

HORMEL FOODS CORP /DE/
Form 10-K
December 20, 2017
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ANNUAL REPORT ON FORM 10-K

HORMEL FOODS CORPORATION

OCTOBER 29, 2017

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended October 29, 2017

or

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 1-2402

HORMEL FOODS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

41-0319970
(I.R.S. Employer Identification No.)

1 Hormel Place

Austin, Minnesota
(Address of principal executive offices)

55912-3680
(Zip Code)

Registrant's telephone number, including area code (507) 437-5611

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

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Title of each class
Common Stock, \$0.01465 par value

Name of each exchange on which registered
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T during the preceding 12 months. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. (X)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company
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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of April 30, 2017, was \$9,415,266,160 based on the closing price of \$35.08 on the last business day of the registrant's most recently completed second fiscal quarter.

As of December 1, 2017, the number of shares outstanding of each of the registrant's classes of common stock was as follows:

Common Stock, \$0.01465 Par Value 529,585,006 shares

Common Stock Non-Voting, \$0.01 Par Value 0 shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, are incorporated by reference into Part I, Items 1 and 1A and Part II, Items 5-8 and 9A, and included as Exhibit 13.1 filed herewith. Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held January 30, 2018, are incorporated by reference into Part III, Items 10-14.

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HORMEL FOODS CORPORATION

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PART I

Item 1. BUSINESS

(a) General Development of Business

Hormel Foods Corporation, a Delaware corporation (the Company), was founded by George A. Hormel in 1891 in Austin, Minnesota, as Geo. A. Hormel & Company. The Company started as a processor of meat and food products and continues in this line of business. The Company's name was changed to Hormel Foods Corporation on January 31, 1995. The Company is primarily engaged in the production of a variety of meat and food products and the marketing of those products throughout the United States and internationally. Although pork and turkey remain the major raw materials for its products, the Company has emphasized for several years the manufacturing and distribution of branded, value-added consumer items rather than the commodity fresh meat business. The Company has continually expanded its product portfolio through organic growth, new product development, and acquisitions.

Internationally, the Company markets its products through Hormel Foods International Corporation (HFIC), a wholly owned subsidiary. HFIC has a presence in the international marketplace through joint ventures and placement of personnel in strategic foreign locations such as Australia, Brazil, Canada, China, Japan, and the Philippines. HFIC has a global presence with a minority position in a food company in the Philippines (The Purefoods-Hormel Company, Inc., 40% holding).

On November 27, 2017, subsequent to the end of the fiscal year, the Company completed the acquisition of Columbus Manufacturing, Inc. (Columbus), an authentic premium deli meat and salami company, from Chicago-based Arbor Investments. The purchase price is approximately \$850.0 million. The transaction was closed in the first quarter of fiscal 2018 and was funded with cash on hand along with borrowing \$375.0 million under a term loan facility and \$375.0 million under a revolving credit facility. The allocation of the purchase price will be finalized upon completion of the fair value analysis of Columbus's assets. Columbus specializes in authentic premium deli meat and salami and allows the Company to enhance its scale in the deli by broadening its portfolio of products, customers, and consumers.

On August 22, 2017, the Company acquired Cidade do Sol (Ceratti) for a preliminary purchase price of approximately \$103.5 million, subject to customary working capital adjustments. The transaction was funded by the Company with cash on hand. The acquisition of the *Ceratti*® brand allows the Company to establish a full in-country presence in the fast-growing Brazilian market with a premium brand.

On August 16, 2017, the Company acquired Fontanini Italian Meats and Sausages (Fontanini), a branded foodservice business, from Capitol Wholesale Meats, Inc. for a preliminary purchase price of \$427.9 million, subject to customary working capital adjustments. The transaction provides a cash flow benefit resulting from the amortization of the tax basis of assets, the net present value of which is approximately \$90.0 million. The transaction was funded by the Company with cash on hand and by utilizing short-term financing. Fontanini specializes in authentic Italian meats and sausages, as well as a variety of other premium meat products including pizza toppings and meatballs and allows the Company to expand its foodservice business.

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On January 3, 2017, the Company completed the sale of Clougherty Packing, LLC, parent company of Farmer John and Saag's Specialty Meats, along with PFFJ, LLC, farm operations in California, Arizona, and Wyoming. The closing price was \$145.0 million in cash.

On May 26, 2016, the Company acquired Justin's, LLC (Justin's) of Boulder, Colorado, for a purchase price of \$280.9 million. The transaction provides a cash flow benefit resulting from the amortization of the tax basis of assets, the net present value of which is approximately \$70.0 million. The purchase price was funded by the Company with cash on hand and by utilizing short-term financing. This acquisition allowed the Company to enhance its presence in the specialty natural and organic nut butter category.

On May 9, 2016, the Company completed the sale of Diamond Crystal Brands resulting in proceeds, net of selling costs, of closing price of \$110.1 million.

On July 13, 2015, the Company acquired Applegate Farms, LLC (Applegate) of Bridgewater, New Jersey, for a final purchase price of \$774.1 million in cash. The purchase price was funded by the Company with cash on hand and by utilizing short-term financing. This acquisition allows the Company to expand the breadth of its protein offerings to provide consumers more choice in this fast growing category.

The Company has not been involved in any bankruptcy, receivership, or similar proceedings during its history. Substantially all the assets of the Company have been acquired in the ordinary course of business.

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The Company had no other significant change in the type of products produced or services rendered, or in the markets or methods of distribution, since the beginning of the 2017 fiscal year.

