

DARDEN RESTAURANTS INC  
Form 8-K  
May 16, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K

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

Date of Report: May 16, 2014  
(Date of earliest event reported)

DARDEN RESTAURANTS, INC.  
(Exact name of registrant as specified in its charter)

Commission File Number: 1-13666

|                                                               |                                   |
|---------------------------------------------------------------|-----------------------------------|
| Florida                                                       | 59-3305930                        |
| (State or other jurisdiction of incorporation)                | (IRS Employer Identification No.) |
| 1000 Darden Center Drive, Orlando, Florida 32837              |                                   |
| (Address of principal executive offices, including zip code)  |                                   |
| (407) 245-4000                                                |                                   |
| (Registrant's telephone number, including area code)          |                                   |
| Not Applicable                                                |                                   |
| (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))
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Item 8.01. Other Events.

On May 16, 2014, Darden Restaurants, Inc. (the “Company”) issued a press release and released a related investor presentation concerning the Company’s entry into an agreement (the “Agreement”) with an entity affiliated with Golden Gate Capital, Inc. (“Golden Gate”) for the sale of the Company’s Red Lobster business and related assets.

The press release and investor presentation are attached hereto as Exhibits 99.1 and 99.2, respectively.

The foregoing description is qualified in its entirety by reference to the full text of the press release and investor presentation, which are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit<br>No. | Description                               |
|----------------|-------------------------------------------|
| 99.1           | Press Release, dated May 16, 2014         |
| 99.2           | Investor Presentation, dated May 16, 2014 |

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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.

DARDEN RESTAURANTS, INC.

By: /s/ Teresa M. Sebastian  
Teresa M. Sebastian  
Senior Vice President, General Counsel and Secretary

Date: May 16, 2014

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EXHIBIT INDEX

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