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<DOCUMENT-COUNT> 1
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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 4, 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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[E/O]

CRC: 59883

EDGAR 2

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 4, 2007, Swift & Company, a wholly owned subsidiary of S&C Holdco 3, Inc., accepted the resignation of Matthew D. Wineinger, President, Australian Meat Holdings Pty. Limited, effective immediately.

[E/O]

CRC: 45084
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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/ William G. Trupkiewicz
Name: William G. Trupkiewicz
Title: Senior Vice President—Corporate
Controller, Assistant Secretary

Date: June 6, 2007