(b) Segments

The Company's business is reported in five segments: Grocery Products, Refrigerated Foods, Jennie-O Turkey Store (JOTS), Specialty Foods, and International & Other. Net sales to unaffiliated customers, operating profit, total assets, and the presentation of certain other financial information by segment, are reported in Note P of the Notes to Consolidated Financial Statements and in the Management's Discussion and Analysis of Financial Condition and Results of Operations of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, incorporated herein by reference.

(c) Description of Business

Products and Distribution

The Company's products primarily consist of meat and other food products. The meat products are sold fresh, frozen, cooked, and canned. The percentages of total revenues contributed by classes of similar products for the last three fiscal years are as follows:

	<u>October 29, 2017</u>	<u>Fiscal Year Ended October 30, 2016</u>	<u>October 25, 2015</u>
Perishable	53.7%	53.1%	53.0%
Poultry	20.2	18.2	18.4
Shelf-stable	19.1	20.5	18.6
Miscellaneous	7.0	8.2	10.0
	100.0%	100.0%	100.0%

Reporting of revenues from external customers is based on similarity of products, as the same or similar products are sold across multiple distribution channels such as retail, foodservice, or international. Revenues reported are based on financial information used to produce the Company's general-purpose financial statements.

The Perishable category includes fresh meats, frozen items, refrigerated meal solutions, sausages, hams, guacamole, and bacon (excluding JOTS products). Shelf-stable includes canned luncheon meats, peanut butter, chilies, shelf-stable microwaveable meals, hash, stews, meat spreads, flour and corn tortillas, salsas, tortilla chips, and other items that do not require refrigeration. The Poultry category is composed primarily of JOTS products. The Miscellaneous category primarily consists of nutritional food products and supplements, dessert and drink mixes, and industrial gelatin products.

Domestically, the Company sells its products in all 50 states. The Company's products are sold through its sales personnel, operating in assigned territories or as dedicated teams serving major customers, coordinated from sales offices located in most of the larger U.S. cities. The Company also utilizes independent brokers and distributors. As of October 29, 2017, the Company had approximately 1,030 sales personnel engaged in selling its products. Distribution of products to customers is primarily by common carrier.

Through HFIC, the Company markets its products in various locations throughout the world. Some of the larger markets include Australia, Brazil, Canada, China, England, Japan, Mexico, Micronesia, the Philippines, Singapore, and South Korea. The distribution of export sales to customers is by common carrier, while the China and Brazil operations own and operate their own delivery system. The Company, through HFIC, has licensed companies to manufacture various Company products internationally on a royalty basis, with the primary licensees being Tulip International of Denmark and CJ CheilJedang Corporation of South Korea.

Raw Materials

The Company has, for the past several years, been concentrating on branded products for consumers with year-round demand to minimize the seasonal variation experienced with commodity-type products. Pork continues to be the primary raw material for Company products. The Company's expanding line of branded products has reduced, but not eliminated, the sensitivity of Company results to raw material supply and price fluctuations.

The majority of the hogs harvested by the Company are purchased under supply contracts from producers located principally in Minnesota, Iowa, Nebraska, and Kansas. The cost of hogs and the utilization of the Company's facilities are affected by both the level and the methods of pork production in the United States. The Company uses supply contracts to ensure a stable supply of raw materials. The Company's contracts are based on market-based formulas and/or markets of certain swine production inputs,

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to better balance input costs with customer pricing, and all contract costs are fully reflected in the Company's reported financial statements. In fiscal 2017, the Company purchased 96 percent of its hogs under supply contracts. The Company also procures a portion of its hogs through farms it either owns or operates in Colorado.

In fiscal 2017, JOTS raised turkeys representing approximately 77 percent of the volume needed to meet its raw material requirements for whole bird and branded turkey products. Turkeys not sourced within the Company are contracted with independent turkey growers. JOTS turkey-raising farms are located throughout Minnesota and Wisconsin.

Production costs in raising hogs and turkeys are subject primarily to fluctuations in feed grain prices and, to a lesser extent, fuel costs. To manage this risk, the Company hedges a portion of its anticipated purchases of grain using futures contracts.

Additionally, the cost and supply of avocados, peanuts, whey, and natural and organic protein are impacted by the changing market forces of supply and demand, which can impact the cost of the Company's products. The Company uses long-term supply contracts and forward buying in an attempt to manage these risks.

Manufacturing

The Company has two plants that harvest hogs for processing. Quality Pork Processors, Inc. of Dallas, Texas, operates the harvesting facility in Austin, Minnesota, under a custom harvesting arrangement. The Company currently has seven turkey harvest and processing operations, and 31 facilities that produce and distribute other manufactured items. Albert Lea Select Foods, Inc. operates the processing facility in Albert Lea, Minnesota, under a custom manufacturing agreement. Company products are also custom manufactured by several other companies. The following are the Company's larger custom manufacturers: Abbyland Foods, Inc., Abbotsford, Wisconsin; Agropur Division Natrel USA, Maplewood, Minnesota; Algood Food Company, Louisville, Kentucky; Busseto Foods, Inc., Fresno, California; Deitz & Watson, Inc., Philadelphia, Pennsylvania; HP Hood LLC, Lynnfield, Massachusetts; John F. Martin and Sons, Stevens, Pennsylvania; Jones Dairy Farm, Fort Atkinson, Wisconsin; OSI Industries LLC, Chicago, Illinois; Perdue Farms Inc., Salisbury, Maryland; Reichel Foods, Inc., Rochester, Minnesota; Reser's Fine Foods, Topeka, Kansas; Steuben Foods, Jamaica, New York; and West Liberty Foods, LLC, West Liberty, Iowa. Exel, Inc., based in Westerville, Ohio, operates distribution centers for the Company in Dayton, Ohio, and Osceola, Iowa.

