

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E3/A

Schedule filed to report going private transactions(Issuer Self-Tender Offer) [amend]

Filing Date: **2001-08-03**
SEC Accession No. **0000897069-01-500324**

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SUBJECT COMPANY

PIERRE FOODS INC

CIK: **67494** | IRS No.: **560945643** | State of Incorporation: **NC** | Fiscal Year End: **0306**
Type: **SC 13E3/A** | Act: **34** | File No.: **005-32920** | Film No.: **1696664**
SIC: **2050** Bakery products

Mailing Address
9990 PRINCETON RD
CINCINNATI OH 45246

Business Address
9990 PRINCETON RD
CINCINNATI OH 45246
8283040027

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-3/A

RULE 13e-3 TRANSACTION STATEMENT
UNDER SECTION 13(e) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

PIERRE FOODS, INC.

(Name of the Issuer)

Pierre Foods, Inc.
James C. Richardson, Jr.
David R. Clark
James M. Templeton
PF Management, Inc.

(Names of Persons Filing Statement)

Common Stock, No Par Value Per Share,
and the
Associated Rights to Purchase Junior Participating Preferred Stock, Series A

(Title of Class of Securities)

720 830 10 8

(CUSIP Number of Class of Securities)

Ms. Pamela M. Witters
Chief Financial Officer
Pierre Foods, Inc.
9990 Princeton Road
Cincinnati, OH 45246
(513) 874-8741

Mr. David R. Clark
President
PF Management, Inc.
361 Second Street, NW
Hickory, NC 28601
(828) 304-2307

(Names, Addresses and Telephone Numbers of Persons Authorized to
Receive Notices and Communications on Behalf of
Persons Filing Statement)

Copies to:

Patrick Daugherty, Esq.
Foley & Lardner
150 West Jefferson Avenue
Suite 1000
Detroit, MI 48226-4416

Garza Baldwin, III, Esq.
Womble Carlyle Sandridge
& Rice, PLLC
3300 One First Union Center
Charlotte, NC 28202-6025

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

CALCULATION OF FILING FEE

TRANSACTION VALUATION(1)	AMOUNT OF FILING FEE(2)
\$2,603,035	\$521

(1) For purposes of calculating the filing fee only. Assumes the exchange of 2,151,268 shares of common stock, no par value per share, of Pierre Foods, Inc. for \$1.21 per share.

(2) Calculated in accordance with Exchange Act Rule 0-11, this amount is 1/50th of 1% of the value of the securities proposed to be acquired.

Check the box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$521
 Filing Party: Pierre Foods, Inc.
 Form or Registration No.: Preliminary Schedule 14A
 Date Filed: May 2, 2001

This Amendment No. 2 to Rule 13e-3 Transaction Statement (this "Statement") is

being filed incident to the filing by Pierre Foods, Inc., a North Carolina corporation ("Pierre Foods"), with the Securities and Exchange Commission (the "SEC"), on August 2, 2001, of Schedule 14D-9. Pierre Foods has filed the Schedule 14D-9 to report receipt of a competing proposal from William E. Simon & Company and Triton Partners.

Pursuant to General Instruction J to Schedule 13E-3 all previously disclosed information is omitted.

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ITEM 16. EXHIBITS.

- (a) (6) Press Release of Pierre Foods dated August 2, 2001 (incorporated by reference to Schedule 14D-9 filed by Pierre Foods pursuant to Rule 14d-9 on August 2, 2001.)

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SIGNATURES

After due inquiry and to the best of our knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: August 2, 2001

PIERRE FOODS, INC.

By: /s/ Pamela M. Witters

Pamela M. Witters
Chief Financial Officer

/s/ James C. Richardson, Jr.

James C. Richardson, Jr.

/s/ David R. Clark

David R. Clark

/s/ James M. Templeton

James M. Templeton

PF MANAGEMENT, INC.

By: /s/ David R. Clark

David R. Clark
President