

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):
January 22, 2020



CAMPBELL SOUP COMPANY

New Jersey
State of Incorporation

1-3822
Commission File Number

21-0419870
I.R.S. Employer
Identification No.

One Campbell Place
Camden, New Jersey 08103-1799
Principal Executive Offices

Telephone Number: (856) 342-4800

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Capital Stock, par value \$.0375	CPB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 – Other Events

Redemption of 4.25% Senior Notes due 2021

On January 22, 2020, Campbell Soup Company (the “Company”) completed the previously announced redemption of all \$500 million outstanding aggregate principal amount of the Company’s 4.25% Senior Notes due 2021 (the “Redemption Notes”). The Redemption Notes were redeemed at a price (inclusive of accrued and unpaid interest) of 104.167% of the principal amount thereof on January 22, 2020 in accordance with the indenture.

Upsize, Early Results, Pricing and Settlement of Tender Offers

On January 23, 2020, the Company issued a press release (the “Upsize and Early Tender Results Press Release”) announcing the upsize and the early tender date results of its previously announced offers to purchase for cash (the “Tender Offers”) up to the Maximum Tender Amount (as defined herein) of its outstanding 3.30% Senior Notes due 2021, 3.80% Senior Notes due 2042, 3.65% Senior Notes due 2023, 3.95% Senior Notes due 2025, 3.30% Senior Notes due 2025 and 4.15% Senior Notes due 2028. The Company has amended the terms of the Tender Offers to increase the combined aggregate principal amount of the securities subject to the Tender Offers from \$1.0 billion to \$1.2 billion (the “Maximum Tender Amount”). Additionally, the Company has amended the Tender Offers to increase the previously announced series tender caps (i) with respect to the 3.30% Senior Notes due 2021, from \$300,000,000 to \$328,644,000 and (ii) with respect to the 3.65% Senior Notes due 2023, from \$400,000,000 to \$633,846,000. The Tender Offers are being made pursuant to, and are subject to the satisfaction or waiver of the terms and conditions set forth in, the Offer to Purchase dated January 8, 2020, as amended by the Upsize and Early Tender Results Press Release. A copy of the Upsize and Early Tender Results Press Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

In addition, on January 23, 2020, the Company announced the pricing of the notes validly tendered, not validly withdrawn and accepted for purchase in the Tender Offers. A copy of the press release announcing the pricing is attached hereto as Exhibit 99.2 and incorporated herein by reference.

On January 24, 2020, the Company completed the settlement of the Tender Offers. Because the Company accepted for purchase the Maximum Tender Amount, no additional notes will be purchased pursuant to the Tender Offers after January 24, 2020.

The information contained in this Current Report on Form 8-K shall not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits

99.1	Upsize and Early Tender Results Press Release dated January 23, 2020.
99.2	Tender Offers Pricing Press Release dated January 23, 2020.
104	The cover page from this Current Report on Form 8-K is formatted in Inline XBRL.

EXHIBIT INDEX

Exhibit No.

- 99.1 [Upsize and Early Tender Results Press Release dated January 23, 2020.](#)
- 99.2 [Tender Offers Pricing Press Release dated January 23, 2020.](#)
- 104 The cover page from this Current Report on Form 8-K is formatted in Inline XBRL.

SIGNATURES

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

CAMPBELL SOUP COMPANY

By: /s/ Mick Beekhuizen
Mick Beekhuizen
Executive Vice President and Chief Financial Officer

Date: January 24, 2020

**FOR IMMEDIATE RELEASE**INVESTOR CONTACT:

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Campbell Soup Company Announces Upsize and Early Tender Results of its Debt Tender Offers

