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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): May 11, 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 May 11, 2007, Swift & Company, a wholly-owned subsidiary of the registrant, issued a press release announcing its return to standard staffing levels at its beef processing facilities after the December 2006 detention and removal of approximately 950 employees by the U.S. Department of Homeland Security's Immigration and Customs Enforcement ("ICE") division and reporting the revised financial impact estimate of the ICE event for its fiscal year ending May 27, 2007. A copy of the press release is furnished as an exhibit to this Current Report.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached exhibit shall be deemed to "furnished" and not deemed to be "filed" for purposes of the Securities and Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated May 11, 2007.

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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.

S&C HOLDCO 3, INC.

By: /s/ Donald F. Wiseman

Name: Donald F. Wiseman

Title: Senior Vice President, General Counsel and Secretary

Date: May 11, 2007



<DOCUMENT>  
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Exhibit 99.1



**Swift & Company**<sup>®</sup>

**Contact:**

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Vice President  
Investor Relations and Communications  
sean.mchugh@swiftbrands.com  
(970) 506-7490

**SWIFT & COMPANY ANNOUNCES RETURN OF STANDARD STAFFING LEVELS  
AT ALL FOUR DOMESTIC BEEF PROCESSING FACILITIES**

*Pork Processing Facilities Resumed Normal Production in March*

GREELEY, COLO., May 11, 2007 — Swift & Company today reported its return to standard staffing levels at all four domestic beef processing facilities after the detention and removal, on December 12, 2006, of approximately 950 Swift Beef employees by the U.S. Department of Homeland Security's Immigration and Customs Enforcement ("ICE") division.

The December 2006 ICE event also involved two Swift Pork processing facilities. As the Company announced on April 10, 2007, Swift's domestic pork operations returned to normal levels in March 2007. ICE detained and removed a total of nearly 1,300 Swift Beef and Swift Pork employees during the December 2006 event.

After 15 months of investigation, and as the Company has previously indicated, no charges or accusations of wrongdoing have been made by the government against Swift or any current or former member of management in connection with the government's immigrant worker investigation, nor does the Company have any reason to believe there will be in the future.

"I'm pleased to report that all four of Swift's domestic beef plants are now at or above standard staffing levels," said Sam Rovit, Swift & Company's president and chief executive officer. "We are now working diligently to train our new team members to accelerate the return of our beef facilities to full production capacity."

Swift & Company today also reported a revised financial impact estimate of the December 2006 ICE event of \$45 million to \$50 million for its fiscal year ending May 27, 2007.

"Our original estimate of the cost of the December 2006 ICE event and its aftermath was \$30 million," said Ray Silcock, Swift & Company's executive vice president and chief financial officer. "This comprised approximately \$20 million in lost earnings and \$10 million in increased recruiting and training costs. Of the \$30 million, \$5 million was from Swift Pork and \$25 million from Swift Beef."

Silcock continued, "As we approach the end of our fiscal year, it now appears that while the Swift Pork estimate continues to be reasonably accurate, increased costs and lost slaughter opportunities in Swift Beef will total more than \$40 million for fiscal 2007, primarily due to the

greater than originally expected time required to bring our four beef plants back to full production.”

The Company expects to provide additional information on this matter in its Annual Report on Form 10-K, due to be filed with the Securities and Exchange Commission in August 2007.

**About Swift & Company**

With nearly \$10 billion in annual sales, Swift & Company is the third-largest processor of fresh beef and pork in the U.S. and the largest beef processor in Australia. Founded in 1855 and headquartered in Greeley, Colorado, Swift processes, prepares, packages, markets, and delivers fresh, further processed and value-added beef and pork products to customers in the United States and international markets. For additional information, please visit [www.swiftbrands.com](http://www.swiftbrands.com).

**Information Concerning Forward-Looking Statements**

This press release contains certain statements, projections and forecasts regarding Swift & Company’s future business plans, financial results, products and performance that constitute 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.” There are a number of risks and uncertainties that could cause the actual results to differ materially. Some of these risks and uncertainties include product liability claims and recalls, livestock disease, fluctuating raw material costs and selling prices, changes in consumer preferences, compliance with environmental regulations and labor relations, operating in a competitive environment, and other general economic conditions and other risks described in the Company’s 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 the Company as of the date of the release. The Company undertakes no obligation to update the information contained in the press release.

Swift & Company files information with the Securities and Exchange Commission under the name “S&C Holdco 3, Inc.” Filings may be viewed at:

<http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001199114&owner=include>

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