Patents and Trademarks

There are numerous patents and trademarks important to the Company's business. The Company holds 39 U.S.-issued and 10 foreign patents. Most of the trademarks are registered. Some of the more significant owned or licensed trademarks used by the Company or its affiliates are:

HORMEL, ALWAYS TENDER, APPLGATE, AUSTIN BLUES, BACON 1, BLACK LABEL, BREAD READY, CAFÉ H, CERATTI, CHI-CHI'S, COLUMBUS, COMPLEATS, CURE 81, CYTOSPORT, DAN'S PRIZE, DI LUSSO, DINTY MOORE, DON MIGUEL, DOÑA MARIA, EMBASA, EVOLVE, FAST N EASY, FIRE BRAISED, FONTANINI, HERDEZ, HORMEL GATHERINGS, HORMEL VITAL CUISINE, HOUSE OF TSANG, JENNIE-O, JUSTIN'S, LA VICTORIA, LAYOUT, LLOYD'S, MARY KITCHEN, MUSCLE MILK,

NATURAL CHOICE, OLD SMOKEHOUSE, PILLOW PACK, RANGE BRAND, REV, ROSA GRANDE, SKIPPY, SPAM, SPECIAL RECIPE, THICK & EASY, VALLEY FRESH, and WHOLLY GUACAMOLE.

The Company's patents expire after a term that is typically 20 years from the date of filing, with earlier expiration possible based on the Company's decision to pay required maintenance fees. As long as the Company intends to continue using its trademarks, they are renewed indefinitely.

Customers and Backlog Orders

During fiscal year 2017, sales to Wal-Mart Stores, Inc. (Wal-Mart) represented approximately 14.4 percent of the Company's revenues (measured as gross sales less returns and allowances), compared to 13.7 percent in fiscal 2016. Wal-Mart is a customer for all five segments of the Company. The five largest customers in each segment make up approximately the following percentage of segment sales: 47 percent of Grocery Products, 40 percent of Refrigerated Foods, 42 percent of JOTS, 49 percent of Specialty Foods, and 20 percent of International & Other. The loss of one or more of the top customers in any of these segments could have a material adverse effect on the results of such segment. Backlog orders are not significant due to the perishable nature of a large portion of the products. Orders are accepted and shipped on a current basis.

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Competition

The production and sale of meat and food products in the United States and internationally are highly competitive. The Company competes with manufacturers of pork and turkey products, as well as national and regional producers of other meat and protein sources, such as beef, chicken, fish, peanut butter, and whey. The Company believes its largest domestic competitors for its Refrigerated Foods segment in 2017 were Tyson Foods, Inc. and Smithfield Foods, Inc.; for its Grocery Products segment, Conagra Brands, Inc., General Mills, Inc., Campbell Soup Co., and J. M. Smucker Co.; and for JOTS, Cargill, Inc. and Butterball, LLC.

All segments compete on the basis of price, product quality and attributes, brand identification, breadth of product line, and customer service. Through aggressive marketing and strong quality assurance programs, the Company's strategy is to provide higher quality products that possess strong brand recognition, which would then support higher value perceptions from customers.

Research and Development

Research and development continues to be a vital part of the Company's strategy to extend existing brands and expand into new branded items. The expenditures for research and development for fiscal 2017, 2016, and 2015, were approximately \$34.2 million, \$34.7 million, and \$32.0 million, respectively. There are approximately 145 employees engaged in full-time research and development, 69 in the area of improving existing products and 76 in developing new products.

Employees

As of October 29, 2017, the Company had approximately 20,200 active domestic and foreign employees.

(d) Geographic Areas

Financial information about geographic areas, including total revenues attributed to the U.S. and all foreign countries in total for the last three fiscal years of the Company, is reported in Note P of the Notes to Consolidated Financial Statements of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, incorporated herein by reference.

(e) Available Information

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The Company makes available, free of charge on its Web site at www.hormelfoods.com, its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. These reports are accessible under the caption, Investors Filings & Reports SEC Filings on the Company's Web site and are available as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission.

The documents noted above are also available in print, free of charge, to any stockholder who requests them.

(f) Executive Officers of the Registrant

<u>NAME</u>	<u>AGE</u>	<u>CURRENT OFFICE AND PREVIOUS FIVE YEARS EXPERIENCE</u>	<u>DATES</u>
James P. Snee	50	Chairman of the Board, President and Chief Executive Officer President and Chief Executive Officer President and Chief Operating Officer Group Vice President/President Hormel Foods International Corporation	11/20/17 to Present 10/31/16 to 11/19/17 10/26/15 to 10/30/16 10/29/12 to 10/25/15
James N. Sheehan	62	Senior Vice President and Chief Financial Officer Vice President and Chief Accounting Officer Vice President and Controller	10/31/16 to Present 05/30/16 to 10/30/16 05/01/00 to 05/29/16
Steven G. Binder	60	Executive Vice President/President Hormel Business Units	10/31/11 to Present
Glenn R. Leitch	57	Executive Vice President (Supply Chain) Group Vice President/President Jennie-O Turkey Store, Inc.	12/04/17 to Present 10/31/11 to 12/03/17

