

DARLING INGREDIENTS INC.  
Form 8-K  
August 13, 2015

**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) August 13, 2015**

**DARLING INGREDIENTS INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**001-13323**  
**(Commission**

**36-2495346**  
**(IRS Employer**

**of Incorporation)**

**File Number)**

**Identification No.)**

**251 O CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS 75038**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (972) 717-0300**

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))

**Item 2.02. Results of Operations and Financial Condition.**

On August 13, 2015, Darling Ingredients Inc. (the Company) issued a press release announcing financial results for the quarter ended July 4, 2015. A copy of this press release is attached hereto as Exhibit 99.1.

The Company will hold a conference call and webcast on Friday, August 14, 2015 to discuss these financial results. The Company will have a slide presentation available to augment management's formal presentation, which will be accessible via the investor relations section of the Company's website. A copy of this slide presentation is attached hereto as Exhibit 99.2.

The Company is making reference to non-GAAP financial measures in both the press release and the conference call. A reconciliation of these non-GAAP financial measures to the comparable GAAP financial measures is contained in the attached press release.

The information in this Item 2.02, including the exhibits attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01. Other Events.**

On August 13, 2015, the Company issued a press release announcing that its Board of Directors has approved a share repurchase program of up to an aggregate of \$100 million of the Company's common stock depending on market conditions. A copy of this press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

99.1 Press Release dated August 13, 2015 (furnished pursuant to Item 2.02).

99.2 Slide Presentation for August 14, 2015 Earnings Call (furnished pursuant to Item 2.02).

**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 hereunto duly authorized.

DARLING INGREDIENTS INC.

Date: August 13, 2015

By: /s/ John F. Sterling  
John F. Sterling  
Executive Vice President, General Counsel

**EXHIBIT LIST**

- 99.1 Press Release dated August 13, 2015 (furnished pursuant to Item 2.02).
- 99.2 Slide Presentation for August 14, 2015 Earnings Call (furnished pursuant to Item 2.02).