CAMDEN, N.J., Jan. 23, 2020 -- Campbell Soup Company (NYSE:CPB)(the “Company”) announced today that it has amended the terms of the Offers (as defined below) to increase the combined aggregate principal amount of Securities subject to the Offers from \$1.0 billion to \$1.2 billion (the “Maximum Tender Amount”). Additionally, the Company has amended the Offers to increase the previously announced Series Tender Caps (as defined below) with respect to the 2021 Notes and the 2023 Notes (each as defined below) as set forth in the table below. The Company also announced today the early tender results of its previously announced offers to purchase for cash up to the Maximum Tender Amount of its 3.30% Senior Notes due 2021 (up to an increased sublimit of \$328,644,000 aggregate principal amount) (the “2021 Notes”), 3.80% Senior Notes due 2042 (the “2042 Notes”), 3.65% Senior Notes due 2023 (up to an increased sublimit of \$633,846,000 aggregate principal amount) (the “2023 Notes”), 3.95% Senior Notes due 2025 (up to a sublimit of \$300,000,000 aggregate principal amount) (the “2025 3.95% Notes”), 3.30% Senior Notes due 2025 (the “2025 3.30% Notes”) and 4.15% Senior Notes due 2028 (up to a sublimit of \$50,000,000 aggregate principal amount) (the “2028 Notes”, and together with the 2021 Notes, the 2042 Notes, the 2023 Notes, the 2025 3.95% Notes and the 2025 3.30% Notes, the “Securities”). The Company refers to its offers to purchase the Securities as the “Offers.”

Subject to the Maximum Tender Amount, the amounts of each series of Securities to be purchased is determined in accordance with the acceptance priority levels specified in the table below and on the cover page of the Offer to Purchase dated January 8, 2020 (the “Offer to Purchase”) in the column entitled “Acceptance Priority Level” (the “Acceptance Priority Level”), with 1 being the highest Acceptance Priority Level and 6 being the lowest Acceptance Priority Level. No more than the amount set forth in the table below under the column “Series Tender Cap” for each series of Securities will be purchased in the Offers (such aggregate principal amounts, the “Series Tender Caps”).

As reported by Global Bondholder Services Corporation, the Information Agent and Tender Agent for the Offers, the principal amount of each series of Securities that were validly tendered and not validly withdrawn as of 5:00 p.m., New York City time, on January 22, 2020 (the “Early Tender Date”) and the principal amount of each series of Securities that will be accepted for purchase by the Company on the Early Settlement Date (as defined below) are specified in the table below. The withdrawal deadline of 5:00 p.m., New York City time, on January 22, 2020 has passed and, accordingly, Securities validly tendered in the Offers may no longer be withdrawn except in certain limited circumstances where additional withdrawal rights are required by law.

The following table sets certain terms of the Offers:

Title of Security	CUSIP Number	Principal Amount Outstanding	Series Tender Cap	Principal Amount Tendered	Principal Amount to be Accepted	Approximate Proration Factor	Acceptance Priority Level	Reference U.S. Treasury Security	Bloomberg Reference Page ⁽¹⁾	Fixed Spread (basis points) ⁽²⁾	Early Tender Premium
3.30% Senior Notes due 2021	134429 BD0	\$650,000,000	\$328,644,000	\$328,644,000	\$328,644,000	100.0%	1	U.S.T. due 03/15/21 2.375%	FIT4	25	\$30.00
3.80% Senior Notes due 2042	134429 AZ2	\$400,000,000	N/A	\$237,312,000	\$237,312,000	100.0%	2	U.S.T. due 08/15/49 2.250%	FIT1	130	\$30.00
3.65% Senior Notes due 2023	134429 BE8	\$1,200,000,000	\$633,846,000	\$889,457,000	\$633,846,000	71.4%	3	U.S.T. due 12/15/22 1.625%	FIT1	40	\$30.00
3.95% Senior Notes due 2025	134429 BF5	\$850,000,000	\$300,000,000	\$600,728,000	\$0	0.0%	4	U.S.T. due 12/31/24 1.750%	FIT1	65	\$30.00
3.30% Senior Notes due 2025	134429 BA6	\$300,000,000	N/A	\$136,810,000	\$0	0.0%	5	U.S.T. due 12/31/24 1.750%	FIT1	80	\$30.00
4.15% Senior Notes due 2028	134429 BG3	\$1,000,000,000	\$50,000,000	\$500,127,000	\$0	0.0%	6	U.S.T. due 11/15/29 1.750%	FIT1	95	\$30.00

(1) The applicable page on Bloomberg from which the Dealer Managers will quote the bid-side prices of the applicable Reference U.S. Treasury Security.

