greater than \$120,000,000, which subsidiaries are currently J.M. Smucker LLC and The Folgers Coffee Company. See Description of the Exchange Notes and Guarantees Subsidiary Guarantees.

A subsidiary's guarantee (each, a guarantee) of the exchange notes is subject to automatic and unconditional release under certain circumstances, including, among other things, the substantially simultaneous release of the guarantee by such subsidiary guarantor under all of (a) our revolving credit facility, our term loan credit agreement and our senior public notes (as defined below) and (b) any future credit, loan or borrowing facility or any indenture, note purchase agreement or similar agreement by us or any of our subsidiaries providing, in each case, for the incurrence of indebtedness for money borrowed in a principal amount equal to or greater than \$120 million, other than through discharges as a result of payment by such guarantor on such guarantees (but including any release or discharge that would be conditioned only on the release or discharge of the guarantee of the notes or of such other debt). See Description of the Exchange Notes and

Guarantees Subsidiary Guarantees.

**Ranking**

The exchange notes and the guarantees will be unsecured, unsubordinated obligations of the Company and the applicable subsidiary guarantor, respectively, and will:

rank equally in right of payment to all of the Company's and the applicable subsidiary guarantor's respective existing and future unsecured unsubordinated indebtedness;

**Table of Contents**

rank senior in right of payment to all of the Company's and the applicable subsidiary guarantor's existing and future subordinated indebtedness that is subordinated in right of payment to the exchange notes or the applicable subsidiary guarantee, respectively;

be effectively subordinated to all of the Company's and its subsidiaries' existing and future secured indebtedness to the extent of the value of the Company's assets and the assets of the Company's subsidiaries securing such indebtedness; and

be structurally subordinated to all of the existing and future indebtedness and other liabilities of the Company's non-guarantor subsidiaries.