Table of Contents**(f) Executive Officers of the Registrant - Continued**

<u>NAME</u>	<u>AGE</u>	<u>CURRENT OFFICE AND PREVIOUS FIVE YEARS EXPERIENCE</u>	<u>DATES</u>
Deanna T. Brady	52	Group Vice President/President Consumer Product Sales Group Vice President (Foodservice) Vice President Sales (Foodservice Sales)	10/26/15 to Present 10/28/13 to 10/25/15 07/30/07 to 10/27/13
Thomas R. Day	59	Group Vice President (Refrigerated Foods) Group Vice President (Foodservice)	10/28/13 to Present 11/01/10 to 10/27/13
Donald H. Kremin	57	Group Vice President (Specialty Foods Group)	10/31/11 to Present
Luis G. Marconi	51	Group Vice President (Grocery Products) Vice President (Grocery Products Marketing)	10/31/16 to Present 03/05/12/to 10/30/16
James M. Splinter	55	Group Vice President (Corporate Strategy) Group Vice President (Grocery Products)	10/31/16 to Present 11/01/10 to 10/30/16
Larry L. Vorpahl	54	Group Vice President/President Hormel Foods International Corporation Group Vice President/President Consumer Products Sales	10/26/15 to Present 10/31/05 to 10/25/15
Mark A. Coffey	55	Senior Vice President (Supply Chain and Manufacturing) Vice President (Supply Chain) Vice President (Affiliated Businesses)	03/28/17 to Present 02/06/17 to 03/27/17 10/31/11 to 02/05/17
Janet L. Hogan	53	Senior Vice President (Human Resources) Vice President (Human Resources)	03/28/17 to Present 01/18/17 to 03/27/17
Steven J. Lykken	47	Senior Vice President/President Jennie-O Turkey Store, Inc. President Applegate Farms, Inc. Chief Operating Officer Applegate Farms, Inc. Senior Vice President Jennie-O Turkey Store, Inc. (Commodity/Supply Chain)	12/04/17 to Present 04/11/16 to 12/03/17 08/17/15 to 04/10/16 06/06/11 to 08/16/15
Lori J. Marco	50	Senior Vice President (External Affairs) and General Counsel Vice President (External Affairs) and General Counsel	03/30/15 to Present 01/24/11 to 03/29/15
Kevin L. Myers, Ph.D.	52	Senior Vice President (Research and Development and Quality Control) Vice President (Research and Development) Director Product and Process Development (Research and Development)	03/30/15 to Present 10/28/13 to 03/29/15 04/30/12 to 10/27/13
Jana L. Haynes	45	Vice President and Controller Director of Investor Relations Director of Taxes	05/30/16 to Present 10/28/13 to 05/29/16 01/01/07 to 10/27/13
Gary L. Jamison	52	Vice President and Treasurer Vice President and Chief Financial Officer Jennie-O Turkey Store, Inc. Vice President Finance Clougherty Packing, LLC	5/30/16 to Present 12/31/12 to 05/29/16 08/28/06 to 12/30/12

No family relationship exists among the executive officers.

Executive officers are elected annually by the Board of Directors at the first meeting following the Annual Meeting of Stockholders. Vacancies may be filled and additional officers elected at any time.

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Information on the Company's risk factors included in the Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 32 through 34 of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, is incorporated herein by reference.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

Location	Principal Segment (1)	Approximate Area (Square Feet, Unless Noted)	Owned or Leased	Lease Expiration Date
<i>Harvest and Processing Plants</i>				
Austin, Minnesota	Refrigerated Foods	1,406,000	Owned	
	Grocery Products			
	Specialty Foods			
	International & Other			
Barron, Wisconsin	JOTS	425,000	Owned	
Faribault, Minnesota	JOTS	191,000	Owned	
Fremont, Nebraska	Refrigerated Foods	700,000	Owned	
	Grocery Products			
	Specialty Foods			
	International & Other			
Melrose, Minnesota	JOTS	133,000	Owned	
Willmar, Minnesota	JOTS	339,000	Owned	
<i>Processing Plants</i>				
Albert Lea, Minnesota	Refrigerated Foods	80,000	Owned	
Algona, Iowa	Refrigerated Foods	154,000	Owned	
Alma, Kansas	Refrigerated Foods	66,000	Owned	
Aurora, Illinois	Specialty Foods	147,000	Owned	
	Grocery Products			

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Beijing, China	International & Other	95,000	80% Owned	
Beloit, Wisconsin	Grocery Products	346,000	Owned	
	Specialty Foods			
	Grocery Products	5,000	Leased	Monthly
	Specialty Foods			
Browerville, Minnesota	Refrigerated Foods	108,000	Owned	
Dubuque, Iowa	Grocery Products	344,000	Owned	
Hayward, California	Refrigerated Foods	128,000	Leased	April 2021
Hayward, California	Refrigerated Foods	67,000	Leased	September 2032
Jiaxing, China	International & Other	1,256,000	Owned	
Knoxville, Iowa	Refrigerated Foods	131,000	Owned	
Lathrop, California	Refrigerated Foods	87,000	Owned	
Little Rock, Arkansas	Grocery Products	167,000	Owned	
Long Prairie, Minnesota	Refrigerated Foods	96,000	Owned	
McCook, Illinois	Refrigerated Foods	176,000	Owned	
Mendota Heights, Minnesota	Refrigerated Foods	76,000	Owned	
Montevideo, Minnesota	JOTS	89,000	Owned	
Nevada, Iowa	Refrigerated Foods	226,000	Owned	
Osceola, Iowa	Refrigerated Foods	376,000	Owned	
Pelican Rapids, Minnesota	JOTS	375,000	Owned	
Quakertown, Pennsylvania	Specialty Foods	13,000	Owned	
Rochelle, Illinois	Refrigerated Foods	406,000	Owned	
	Grocery Products			
	Specialty Foods			
Shanghai, China	International & Other	41,000	Leased	September 2018

