

Seneca Foods Corp

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Documents

8-K	FORM 8-K
EX-99.1	Exhibit 99.1
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dei:CityAreaCode			315
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dei:WrittenCommunications			<input type="checkbox"/>
dei:SolicitingMaterial			<input type="checkbox"/>
dei:PreCommencementTenderOffer			<input type="checkbox"/>
dei:PreCommencementIssuerTenderOffer			<input type="checkbox"/>
dei:EntityEmergingGrowthCompany			<input type="checkbox"/>

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): February 3, 2021

SENECA FOODS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

New York
(State or Other Jurisdiction of Incorporation)

0-01989
(Commission File Number)

16-0733425
(IRS Employer Identification No.)

3736 South Main Street, Marion, New York 14505-9751
(Address of Principal Executive Offices, including zip code)

(315) 926-8100
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock Class A, \$.25 Par	SENEA	NASDAQ Global Market
Common Stock Class B, \$.25 Par	SENEB	NASDAQ Global Market

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 (see General Instruction A.2. below):

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02 Results of Operations and Financial Condition

On February 3, 2021, Seneca Foods Corporation (the "Corporation") issued a press release on its financial results for the third quarter ended December 26, 2020 furnished as Exhibit 99.1, attached hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release dated February 3, 2021 announcing Seneca Foods Corporation's results of operations for third quarter ended December 26, 2020.

Exhibit 104 Cover Page Interactive Data File (embedded within Inline XBRL document)

SIGNATURES

Filer: Seneca Foods Corp	Document Type: 8-K	Sequence: 2
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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 3, 2021

SENECA FOODS CORPORATION

By: /s/ Timothy J. Benjamin
Timothy J. Benjamin r
Chief Financial Officer and Treasurer

Exhibit 99.1



Seneca Foods Reports Sales and Earnings for the Quarter and Nine Months Ended December 26, 2020

MARION, N.Y. February 3, 2021 -- Seneca Foods Corporation (NASDAQ: SENE, SENE) today announced financial results for the third quarter and nine months ended December 26, 2020.

Highlights (vs. year-ago, third quarter results):

- Net sales increased 23.3% to 484.4 million.
- Gross margin percentage increased from 13.3% to 16.0% as compared to the prior year three months due to higher selling prices and higher sales volume in the third quarter of 2021.

"Our results for the quarter reflect the gain on sale of our prepared foods business as well as continued strong sales in our core business. I remain humbled by the dedication of all of our loyal employees during the pandemic as we continue to help do our part in meeting customer needs with our products," stated Paul Palmby, President and Chief Executive Officer.

Highlights (vs. year-ago, year-to-date results):

- Net sales increased 13.1% to \$1,162.9 million.
- Gross margin percentage increased from 9.3% to 15.1% as compared to the prior year year-to-date mostly due to higher selling prices and higher sales volume in the first nine months of 2021.

About Seneca Foods Corporation

Seneca Foods is one of North America's leading providers of packaged fruits and vegetables, with facilities located throughout the United States. Its high quality products are primarily sourced from over 1,600 American farms. Seneca holds the largest share of the retail private label, food service, and export canned vegetable markets, distributing to over 90 countries. Products are also sold under the highly regarded brands of Libby's®, Aunt Nellie's®, Green Valley®, CherryMan®, READ®, and Seneca labels, including Seneca snack chips. Seneca's common stock is traded on the Nasdaq Global Stock Market under the symbols "SENEA" and "SENEB". SENE is included in the S&P SmallCap 600, Russell 2000 and Russell 3000 indices.

Non-GAAP Financial Measures—Operating Income Excluding LIFO and Plant Restructuring Impact, EBITDA and FIFO EBITDA

Operating income excluding LIFO and plant restructuring, EBITDA and FIFO EBITDA are non-GAAP financial measures. The Company believes these non-GAAP financial measures provide a basis for comparison to companies that do not use LIFO or have plant restructuring to enhance the understanding of the Company's historical operating performance. The Company does not intend for this information to be considered in isolation or as a substitute for other measures prepared in accordance with GAAP.

Set forth below is a reconciliation of reported Operating Income excluding LIFO and plant restructuring.

	Quarter Ended		Nine Months Ended	
	In millions		In millions	
	12/26/2020 FY 2021	12/28/2019 FY 2020	12/26/2020 FY 2021	12/28/2019 FY 2020
Operating income, as reported:	\$ 90.6	\$ 33.1	\$ 148.5	\$ 43.4
LIFO credit	(4.7)	(11.3)	(4.3)	(7.5)
Plant restructuring (credit) charge	(0.1)	0.8	0.2	6.7
Operating income, excluding LIFO and plant restructuring impact	\$ 85.8	\$ 22.6	\$ 144.4	\$ 42.6

Set forth below is a reconciliation of reported net earnings to EBITDA and FIFO EBITDA (earnings before interest, income taxes, depreciation, amortization, non-cash charges and credits related to the LIFO inventory valuation method). The Company does not intend for this information to be considered in isolation or as a substitute for other measures prepared in accordance with GAAP.