(2) Inclusive of the Early Tender Premium.

The Offers are being made upon and are subject to the terms and conditions set forth in the Offer to Purchase, as amended by this press release. Because the aggregate principal amount of validly tendered and not validly withdrawn Securities exceeded the Maximum Tender Amount, the Securities will be purchased subject to Acceptance Priority Levels and proration as described in the Offer to Purchase and this press release.

Although the Offers are scheduled to expire at 11:59 p.m., New York City time, on February 5, 2020, because the Maximum Tender Amount was fully subscribed as of the Early Tender Date, the Company does not expect to accept for purchase any Securities tendered after the Early Tender Date. Securities not accepted for purchase will be promptly returned or credited to the holder's account.

The consideration to be paid in the Offers of each series validly tendered will be determined in the manner described in the Offer to Purchase by reference to a fixed spread over the applicable U.S. Treasury Security specified in the table above and in the Offer to Purchase (the "Total Consideration"). Holders of Securities that were validly tendered and not withdrawn on or prior to the Early Tender Date and that are accepted for purchase will receive the applicable Total Consideration, which includes an early tender premium of \$30.00 per \$1,000 principal amount of the Securities accepted for purchase (the "Early Tender Premium"). Because the aggregate principal amount of the 2023 Notes validly tendered and not validly withdrawn was greater than the applicable Series Tender Cap, the 2023 Notes validly tendered in the Offers will be subject to proration. Because the aggregate principal amount of the 2021 Notes, the 2042 Notes and the 2023 Notes accepted for payment equals the Maximum Tender Amount, no additional Securities will be accepted for payment pursuant to the Offers. The Total Consideration will be determined at 10:00 a.m., New York City time, on January 23, 2020, unless extended by the Company.

Payments for Securities purchased will include accrued and unpaid interest from and including the last interest payment date applicable to the relevant series of Securities up to, but not including, the settlement date for such Securities accepted for purchase. Interest will cease to accrue on the settlement date for all Securities accepted, and no additional interest will be paid to holders who tender such Securities, including if a record date for an interest payment on such Securities has passed before the settlement date. The settlement date for Securities that were validly tendered on or prior to the Early Tender Date and are accepted for payment is expected to be January 24, 2020, the second business day following the Early Tender Date (the "Early Settlement Date").

The Company's obligation to accept for payment and to pay for the Securities validly tendered in the Offers is subject to the satisfaction or waiver of a number of conditions described in the Offer to Purchase. The Company reserves the right, subject to applicable law, to: (i) waive any and all conditions to the Offers; (ii) extend, terminate or withdraw the Offers; (iii) increase or decrease the Maximum Tender Amount and/or increase, decrease or eliminate any of the Series Tender Caps; or (iv) otherwise amend any of the Offers in any respect.

BofA Securities, Citigroup, BNP PARIBAS and J.P. Morgan are acting as Lead Dealer Managers for the Offers. The Information Agent and Tender Agent is Global Bondholder Services Corporation. Copies of the Offer to Purchase and related offering materials are available by contacting the Information Agent by phone at (212) 430-3774 (banks and brokers) or (866) 470-3800 (all other calls toll-free) or by email at contact@gbsc-usa.com. Questions regarding the Offers should be directed to BofA Securities at (980) 387-3907 (collect) or (888) 292-0700 (toll-free); or Citigroup at (212) 723-6106 (collect) or (800) 558-3745 (toll-free).

None of the Company, its board of directors, the Dealer Managers, the Information Agent and Tender Agent, or the trustee with respect to the Securities is making any recommendation as to whether holders should tender any Securities in response to any of the Offers. This news release shall not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. The Offers are being made only pursuant to the Offer to Purchase, as amended by this press release, and only in such jurisdictions as is permitted under applicable law.

About Campbell Soup Company

Campbell (NYSE:CPB) is driven and inspired by our Purpose, “Real food that matters for life's moments.” For generations, people have trusted Campbell to provide authentic, flavorful and affordable snacks, soups and simple meals, and beverages. Founded in 1869, Campbell has a heritage of giving back and acting as a good steward of the planet's natural resources. The company is a member of the Standard and Poor's 500 and the FTSE4Good Index.

