# SECURITIES \& EXCHANGE COMMISSION 

WASHINGTON, D.C. 20549

## FORM 8-K

# CURRENT REPORT <br> Pursuant to Section 13 or 15(d) of the SECURITIES EXCHANGE ACT OF 1934 

Date of Report (Date of earliest event reported): March 22, 2005

## McCormick \& Company, Incorporated

(Exact name of registrant as specified in its charter)

Maryland<br>(State or other jurisdiction of incorporation)

18 Loveton Circle
Sparks, Maryland

0-748
(Commission File Number)

52-0408290
(IRS Employer Identification No.)

21152
(Zip Code)
(Address of principal executive offices)
Registrant's telephone number, including area code: (410) 771-7301
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):
o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b).
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c).

Item 12. Results of Operations and Financial Condition.
On March 22, 2005, the Registrant issued a press release to report on the results of operations for the first quarter of fiscal year 2005, which ended on February 28, 2005.

Furnished with this Form 8-K as Exhibit 99.1 is a copy of the press release labeled "McCormick Reports First Quarter Results and Reaffirms Fiscal Year Goals," which includes an unaudited Consolidated Income Statement for the three months ended February 28, 2005 and an unaudited Consolidated Balance Sheet of the Registrant as of February 28, 2005, and an unaudited Consolidated Statement of Cash Flows for the three months ended February 28, 2005.

## 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.

McCORMICK \& COMPANY, INCORPORATED
Date: March 22, 2005
By:
$\frac{/ \mathrm{s} / \text { Robert W. Skelton }}{\text { Robert W. Skelton }}$

## McCORMICK REPORTS FIRST QUARTER RESULTS AND REAFFIRMS FISCAL YEAR GOALS

SPARKS, MD, MARCH $22-$ - - McCormick \& Company, Incorporated (NYSE:MKC), today reported sales and earnings per share for the first quarter ended February 28, 2005.

Sales for the quarter rose $5 \%$ to $\$ 604$ million compared to the first quarter of 2004. Higher volume, pricing and product mix contributed $3 \%$ of the increase, of which $2 \%$ was due to the acquisition of Silvo. Favorable foreign exchange rates added $2 \%$.

Earnings per share for the first quarter were $26 \mathbb{4}$, compared to earnings per share of $27 \Phi$ reported in the first quarter of 2004. Despite higher sales, a strong performance by the Company's joint venture in Mexico, and lower shares outstanding, earnings declined as a result of a lower gross profit margin, higher interest rates and a higher tax rate. In addition, special charges in 2005 reduced earnings per share by 14.

Gross profit margin for the first quarter of 2005 was significantly impacted by vanilla. The Company purchased a strategic supply of vanilla beans in 2003 to ensure an ongoing supply of quality product for customers and manage the cost of this raw material. However, a larger than expected crop has caused vanilla bean costs to drop rapidly and as projected, the Company is experiencing significant margin pressure, particularly in the industrial business. This situation is expected to have a significant impact through the first half of 2005. The performance of the industrial business in Europe also had a negative impact on first quarter gross profit margin.

During the quarter, the Company funded a $\$ 22$ million pension plan contribution, $\$ 45$ million of share repurchases and $\$ 22$ million of dividends. Dividend payments increased $13 \%$ compared to the first quarter of 2004 . The $\$ 45$ million spent for share repurchase compares to $\$ 13$ million of repurchases in the prior year.

## Chairman's Comments

Robert J. Lawless, Chairman, President \& CEO, commented, "While sales and profits did not meet our expectations for the first quarter, we reaffirm our growth targets for 2005.
"Sales were positively impacted by the acquisition of Silvo, favorable foreign exchange rates, new product launches and effective marketing programs. These sales gains were offset in part by a reduction in inventory levels by certain retail customers as well as the continuation of difficult market conditions in our European consumer business. Margins were down in the quarter, and we are working through the situation with vanilla and lower profits from our industrial business in Europe. Despite our first quarter results, our growth targets for the year remain unchanged. We expect to increase sales 4-7\% and achieve earnings per share of $\$ 1.70-\$ 1.74$. We expect to achieve cost savings of $\$ 25$ million in 2005, and our gross profit margin improvement will be back on track in the second half. For the second quarter, earnings per share are projected to be approximately 304 .
"We are building upon the strength of our leading consumer brands, introducing consumer-preferred new products and pursuing meaningful acquisitions. As our industrial business comes through this difficult period later in 2005, the impact of supply chain initiatives will lead to improved margins and further increases in cash flow. We are confident that we will realize our goals for 2005 and are committed to delivering increased value to McCormick shareholders."

