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H.J. Heinz Company Extends Expiration Date of Change of Control Offers to Purchase Certain Series of H.J. Heinz Company's Outstanding Notes

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[Finance](#) [General](#)

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PITTSBURGH

PITTSBURGH--(BUSINESS WIRE)--H.J. Heinz Company (NYSE: HNZ) ("**Heinz**") today announced that it is extending the expiration date of its change of control offers to purchase any and all of its outstanding 2.000% Notes due 2016, 1.500% Notes due 2017, 3.125% Notes due 2021 and 2.850% Notes due 2022 (the "**Notes**") for cash equal to 101% of the principal amount (the "**Change of Control Offers**"), until 5:00 p.m., New York City time, on June 5, 2013. As of June 3, 2013, approximately the following aggregate principal amounts of Notes had been tendered in the respective Change of Control Offers: \$241,682,000 aggregate principal amount of 2.000% Notes due 2016, \$282,258,000 aggregate principal amount of 1.500% Notes due 2017, \$365,567,000 aggregate principal amount of 3.125% Notes due 2021 and \$294,201,000 aggregate principal amount of 2.850% Notes due 2022. Except as otherwise described above, the terms and conditions of the Change of Control Offers are described in the change of control offers to purchase, dated May 3, 2013. Holders eligible to participate in the Change of Control Offers are encouraged to read such documents carefully before making a decision with respect to the Change of Control Offers.

Heinz today also announced the termination of its change of control offer to purchase any and all of its outstanding 6.049% Dealer Remarketable Securities (the "**Drs.**") for cash equal to 115.509% of the principal amount of the Drs, as it has separately agreed to repurchase all such outstanding securities from the holder thereof.

This press release is neither an offer to purchase nor a solicitation to buy any Notes nor is it a solicitation for acceptance of the Change of Control Offers. Heinz is making the Change of Control Offers only by, and pursuant to the terms of, the change of control offers to purchase. The Change of Control Offers are not being made to (nor will tenders of Notes be accepted from or on behalf of) holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

Cautionary Statement Regarding Forward-Looking Statements

This document and Heinz's other public pronouncements contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally identified by the words "will," "expects," "anticipates," "believes," "estimates" or similar

expressions and include Heinz's expectations as to future revenue growth, earnings, capital expenditures and other spending, dividend policy, and planned credit rating, as well as anticipated reductions in spending. These forward-looking statements reflect management's view of future events and financial performance. These statements are subject to risks, uncertainties, assumptions and other important factors, many of which may be beyond Heinz's control, and could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Factors that could cause actual results to differ from such statements include, but are not limited to:

- the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement,
- the risk that a closing condition to the proposed merger may not be satisfied,
- the failure to obtain the necessary financing in connection with the proposed merger,
- the ability of Heinz to retain and hire key personnel and maintain relationship with customers, suppliers and other business partners pending the consummation of the proposed merger, and
- other factors described in "Risk Factors" and "Cautionary Statement Relevant to Forward-Looking Information" in Heinz's Annual Report on Form 10-K for the fiscal year ended April 29, 2012 and reports on Forms 10-Q thereafter.

The forward-looking statements are and will be based on management's then current views and assumptions regarding future events and speak only as of their dates. Heinz undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by the securities laws.

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English

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