

PROCTER & GAMBLE Co  
Form 425  
December 15, 2011

**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 (Date of earliest event reported): December 14, 2011**

**DIAMOND FOODS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**000-51439**  
(Commission  
  
File Number)

**20-2556965**  
(IRS Employer  
  
Identification No.)

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**600 Montgomery Street, 13<sup>th</sup> Floor**

**San Francisco, California**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (415) 445-7444**

**94111**  
(Zip Code)

**(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))

**Item 8.01. Other Events.**

On December 14, 2011, Diamond Foods, Inc. ( *Diamond* ) received a formal order of investigation from the staff of the United States Securities and Exchange Commission ( *SEC* ). As previously disclosed, the Audit Committee of Diamond s Board of Directors is conducting an investigation of Diamond s accounting for certain crop payments to walnut growers. The SEC has informed Diamond that its investigation should not be construed as an indication by the SEC that any violations of law have occurred. Diamond intends to cooperate fully with the SEC. Diamond is unable to predict the timing or outcome of the SEC s investigation.

**SIGNATURE**

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.

**DIAMOND FOODS, INC.**

Date: December 14, 2011

By: /s/ Steven M. Neil  
Name: Steven M. Neil  
Title: Executive Vice President, Chief Financial and  
Administrative Officer