

J M SMUCKER Co  
Form 8-K  
October 24, 2016

**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): October 24, 2016**

**The J. M. Smucker Company**

**(Exact Name of Registrant as Specified in Its Charter)**

**Ohio**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-05111**  
**(Commission**

**File Number)**

**34-0538550**  
**(IRS Employer**

**Identification No.)**

**One Strawberry Lane, Orrville, Ohio**  
**(Address of Principal Executive Offices)**

**44667-0280**  
**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (330) 682-3000**

**Not Applicable**

**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:

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 3.03. Material Modification to Rights of Security Holders.**

On October 24, 2016, The J. M. Smucker Company (the Company ) and Computershare Trust Company, N.A., as rights agent, entered into Amendment No. 2 to the Rights Agreement, dated as of May 20, 2009 and subsequently amended as of February 3, 2015 (as amended, the Rights Agreement ). Amendment No. 2 amends the definition of beneficial ownership in Section 1(c) of the Rights Agreement to provide that, among other things and subject to certain exceptions, a person will not be deemed the beneficial owner of, or to beneficially own, the first 10% of then-outstanding common shares of the Company that would otherwise be deemed to be beneficially owned by such person, together with all its affiliates and associates, if such person is entitled to file, and files, a statement on Schedule 13G pursuant to Rule 13d-1(b) or Rule 13d-1(c) under the Securities Exchange Act of 1934, as amended.

The foregoing description of Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to the full text of Amendment No. 2, which is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

**Exhibit**

| Number | Description                                                                                                                                                                                                                            |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1    | Amendment No. 2, dated as of October 24, 2016, to the Rights Agreement, dated as of May 20, 2009, by and between The J. M. Smucker Company and Computershare Trust Company, N.A., as rights agent, and amended as of February 3, 2015. |

**SIGNATURE**

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

Date: October 24, 2016

THE J. M. SMUCKER COMPANY

By: /s/ Jeannette L. Knudsen

Name: Jeannette L. Knudsen

Title: Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

|     |                                                                                                                                                                                                                                        |
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