
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 2, 2018

Conagra Brands, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-7275
(Commission
File Number)

47-0248710
(I.R.S. Employer
Identification No.)

**222 Merchandise Mart Plaza,
Suite 1300
Chicago, Illinois**
(Address of principal executive offices)

60654
(Zip Code)

(312) 549-5000
(Registrant's telephone number, including area code)

N/A
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 1.01. Entry into a Material Definitive Agreement.

On May 2, 2018, Conagra Brands, Inc. (the “Company”) and JANA Partners LLC (“JANA”) mutually agreed to terminate the previously disclosed amended and restated Cooperation Agreement (the “Cooperation Agreement”), dated May 27, 2016, between the parties, and entered into an amendment (the “Amendment”) to the Cooperation Agreement. The Amendment terminates the Cooperation Agreement effective May 2, 2018.

The full text of the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K, is incorporated by reference herein.

Item 1.02. Termination of a Material Definitive Agreement.

The information set forth in Item 1.01 above regarding the termination of the Cooperation Agreement is incorporated by reference into this Item 1.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	<u>Amendment, dated as of May 2, 2018, to the Amended and Restated Cooperation Agreement, dated May 27, 2016, between JANA Partners LLC and Conagra Brands, Inc.</u>

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 thereunto duly authorized.

CONAGRA BRANDS, INC.

Date: May 4, 2018

By: /s/ Colleen Batcheler

Name: Colleen Batcheler

Title: Executive Vice President, General Counsel and Corporate Secretary

May 2, 2018

CONFIDENTIAL

Conagra Brands, Inc.
222 Merchandise Mart Plaza, Suite 1300
Chicago, IL 60654
Attention: Corporate Secretary

JANA Partners LLC
767 Fifth Avenue, 8th Floor
New York, New York 10153
Attention: Legal Department

Re: Conagra / JANA Cooperation Agreement – Amendment of Standstill Period

Reference is made to that certain Amended and Restated Cooperation Agreement (the “**Agreement**”), dated May 27, 2016, as modified by that letter agreement dated May 10, 2017, between JANA Partners LLC (“**JANA**”) and Conagra Brands, Inc. (formerly known as ConAgra Foods, Inc.) (the “**Company**”). All capitalized terms used but not otherwise defined herein shall have the meanings given in the Agreement.

Each of the parties hereto acknowledges and agrees that:

1. Section 14 of the Agreement is hereby amended and restated in its entirety as follows:

This Agreement shall terminate on May 2, 2018.

2. This letter agreement shall be governed by and construed in accordance with the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principals of conflict of law or choice of law.

IN WITNESS WHEREOF, each of the parties hereto has executed this letter agreement, or caused the same to be executed by its duly authorized representative, as of the date first above written.

CONAGRA BRANDS, INC.

/s/ Colleen Batcheler

Colleen Batcheler

Executive Vice President, General Counsel & Corporate

Secretary

JANA PARTNERS LLC

/s/ Charles Penner

Charles Penner

Partner

[Signature page to Cooperation Agreement—Letter Agreement]