Table of Contents**Item 2. PROPERTIES** Continued

<u>Location</u>	<u>Principal Segment (1)</u>	<u>Approximate Area (Square Feet, Unless Noted)</u>	<u>Owned or Leased</u>	<u>Lease Expiration Date</u>
<i>Processing Plants (continued)</i>				
Sparta, Wisconsin	Specialty Foods	385,000	Owned	
Tucker, Georgia	Grocery Products	259,000	Owned	
	Refrigerated Foods			
	Specialty Foods			
Vinhedo, Brazil	International & Other	422,000	Leased	Monthly
Weifang, China	International & Other	117,000	Owned	
Wichita, Kansas	Refrigerated Foods	89,000	Owned	
<i>Warehouse/Distribution Centers</i>				
Austin, Minnesota	Refrigerated Foods	72,000	Owned	
	Grocery Products			
Beijing, China	International & Other	24,000	Leased	June 2018
Dayton, Ohio	Refrigerated Foods	140,000	Owned	
	Grocery Products			
Eldridge, Iowa	Specialty Foods			
	Grocery Products	424,000	Leased	July 2019
	Specialty Foods			
Hayward, California	Refrigerated Foods	41,000	Leased	September 2032
Hayward, California	Refrigerated Foods	8,000	Leased	April 2021
Osceola, Iowa	Refrigerated Foods	233,000	Owned	
Sparta, Wisconsin	Specialty Foods	50,000	Leased	June 2019
Willmar, Minnesota	JOTS	123,000	Owned	
		5,000	Leased	November 2018
<i>Hog Production Facilities</i>				
Las Animas, Colorado	Refrigerated Foods	815,000	Owned	
<i>Hatcheries</i>				
Barron, Wisconsin	JOTS	29,000	Owned	
Detroit Lakes, Minnesota	JOTS	27,000	Owned	
Henning, Minnesota	JOTS	22,000	Owned	
<i>Feed Mills</i>				
Atwater, Minnesota	JOTS	19,000	Owned	
Barron, Wisconsin	JOTS	26,000	Owned	
Dawson, Minnesota	JOTS	37,000	Owned	
Faribault, Minnesota	JOTS	25,000	Owned	
Henning, Minnesota	JOTS	5,000	Owned	
Northfield, Minnesota	JOTS	17,000	Owned	
Perham, Minnesota	JOTS	26,000	Owned	
Swanville, Minnesota	JOTS	29,000	Owned	

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Turkey Farms

Minnesota and Wisconsin	JOTS	14,500 (2)	Owned
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Research and Development

Austin, Minnesota	All Segments	135,000	Owned	
Shanghai, China	International & Other	4,000	Leased	September 2018
Willmar, Minnesota	JOTS	10,000	Owned	

Table of Contents**Item 2. PROPERTIES Continued**

<u>Location</u>	<u>Principal Segment (1)</u>	<u>Approximate Area (Square Feet, Unless Noted)</u>	<u>Owned or Leased</u>	<u>Lease Expiration Date</u>
<i>Administrative Offices</i>				
Austin, Minnesota	All Segments	299,000	Owned	
Beijing, China	International & Other	4,000	Leased	June 2018
Boulder, Colorado	Grocery Products	6,000	Leased	August 2019
Bridgewater, New Jersey	Refrigerated Foods	29,000	Leased	January 2024
Gainesville, Georgia	Refrigerated Foods	5,000	Leased	November 2019
Hayward, California	Refrigerated Foods	17,000	Leased	September 2032
Hayward, California	Refrigerated Foods	12,000	Leased	April 2021
Las Animas, Colorado	Refrigerated Foods	2,000	Leased	July 2019
Moorabbin, Australia	International & Other	3,000	Leased	September 2018
Shanghai, China	International & Other	20,000	Leased	September 2018
Walnut Creek, California	Specialty Foods	22,000	Leased	April 2023
Willmar, Minnesota	JOTS	56,000	Owned	

(1) Many of the Company's properties are not exclusive to any one segment, and a few of the properties are utilized in all five segments. For locations that support multiple segments, but with a substantial percentage of activity attributable to certain segments, only the principal segments have been listed.

(2) Acres.

The Company believes its operating facilities are well maintained and suitable for current production volumes, and expansion plans are either completed or in process to accommodate all volumes anticipated in the foreseeable future.