EBITDA and FIFO EBITDA:	Nine Months Ended	
	December 26, 2020	December 28, 2019
	(In thousands)	
Earnings from continuing operations	\$ 111,271	\$ 30,166
Income tax expense	29,479	9,357
Interest expense, net of interest income	4,586	9,183
Depreciation and amortization	24,302	22,644
Interest amortization	(206)	(209)
LIFO EBITDA	169,432	71,141
LIFO credit	(4,268)	(7,457)
FIFO EBITDA	\$ 165,164	\$ 63,684

Forward-Looking Information

The information contained in this release contains, or may contain, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements appear in a number of places in this release and include statements regarding the intent, belief or current expectations of the Company or its officers (including statements preceded by, followed by or that include the words “believes,” “expects,” “anticipates” or similar expressions) with respect to various matters.

Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Investors are cautioned not to place undue reliance on such statements, which speak only as of the date the statements were made. Among the factors that could cause actual results to differ materially are:

- general economic and business conditions;
- cost and availability of commodities and other raw materials such as vegetables, steel and packaging materials;
- transportation costs;
- climate and weather affecting growing conditions and crop yields;
- availability of financing;
- leverage and the Company’s ability to service and reduce its debt;
- potential impact of COVID-19 related issues at our facilities;
- foreign currency exchange and interest rate fluctuations;
- effectiveness of the Company’s marketing and trade promotion programs;
- changing consumer preferences;
- competition;
- product liability claims;
- the loss of significant customers or a substantial reduction in orders from these customers;
- changes in, or the failure or inability to comply with, United States, foreign and local governmental regulations, including environmental and health and safety regulations; and
- other risks detailed from time to time in the reports filed by the Company with the SEC.

Except for ongoing obligations to disclose material information as required by the federal securities laws, the Company does not undertake any obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of the filing of this report or to reflect the occurrence of unanticipated events.

Contact:

Timothy J. Benjamin, Chief Financial Officer
315-926-8100

Seneca Foods Corporation
Unaudited Selected Financial Data

For the Periods Ended December 26, 2020 and December 28, 2019
(In thousands of dollars, except share data)

	Third Quarter		Year-to-Date	
	Fiscal 2021	Fiscal 2020	Fiscal 2021	Fiscal 2020
Net sales	\$ 484,392	\$ 392,971	\$ 1,162,851	\$ 1,027,898
Plant restructuring (credit) expense (note 2)	\$ (118)	\$ 793	\$ 169	\$ 6,745
Other operating income, net (note 3)	\$ 35,351	\$ 1,617	\$ 33,716	\$ 8,618
Operating income (note 1)	\$ 90,560	\$ 33,115	\$ 148,545	\$ 43,443
Loss (income) from equity investment	(728)	-	752	-
Other (income) loss	(234)	(1,656)	2,457	(5,263)
Interest expense, net	1,531	2,690	4,586	9,183
Earnings from continuing operations before income taxes	\$ 89,991	\$ 32,081	\$ 140,750	\$ 39,523
Income tax expense from continuing operations	17,531	7,653	29,479	9,357
Earnings from continuing operations	72,460	24,428	111,271	30,166
Earnings from discontinued operations (net of tax)	-	955	-	955
Net earnings	\$ 72,460	\$ 25,383	\$ 111,271	\$ 31,121
Basic earnings per share:				
Continuing operations	\$ 7.96	\$ 2.65	\$ 12.18	\$ 3.23
Discontinued operations	\$ -	\$ 0.10	\$ -	\$ 0.10
Net basic earnings per common share	\$ 7.96	\$ 2.75	\$ 12.18	\$ 3.33
Diluted earnings per share:				
Continuing operations	\$ 7.90	\$ 2.63	\$ 12.09	\$ 3.20
Discontinued operations	\$ -	\$ 0.10	\$ -	\$ 0.10
Net diluted earnings per common share	\$ 7.90	\$ 2.73	\$ 12.09	\$ 3.31

- Note 1: The effect of the LIFO inventory valuation method on third quarter pre-tax results increased operating earnings by \$4,656,000 for the three month period ended December 26, 2020 and increased operating earnings by \$11,337,000 for the three month period ended December 28, 2019. The effect of the LIFO inventory valuation method on third quarter pre-tax results increased operating earnings by \$4,268,000 for the nine month period ended December 26, 2020 and increased operating earnings by \$7,457,000 for the nine month period ended December 28, 2019.
- Note 2: The nine month period ended December 26, 2020 included a restructuring charge of \$169,000 primarily related to closed plants in the Northwest, of which \$227,000 was related to severance and \$44,000 was related to lease impairments partially offset by a \$102,000 credit of a former grower payment. The nine month period ended December 28, 2019 included a restructuring charge of \$6,745,000 primarily for lease impairments (including accelerated amortization of \$5,266,000) and equipment moves for plants in the Midwest and Northwest.
- Note 3: During the nine months ended December 26, 2020, the Company recorded a gain of \$35,660,000 from the sale of its prepared food business, a loss of \$405,000 on the disposal of equipment from a sold Northwest plant and a loss of \$365,000 from the sale of unused fixed assets. The Company also recorded a charge of \$1,174,000 for a supplemental early retirement plan. Other operating income for the nine months ended December 28, 2019 includes a gain on the partial sale of a plant in the Midwest and Northwest of \$5,479,000 and a gain on the sale of unused fixed assets of \$3,139,000.
- Note 4: The Company uses the "two-class" method for basic earnings per share by dividing the earnings attributable to common shareholders by the weighted average of common shares outstanding during the period.

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