SANDERSON FARMS INC
Form DEFA14A
February 04, 2005

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
x Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

SANDERSON FARMS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

PROXY STATEMENT SUPPLEMENT

In the table on page 21 of the Proxy Statement relating to our Annual Meeting of Stockholders to be held February 17, 2005, under the subheading Proposed 2005 Awards, we inadvertently omitted information concerning proposed restricted stock awards of 3,000 shares each to our Non-employee Directors (10 persons), vesting over three years, as recommended by our Nominating and Corporate Governance Committee. In lieu of the -0- amounts shown in the last line of that table, the amount under the Number column should have been 30,000, and the amount under the Value column should have been $1,249,800.

The restricted stock grants shown in the table, revised as stated above, would partially satisfy management ownership guidelines that our Nominating and Corporate Governance Committee has recommended for our Directors and that our Compensation Committee has recommended for our executive officers and managers. Our Board of Directors has not yet acted upon these proposed guidelines. The information herein also supplements the sections EXECUTIVE COMPENSATION, Directors Fees and EXECUTIVE COMPENSATION, Report on Executive Compensation; Compensation Committee Interlocks; and Insider Participation that begin on page 12 of our Proxy Statement.

You may obtain copies of our Proxy Statement and form of proxy from our website, www.sandersonfarms.com, or you may request them from Mike Cockrell, Sanderson Farms, Inc., P.O. Box 988, Laurel, MS 39441, 601-649-4030. Methods of revoking a proxy are described in our Proxy Statement.

The Board of Directors recommends that you vote FOR adoption of the Stock Incentive Plan, for the reasons that are set forth in the Proxy Statement.

SANDERSON FARMS, INC.

February 1, 2005