Item 3. LEGAL PROCEEDINGS

The Company is a party to various legal proceedings related to the on-going operation of its business, including claims both by and against the Company. At any time, such proceedings typically involve claims related to product liability, contract disputes, wage and hour laws, employment practices, or other actions brought by employees, consumers, competitors, or suppliers. Resolution of any currently known matters, either individually or in the aggregate, is not expected to have a material effect on the Company's financial condition, results of operations, or liquidity.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Table of Contents**PART II****Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The high and low sales price of the Company's common stock and the dividends per share declared for each quarter of fiscal 2017 and fiscal 2016 are shown below (as adjusted for the two-for-one stock split distributed on February 9, 2016):

<u>2017</u>	<u>High</u>	<u>Low</u>	<u>Dividend</u>
First Quarter	\$38.840	\$33.180	\$0.170
Second Quarter	37.960	33.970	0.170
Third Quarter	35.480	32.260	0.170
Fourth Quarter	34.530	29.750	0.170
<u>2016</u>	<u>High</u>	<u>Low</u>	<u>Dividend</u>
First Quarter	\$40.390	\$32.920	\$0.145
Second Quarter	45.720	37.490	0.145
Third Quarter	40.535	33.700	0.145
Fourth Quarter	40.000	35.870	0.145

Additional information about dividends, principal market of trade, and number of stockholders on pages 68 and 69 of the Annual Stockholders Report for the fiscal year ended October 29, 2017, is incorporated herein by reference. The Company's common stock has been listed on the New York Stock Exchange since January 16, 1990.

Issuer purchases of equity securities in the fourth quarter of fiscal year 2017 are shown below:

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs¹</u>	<u>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs¹</u>
July 31, 2017				
September 3, 2017	-	\$ -	-	10,452,337
September 4, 2017				
October 1, 2017	-	-	-	10,452,337
October 2, 2017				
October 29, 2017	-	-	-	10,452,337
Total	-	\$ -	-	

¹On January 31, 2013, the Company announced its Board of Directors had authorized the repurchase of 10,000,000 shares of its common stock with no expiration date. The repurchase program was authorized at a meeting of the

Company's Board of Directors on January 29, 2013. On November 23, 2015, the Board of Directors authorized a two-for-one split of the Company's common stock. As part of the resolution to approve that stock split, the number of shares remaining to be repurchased was adjusted proportionately. The stock split was subsequently approved by stockholders at the Company's Annual Meeting on January 26, 2016, and effected January 27, 2016. All numbers in the table above reflect the impact of this stock split.

Item 6. SELECTED FINANCIAL DATA

Selected Financial Data for the five fiscal years ended October 29, 2017, on page 14 of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, is incorporated herein by reference.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Information in the Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 15 through 35 of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, is incorporated herein by reference.

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Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information on the Company's exposure to market risk included in the Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 34 and 35 of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, is incorporated herein by reference.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Consolidated Financial Statements, including unaudited quarterly data, on pages 39 through 67 and the Report of Independent Registered Public Accounting Firm on page 38 of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, are incorporated herein by reference.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of the end of the period covered by this report (the Evaluation Date), the Company carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)). In designing and evaluating the disclosure controls and procedures, management recognized any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded, as of the Evaluation Date, our disclosure controls and procedures were effective to provide reasonable assurance the information we are required to disclose in reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

(a) The report entitled Management's Report on Internal Control Over Financial Reporting on page 36 of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, is incorporated herein by reference.

(b) The report entitled Report of Independent Registered Public Accounting Firm on page 37 of the Annual Stockholders' Report for the fiscal year ended October 29, 2017, is incorporated herein by reference.

(c) During the fourth quarter of fiscal year 2017, there has been no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. OTHER INFORMATION

None.

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PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information under Item 1 Election of Directors on pages 2 through 6, information under Board Independence on pages 8 and 9, and information under Board of Director and Committee Meetings on pages 9 and 10 of the definitive proxy statement for the Annual Meeting of Stockholders to be held January 30, 2018, is incorporated herein by reference.

Information concerning Executive Officers is set forth in Part I, Item 1(f) of this Annual Report on Form 10-K, pursuant to Instruction 3 to Paragraph (b) of Item 401 of Regulation S-K.

Information under Section 16(a) Beneficial Ownership Reporting Compliance, on page 43 of the definitive proxy statement for the Annual Meeting of Stockholders to be held January 30, 2018, is incorporated herein by reference.

The Company has adopted a Code of Ethical Business Conduct in compliance with applicable rules of the Securities and Exchange Commission that applies to its principal executive officer, its principal financial officer, and its principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethical Business Conduct is available on the Company's Web site at www.hormelfoods.com, free of charge, under the caption, Investors Governance Governance Documents. The Company intends to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of this Code of Ethical Business Conduct by posting such information on the Company's Web site at the address and location specified above.

Item 11. EXECUTIVE COMPENSATION

Information commencing with Executive Compensation on page 16 through Potential Payments Upon Termination at Fiscal 2017 Year End on pages 31 and 32, and information under Compensation of Directors on pages 11 through 13 of the definitive proxy statement for the Annual Meeting of Stockholders to be held January 30, 2018, is incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information under Equity Compensation Plan Information on page 43, and information under Security Ownership of Certain Beneficial Owners and Security Ownership of Management on pages 14 through 16 of the definitive proxy statement for the Annual Meeting of Stockholders to be held January 30, 2018, is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information under Related Party Transactions on page 43 and Board Independence on pages 8 and 9 of the definitive proxy statement for the Annual Meeting of Stockholders to be held January 30, 2018, is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information under Independent Registered Public Accounting Firm Fees and Audit Committee Preapproval Policies and Procedures on page 14 of the definitive proxy statement for the Annual Meeting of Stockholders to be held January 30, 2018, is incorporated herein by reference.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The response to Item 15 is submitted as a separate section of this report.