Forward-Looking Statements

This release contains “forward-looking statements” that reflect the Company’s current expectations as to its ability to consummate the Offers, including the timing, size, pricing or other terms of the Offers. These forward-looking statements rely on a number of assumptions and estimates that could be inaccurate and which are subject to risks and uncertainties. The factors that could cause the Company’s actual results to vary materially from those anticipated or expressed in any forward-looking statement are described in the Company’s most recent Form 10-K and subsequent Securities and Exchange Commission filings, and include the ability to complete the Offers. The Company disclaims any obligation or intent to update the forward-looking statements to reflect events or circumstances after the date of this release.

**FOR IMMEDIATE RELEASE**INVESTOR CONTACT:

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Campbell Soup Company Announces Pricing of its Debt Tender Offers

CAMDEN, N.J., Jan. 23, 2020 -- **Campbell Soup Company (NYSE:CPB)**(the "Company") announced today the pricing of its previously announced offers to purchase for cash up to \$1.2 billion (the "Maximum Tender Amount") of its 3.30% Senior Notes due 2021 (up to an increased sublimit of \$328,644,000 aggregate principal amount) (the "2021 Notes"), 3.80% Senior Notes due 2042 (the "2042 Notes"), 3.65% Senior Notes due 2023 (up to an increased sublimit of \$633,846,000 aggregate principal amount) (the "2023 Notes"), 3.95% Senior Notes due 2025 (up to a sublimit of \$300,000,000 aggregate principal amount) (the "2025 3.95% Notes"), 3.30% Senior Notes due 2025 (the "2025 3.30% Notes") and 4.15% Senior Notes due 2028 (up to a sublimit of \$50,000,000 aggregate principal amount) (the "2028 Notes", and together with the 2021 Notes, the 2042 Notes, the 2023 Notes, the 2025 3.95% Notes and the 2025 3.30% Notes, the "Securities", and the foregoing sublimits, the "Series Tender Caps"). The Company refers to its offers to purchase the Securities as the "Offers." The Company previously announced today that it amended the Offers to increase the previously announced Maximum Tender Amount from \$1.0 billion to \$1.2 billion, as well as the previously announced Series Tender Caps for the 2021 Notes and the 2023 Notes as set forth above.

Subject to the Maximum Tender Amount, the amounts of each series of Securities to be purchased is determined in accordance with the acceptance priority levels specified in the table below and on the cover page of the Offer to Purchase dated January 8, 2020 as amended by the Upsize and Early Tender Results Press Release issued by the Company today (the "Offer to Purchase") in the column entitled "Acceptance Priority Level" (the "Acceptance Priority Level"), with 1 being the highest Acceptance Priority Level and 6 being the lowest Acceptance Priority Level. No more than the amount of the Series Tender Caps for each series of Securities will be purchased in the Offers.

The following table sets certain terms of the Offers:

Title of Security	CUSIP Number	Principal Amount Outstanding	Acceptance Priority Level	Reference U.S. Treasury Security	Reference U.S. Treasury Yield	Fixed Spread (basis points) ⁽¹⁾	Total Consideration (per \$1,000) ⁽¹⁾
3.30% Senior Notes due 2021	134429 BD0	\$650,000,000	1	2.375% U.S.T. due 03/15/21	1.569%	25	\$1,016.64
3.80% Senior Notes due 2042	134429 AZ2	\$400,000,000	2	2.250% U.S.T. due 08/15/49	2.179%	130	\$1,049.83
3.65% Senior Notes due 2023	134429 BE8	\$1,200,000,000	3	1.625% U.S.T. due 12/15/22	1.492%	40	\$1,051.99
3.95% Senior Notes due 2025	134429 BF5	\$850,000,000	4	1.750% U.S.T. due 12/31/24	1.537%	65	\$1,082.68
3.30% Senior Notes due 2025	134429 BA6	\$300,000,000	5	1.750% U.S.T. due 12/31/24	1.537%	80	\$1,044.37
4.15% Senior Notes due 2028	134429 BG3	\$1,000,000,000	6	1.750% U.S.T. due 11/15/29	1.727%	95	\$1,104.16

(1) Inclusive of the Early Tender Premium.

