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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): June 22, 2007

S&C Holdco 3, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-100717
(Commission
File Number)

81-0557245
(IRS Employer
Identification No.)

1770 Promontory Circle, Greeley, CO
(Address of principal executive offices)

80634
(Zip Code)

Registrant's telephone number, including area code: **(970) 506-8000**

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))
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Item 7.01 Regulation FD Disclosure.

On June 22, 2007, Swift & Company, a wholly owned subsidiary of S&C Holdco 3, Inc., issued a press release relating to the proposed issuance of debt securities, which release is attached hereto as Exhibit 99.1

As provided in General Instruction B.2 of Form 8-K, the information contained in this Current Report on Form 8-K shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. By furnishing this information, we make no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated June 22, 2007.

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.

S&C HOLDCO 3, INC.

By: /s/ Donald F. Wiseman
Name: Donald F. Wiseman
Title: Senior Vice President, General Counsel and Secretary

Date: June 22, 2007



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Swift & Company

Contact:

Sean McHugh
Vice President
Investor Relations and Communications
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(970) 506-7490

**SWIFT & COMPANY ANNOUNCES PROPOSED PRIVATE PLACEMENT OF \$600
MILLION OF SENIOR NOTES**

GREELEY, COLO., June 22, 2007 — In connection with the previously announced acquisition of Swift Foods Company by J&F Participações S.A. (“J&F”), Swift & Company (“Swift”) announced today that J&F I Finance Co. (“Finance Sub”), a subsidiary of J&F, intends to offer, in a private placement, approximately \$600 million aggregate principal amount of notes, consisting of \$200 million aggregate principal amount of senior notes due 2015, \$200 million aggregate original principal amount of senior toggle notes due 2015 and \$200 million aggregate principal amount of senior floating rate notes due 2014 (collectively, the “Notes”).

At the closing of the acquisition, Finance Sub, the issuer of the Notes, will merge with and into Swift, with Swift continuing as the surviving corporation. At the time of the acquisition, Swift will assume the obligations of Finance Sub under the Notes and the related indentures by operation of law.

The offering of the Notes is part of the financing for, will occur concurrently with, and is conditioned upon the consummation of, the acquisition.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any Notes, nor shall there be any sale of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by the use of such words as “may,” “will,” “should,” “expects,” “plans,” “anticipates” and “believes.” These forward-looking statements are based on current expectations and projections

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about future events and actual events could differ materially from those projected. You are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks, assumptions and uncertainties that cannot be predicted or quantified. These risks, assumptions and uncertainties include but are not limited to uncertainties related to the completion of the acquisition, including the fulfillment or waiver of conditions to the closing under the related merger agreement, and other risks described in S&C Holdco 3, Inc.'s SEC reports, including its Annual Report on Form 10-K filed with the Securities and Exchange Commission and available on the SEC's website. Statements in this press release are based on the information available to Swift as of the date of this release. Swift undertakes no obligation to update the information contained in the press release.

Swift files information with the Securities and Exchange Commission under its parent's name of S&C Holdco 3, Inc. Filings may be viewed at: <http://www.sec.gov>.

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