Table of Contents**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

HORMEL FOODS CORPORATION

By:	/s/ JAMES P. SNEE JAMES P. SNEE, Chairman of the Board, President, Chief Executive Officer, and Director	December 20, 2017 Date
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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Date</u>	<u>Title</u>
/s/ JAMES P. SNEE JAMES P. SNEE	12/20/17	Chairman of the Board, President, Chief Executive Officer, and Director (Principal Executive Officer)
/s/ JAMES N. SHEEHAN JAMES N. SHEEHAN	12/20/17	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ JANA L. HAYNES JANA L. HAYNES	12/20/17	Vice President and Controller (Principal Accounting Officer)
/s/ GARY C. BHOJWANI* GARY C. BHOJWANI	12/20/17	Director
/s/ TERRELL K. CREWS* TERRELL K. CREWS	12/20/17	Director
/s/ GLENN S. FORBES* GLENN S. FORBES	12/20/17	Director
/s/ STEPHEN M. LACY* STEPHEN M. LACY	12/20/17	Director
/s/ JOHN L. MORRISON* JOHN L. MORRISON	12/20/17	Director
/s/ ELSA A. MURANO* ELSA A. MURANO	12/20/17	Director
/s/ ROBERT C. NAKASONE* ROBERT C. NAKASONE	12/20/17	Director
/s/ SUSAN K. NESTEGARD* SUSAN K. NESTEGARD	12/20/17	Director

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ITEM 15

LIST OF FINANCIAL STATEMENTS

FINANCIAL STATEMENT SCHEDULE

LIST OF EXHIBITS

FISCAL YEAR ENDED OCTOBER 29, 2017

HORMEL FOODS CORPORATION

Austin, Minnesota

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Item 15.

LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

HORMEL FOODS CORPORATION

FINANCIAL STATEMENTS

The following consolidated financial statements of Hormel Foods Corporation included in the Annual Stockholders Report for the fiscal year ended October 29, 2017, are incorporated herein by reference in Item 8 of Part II of this report:

Consolidated Statements of Financial Position October 29, 2017, and October 30, 2016.

Consolidated Statements of Operations Fiscal Years Ended October 29, 2017, October 30, 2016, and October 25, 2015.

Consolidated Statements of Comprehensive Income Fiscal Years Ended October 29, 2017, October 30, 2016, and October 25, 2015.

Consolidated Statements of Changes in Shareholders Investment Fiscal Years Ended October 29, 2017, October 30, 2016, and October 25, 2015.

Consolidated Statements of Cash Flows Fiscal Years Ended October 29, 2017, October 30, 2016, and October 25, 2015.

Notes to Consolidated Financial Statements October 29, 2017.

Report of Independent Registered Public Accounting Firm

FINANCIAL STATEMENT SCHEDULES

The following consolidated financial statement schedule of Hormel Foods Corporation required pursuant to Item 15(c) is submitted herewith:

Schedule II Valuation and Qualifying Accounts and Reserves F-3

FINANCIAL STATEMENTS AND SCHEDULES OMITTED

All other financial statements and schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

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SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS AND RESERVES**HORMEL FOODS CORPORATION**

(In Thousands)

Classification	Balance at		Additions/(Benefits)				Deductions-		Balance at			
	Beginning		Charged to		Charged to		Describe		End of			
	of Period		Costs and		Other Accounts-		Describe		Period			
Valuation reserve deduction from assets account:												
Fiscal year ended October 29, 2017												
Allowance for doubtful accounts receivable	\$	4,045	\$	561	\$	261 (1)	\$	677 (2)	(56)	(3)	\$	4,246
Fiscal year ended October 30, 2016												
Allowance for doubtful accounts receivable	\$	4,086	\$	611	\$	-	\$	652 (2)	-	(3)	\$	4,045
Fiscal year ended October 25, 2015												
Allowance for doubtful accounts receivable	\$	4,050	\$	(24)	\$	36 (4)	\$	52 (2)	(77)	(3)	\$	4,086

Note (1) Increase in the reserve due to the inclusion of Fontanini accounts receivable.

Note (2) Uncollectible accounts written off.

Note (3) Recoveries on accounts previously written off.

Note (4) Increase in the reserve due to the inclusion of Applegate accounts receivable.

