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FLEMING COMPANIES INC /OK/

Form 8-K

April 17, 2003

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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): April 17, 2003

FLEMING COMPANIES, INC.
(Exact name of Registrant as specified in its charter)

OKLAHOMA
(State of incorporation
or organization)

1-8140
(Commission file number)

48-0222760
(I.R.S. employer identificati

1945 LAKEPOINTE DRIVE
LEWISVILLE, TEXAS
(Address of principal executive offices)

75057
(Zip code)

Registrant's telephone number, including area code: (972) 906-8000

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the exhibit referenced below and the information set forth therein is deemed to be furnished pursuant to Item 9 and Item 12 hereof and shall not be deemed "filed" under the Securities Exchange Act of 1934.

(c) EXHIBITS

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| EXHIBIT NUMBER ----- | | DESCRIPTION ----- |
|----------------------------|----|-------------------------------------|
| 99.1 | -- | Press release dated April 17, 2003. |

ITEM 9. REGULATION FD DISCLOSURE.

The following information is being furnished under Item 9 and, in accordance with Securities Exchange Commission Release No. 33-8126, under Item 12, "Results of Operations and Financial Condition", by being presented under Item 9.

On April 17, 2003, Fleming Companies, Inc. (the "Company") issued a press release announcing that it will restate its 2001 annual and quarterly financial statements and 2002 quarterly financial statements previously filed with the Securities and Exchange Commission. It also will revise its previously announced 2002 fourth quarter and annual financial results. A copy of such press release and the information set forth therein are deemed to be furnished and shall not be deemed "filed" under the Securities Exchange Act of 1934.

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SIGNATURES

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.

FLEMING COMPANIES, INC.

Date: April 17, 2003

By: /s/ Mark D. Shapiro

Mark D. Shapiro
Senior Vice President and
Chief Financial Officer

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INDEX TO EXHIBITS

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