

PROCTER & GAMBLE CO
Form 425
June 04, 2008

Filed by The J. M. Smucker Company
Pursuant to Rule 425 under the Securities Act of 1933
and Deemed Filed Pursuant to Rule 14a-12
Under the Securities Exchange Act of 1934
Subject Company: The Procter & Gamble Company
Commission File No.: 001-00434

June 4, 2008

To: All Smucker Employees

We are very excited to announce a landmark transaction that brings one of America's best known brands into the Smucker family and builds on our Company's continued strategic growth. The J. M. Smucker Company has reached a definitive agreement with Procter & Gamble to merge the *Folgers*[®] coffee business into the Company in an all-stock Reverse Morris Trust transaction. Today, we proudly welcome the *Folgers* business into the Smucker family of brands.

The *Folgers* brand, founded by James A. Folger in 1850, is similar in many ways to our own core brands with a rich heritage, high-quality product offerings, and strong consumer loyalty. As the #1 retail packaged coffee brand in the United States, the transaction of *Folgers* clearly aligns with our strategy to own and market #1 food brands in North America. In addition, coffee, like peanut butter, fruit spreads, cooking oils and flour, is a staple item included in more than 80% of household pantries.

This is another significant growth milestone for Smucker, as the *Folgers* brand will be our tenth #1 brand and will be the first \$1 billion brand in our portfolio. In addition to the flagship *Folgers* brand, the *Folgers* broad portfolio of products also includes the *Millstone*[®] brand along with the *Dunkin' Donuts*[®] brand sold through retail channels. We are confident our proven brand management expertise will allow us to continue *Folgers* lead in the competitive coffee category and build upon its unique heritage and equity.

Also included in the transaction are the *Folgers* production facilities located in New Orleans, Louisiana; Sherman, Texas; and Kansas City, Missouri, along with the sales, marketing, coffee procurement, product development, supply chain, and administrative functions in Cincinnati. These facilities, along with support staff, will add about 1,250 new employees to the Smucker family.

The transaction is expected to increase total Company net sales to approximately \$5 billion in the first full year of ownership and presents greater opportunities for multi-brand merchandising, new product development, and continued investment in our core brands. This combined portfolio provides us with increased size and scale that will benefit all our businesses, position us for future growth, and deliver long-term shareholder value.

An important component of this transaction is the payment to Smucker shareholders of a one-time special dividend of approximately \$5 per share that serves to equalize the transaction. The closing of the transaction in October 2008 will require shareholder and regulatory approval.

As you know, this has and will continue to require a great deal of effort by many people throughout the Company in the coming months. We also understand this opportunity comes at a time when we are already engaged in a number of significant company-wide initiatives. We are committed to prioritizing these demands and adding additional resources as necessary to support our efforts. There is no doubt that every person's role will be critical to our success—whether focused on running our business or the integration of *Folgers*—and we thank you for your enthusiasm and dedication to the business.

We know you will join us in welcoming into the Smucker family the *Folgers* business and the talented employees who have built this successful brand. We thank each of you for your commitment to the Basic Beliefs and to each other as we enter another exciting chapter in our Company's history.

Sincerely,



In connection with the proposed transaction between Smucker and P&G, Smucker will file a registration statement with the SEC, which will include Smucker's proxy statement/prospectus. Shareholders are urged to read the proxy statement/prospectus and any other relevant documents when they become available, because they will contain important information. The proxy statement/prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov, or by contacting The J.M. Smucker Company, Shareholder Relations, Strawberry Lane, Orrville, Ohio 44667 or by calling (330) 684-3838. Smucker, P&G and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders in connection with the proposed transaction. Information about the directors and executive officers of Smucker & P&G may be found in their most recent Annual Reports on Form 10-K and definitive proxy statements for their most recent annual meetings of shareholders filed with the SEC. Additional information regarding the interests of these participants will also be included in the proxy statement/prospectus when it becomes available. Smucker documents can be obtained free of charge from the sources indicated above. P&G documents are available free of charge on the SEC's website and also may be obtained by contacting The Procter & Gamble Company, Shareholder Services Department, PO Box 5572, Cincinnati, Ohio 45201-5572 or by calling (800) 742-6253.

The J. M. Smucker Company Forward Looking Information

This communication contains certain forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially. These include statements regarding estimates of future earnings and cash flows and expectations as to the closing of the transaction. Other uncertainties include, but are not limited to, general economic conditions within the U.S., strength of commodity markets from which raw materials are procured and the related impact on costs, the ability to obtain regulatory and shareholders' approval without unexpected delays or conditions, integration of the merged businesses in a timely and cost effective manner, retention of supplier and customer relationships and key employees, the ability to achieve synergies and cost savings in the amounts and within the time frames currently anticipated, and other factors affecting share prices and capital markets generally. Other risks and uncertainties that may materially affect Smucker are detailed from time to time in reports filed by Smucker with the SEC, including Forms 10-Q, 10-K and 8-K.