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LIST OF EXHIBITS

HORMEL FOODS CORPORATION

<u>NUMBER</u>	<u>DESCRIPTION OF DOCUMENT</u>
2.1(2)	<u>Purchase Agreement by and among 1492 Acquisition LLC, Columbus Manufacturing, Inc., and Hormel Foods Corporation, dated October 30, 2017. Exhibits and schedules identified in the agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K and will be furnished to the Securities and Exchange Commission upon request.</u>
3.1(1)	<u>Restated Certificate of Incorporation as amended January 27, 2016. (Incorporated by reference to Exhibit 3.1 to Hormel's Report on Form 10-K dated December 21, 2016, File No. 001-02402.)</u>
3.2(1)	<u>Bylaws as amended to date. (Incorporated by reference to Exhibit 3(ii) to Hormel's Report on Form 8-K dated September 26, 2016, File No. 001-02402.)</u>
4.1(1)	<u>Indenture dated as of April 1, 2011, between the Company and U.S. Bank National Association. (Incorporated by reference to Exhibit 4.3 to Hormel's Registration Statement on Form S-3 filed on April 4, 2011, File No. 333-173284.)</u>
4.2(1)	<u>Form of 4.125% Notes due 2021. (Incorporated by reference to Exhibit 4.1 to Hormel's Current Report on Form 8-K dated April 11, 2011, File No. 001-02402.)</u>
4.3	Pursuant to Item 601(b)(4)(iii) of Regulation S-K, copies of instruments defining the rights of holders of certain long-term debt are not filed. Hormel agrees to furnish copies thereof to the Securities and Exchange Commission upon request.
10.1(1)(3)	<u>Hormel Foods Corporation Operators' Shares Incentive Compensation Plan. (Incorporated by reference to Appendix A to Hormel's definitive Proxy Statement filed on December 19, 2012, File No. 001-02402.)</u>
10.2(1)(3)	<u>Hormel Foods Corporation Supplemental Executive Retirement Plan (2007 Restatement). (Incorporated by reference to Exhibit 10.2 to Hormel's Current Report on Form 8-K dated November 21, 2011, File No. 001-02402.)</u>
10.3(1)(3)	<u>First Amendment of Hormel Foods Corporation Supplemental Executive Retirement Plan (2007 Restatement). (Incorporated by reference to Exhibit 10.3 to Hormel's Current Report on Form 8-K dated November 21, 2011, File No. 001-02402.)</u>
10.4(1)(3)	<u>Second Amendment of Hormel Foods Corporation Supplemental Executive Retirement Plan (2007 Restatement). (Incorporated by reference to Exhibit 10.4 to Hormel's Current Report on Form 8-K dated November 21, 2011, File No. 001-02402.)</u>
10.5(1)(3)	<u>Third Amendment of Hormel Foods Corporation Supplemental Executive Retirement Plan (2007 Restatement). (Incorporated by reference to Exhibit 10.5 to Hormel's Current Report on Form 8-K dated November 21, 2011, File No. 001-02402.)</u>
10.6(1)(3)	<u>Hormel Foods Corporation 2000 Stock Incentive Plan (Amended 1-31-2006). (Incorporated by reference to Exhibit 10.1 to Hormel's Current Report on Form 8-K dated January 31, 2006, File No. 001-02402.)</u>
10.7(1)(3)	<u>Hormel Foods Corporation Executive Deferred Income Plan II (November 21, 2011 Restatement). (Incorporated by reference to Exhibit 10.1 to Hormel's Current Report on Form 8-K dated November 21, 2011, File No. 001-02402.)</u>
10.8(1)(3)	<u>Form of Indemnification Agreement for Directors and Officers. (Incorporated by reference to Exhibit 10.1 to Hormel's Quarterly Report on Form 10-O for the quarter ended April 29, 2012, File No. 001-02402.)</u>
10.9(1)(3)	<u>Hormel Foods Corporation Nonemployee Director Deferred Stock Plan (Plan Adopted October 4, 1999; Amended and Restated Effective January 1, 2008). (Incorporated by reference to Exhibit 10.6 to Hormel's Annual Report on Form 10-K for the fiscal year ended October 26, 2008, File No. 001-02402.)</u>

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LIST OF EXHIBITS (CONTINUED)
HORMEL FOODS CORPORATION

<u>NUMBER</u>	<u>DESCRIPTION OF DOCUMENT</u>
10.10(1)(3)	<u>Hormel Foods Corporation 2009 Nonemployee Director Deferred Stock Plan (Plan Adopted November 24, 2008). (Incorporated by reference to Exhibit 10.2 to Hormel's Quarterly Report on Form 10-O for the quarter ended January 25, 2009, File No. 001-02402.)</u>
10.11(1)(3)	<u>Hormel Foods Corporation 2009 Long-Term Incentive Plan. (Incorporated by reference to Appendix A to Hormel's definitive Proxy Statement filed on December 18, 2013, File No. 001-02402.)</u>
10.12(1)(3)	<u>Hormel Survivor Income Plan for Executives (1993 Restatement). (Incorporated by reference to Exhibit 10.11 to Hormel's Annual Report on Form 10-K for the fiscal year ended October 29, 2006, File No. 001-02402.)</u>
10.13(1)	<u>Underwriting Agreement, dated as of April 4, 2011, by and between the Company and J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner, & Smith Incorporated as representatives of the several underwriters named in Schedule 1 thereto. (Incorporated by reference to Exhibit 1.1 to Hormel's Current Report on Form 8-K dated April 11, 2011, File No. 001-02402.)</u>
11.1(2)	<u>Statement re: computation of per share earnings. (Included in Exhibit 13.1 filed with this Annual Report on Form 10-K for the fiscal year ended October 29, 2017.)</u>
13.1(2)	<u>Pages 14 through 70 of the Annual Stockholders' Report for the fiscal year ended October 29, 2017.</u>
21.1(2)	<u>Subsidiaries of the Registrant.</u>
23.1(2)	<u>Consent of Independent Registered Public Accounting Firm.</u>
24.1(2)	<u>Power of Attorney.</u>
31.1(2)	<u>Certification Required Under Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2(2)	<u>Certification Required Under Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1(2)	<u>Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
99.3(1)	<u>U.S. \$700,000,000 Amended and Restated Credit Agreement, dated as of June 24, 2015, between the Company, Wells Fargo Bank, National Association, as Administrative Agent, and the lenders identified on the signature pages thereof. (Incorporated by reference to Exhibit 99 to Hormel's Current Report on Form 8-K dated June 24, 2015, File No. 001-02402.)</u>
101.INS(2)	XBRL Instance Document
101.SCH(2)	XBRL Taxonomy Extension Schema Document
101.CAL(2)	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF(2)	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB(2)	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE(2)	XBRL Taxonomy Extension Presentation Linkbase Document

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- (1) Document has previously been filed with the Securities and Exchange Commission and is incorporated herein by reference.
- (2) These exhibits transmitted via EDGAR.
- (3) Management contract or compensatory plan or arrangement.