The Offers are being made upon and are subject to the terms and conditions set forth in the Offer to Purchase, as amended by this press release. Because the aggregate principal amount of validly tendered and not validly withdrawn Securities exceeded the Maximum Tender Amount, the Securities will be purchased subject to Acceptance Priority Levels and proration as described in the Offer to Purchase. Because the aggregate principal amount of the 2023 Notes validly tendered and not validly withdrawn was greater than the applicable Series Tender Cap, the 2023 Notes validly tendered in the Offers will be subject to proration. Because the aggregate principal amount of the 2021 Notes, the 2042 Notes and the 2023 Notes accepted for payment equals the Maximum Tender Amount, no additional Securities will be accepted for payment pursuant to the Offers.

Although the Offers are scheduled to expire at 11:59 p.m., New York City time, on February 5, 2020, because the Maximum Tender Amount was fully subscribed as of January 22, 2020, 5:00 p.m. New York City time (the “Early Tender Date”), the Company does not expect to accept for purchase any Securities tendered after the Early Tender Date. Securities not accepted for purchase will be promptly returned or credited to the holder’s account.

The consideration to be paid in the Offers of each series validly tendered was determined in the manner described in the Offer to Purchase by reference to a fixed spread over the applicable U.S. Treasury Security specified in the table above and in the Offer to Purchase (the “Total Consideration”). Holders of Securities that were validly tendered and not validly withdrawn on or prior to the Early Tender Date and that are accepted for purchase will receive the applicable Total Consideration, which includes an early tender premium of \$30.00 per \$1,000 principal amount of the Securities accepted for purchase (the “Early Tender Premium”). The Total Consideration was determined at 10:00 a.m., New York City time, today.

Payments for Securities purchased will include accrued and unpaid interest from and including the last interest payment date applicable to the relevant series of Securities up to, but not including, the settlement date for such Securities accepted for purchase. Interest will cease to accrue on the settlement date for all Securities accepted, and no additional interest will be paid to holders who tender such Securities, including if a record date for an interest payment on such Securities has passed before the settlement date. The settlement date for Securities that were validly tendered on or prior to the Early Tender Date and are accepted for payment is expected to be January 24, 2020, the second business day following the Early Tender Date.

The Company’s obligation to accept for payment and to pay for the Securities validly tendered in the Offers is subject to the satisfaction or waiver of a number of conditions described in the Offer to Purchase. The Company reserves the right, subject to applicable law, to: (i) waive any and all conditions to the Offers; (ii) extend, terminate or withdraw the Offers; (iii) increase or decrease the Maximum Tender Amount and/or increase, decrease or eliminate any of the Series Tender Caps; or (iv) otherwise amend any of the Offers in any respect.

BofA Securities, Citigroup, BNP PARIBAS and J.P. Morgan are acting as Lead Dealer Managers for the Offers. The Information Agent and Tender Agent is Global Bondholder Services Corporation. Copies of the Offer to Purchase and related offering materials are available by contacting the Information Agent by phone at (212) 430-3774 (banks and brokers) or (866) 470-3800 (all other calls toll-free) or by email at contact@gbsc-usa.com. Questions regarding the Offers should be directed to BofA Securities at (980) 387-3907 (collect) or (888) 292-0700 (toll-free); or Citigroup at (212) 723-6106 (collect) or (800) 558-3745 (toll-free).

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Forward-Looking Statements

This release contains “forward-looking statements” that reflect the Company’s current expectations as to its ability to consummate the Offers, including the timing, size, pricing or other terms of the Offers. These forward-looking statements rely on a number of assumptions and estimates that could be inaccurate and which are subject to risks and uncertainties. The factors that could cause the Company’s actual results to vary materially from those anticipated or expressed in any forward-looking statement are described in the Company’s most recent Form 10-K and subsequent Securities and Exchange Commission filings, and include the ability to complete the Offers. The Company disclaims any obligation or intent to update the forward-looking statements to reflect events or circumstances after the date of this release.