## Business Segment Results

## Consumer Business

| (in thousands) | Three Months Ended |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | 2/28/05 |  | 2/29/04 |  |
| Net sales | \$ | 322,054 | \$ | 299,054 |
| Operating income |  | 54,191 |  | 48,998 |

For the first quarter, sales for McCormick's consumer business rose 8\% when compared to 2004. Higher volume, price and product mix added 5\% to sales with $4 \%$ of the increase due to the acquisition of Silvo. Favorable foreign exchange added another 3\%. In the Americas, sales increased $4 \%$ primarily due to favorable price and product mix. A reduction in inventory by retail trade customers adversely affected sales volumes during the quarter in this region. Consumer sales in Europe increased $16 \%$ for the quarter, with $12 \%$ due to the acquisition of Silvo in November 2004 and $7 \%$ due to favorable foreign exchange. The remaining decrease in this region was due to difficult market conditions, particularly in France, which more than offset progress made with new products and marketing programs. In the Asia/Pacific region, consumer sales decreased 4\%, despite favorable foreign exchange rates that added $2 \%$. In both Australia and China, sales were affected by trade retailers' inventory reductions during the quarter.

Operating income for the consumer business increased $11 \%$, due primarily to higher sales. This follows an increase in operating income of $23 \%$ during the first quarter of 2004.

## Industrial Business

| (in thousands) | Three Months Ended |  |  |  |
| :--- | :--- | ---: | ---: | ---: | ---: |
|  |  | $2 / 28 / 05$ |  | $\mathbf{2 / 2 9 / 0 4}$ |
| Net sales | $\$$ | 281,569 | $\$$ | 273,308 |
| Operating income |  | 16,165 |  | 25,358 |

For the first quarter of 2005, sales for McCormick's industrial business increased $3 \%$ when compared to 2004. Favorable foreign exchange added $2 \%$ and higher volumes, price and product mix added $1 \%$. In the Americas, industrial sales rose $2 \%$, with $1 \%$ added by favorable foreign exchange rates. During the first quarter, higher sales of snack seasonings and sales to restaurants and food service distributors were offset mainly by lower vanilla prices. Industrial sales in Europe increased $4 \%$ for the quarter, with foreign exchange contributing $6 \%$. Steps to eliminate certain lower margin products began in 2004 and will continue to have an impact on sales in 2005. In the Asia/Pacific region, industrial sales rose $9 \%$ led by higher sales to quick service restaurants as well as other food processors. In this region, $2 \%$ was added by favorable foreign exchange during the quarter.

Industrial business operating income was $\$ 16$ million, a significant decrease compared to the prior year primarily due to lower vanilla pricing in the Americas and decreased income in Europe. The situation with lower vanilla prices and high cost vanilla beans is expected to have a significant impact through the second quarter of 2005. Operating income from the industrial business in Europe was adversely impacted by the mix of customer purchases and products sold during the quarter.

## Live Webcast

As previously announced, McCormick will hold a conference call with the analysts today at 10:00 a.m. ET. The conference call will be web cast live via the McCormick corporate web site http://www.mccormick.com. Click on "Investors," and follow directions to listen to the call. At this same location, a replay of the call will be available following the live call. Past press releases and additional information can be found at the Company's website.

## Forward-looking Statement

Certain information contained in this release, including expected trends in net sales and earnings performance, are "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are based on management's current views and assumptions and involve risks and uncertainties that could be materially affected by external factors such as: actions of competitors, customer relationships, market acceptance of new products, actual amount and timing of special charge items, removal and disposal costs, final negotiations of third-party contracts, the impact of the stock market conditions on its share repurchase program, fluctuations in the cost and availability of supply chain resources, global economic conditions, including interest and currency rate fluctuations, and inflation rates. The Company undertakes no obligation to update or revise publicly, any forward-looking statements, whether as a result of new information, future events or otherwise.

## About McCormick

McCormick \& Company, Incorporated is the global leader in the manufacture, marketing and distribution of spices, seasonings and flavors to the entire food industry - to foodservice and food processing businesses as well as to retail outlets.
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## For information contact:

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3/2005

## Consolidated Income Statement

(In thousands except per-share date)

|  | Three Months Ended |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | 2/28/2005 |  | 2/29/2004 |  |
| Net sales | \$ | 603,623 | \$ | 572,362 |
| Cost of goods sold |  | 375,455 |  | 350,676 |
| Gross profit |  | 228,168 |  | 221,686 |
| Gross profit margin |  | 37.8 \% |  | 38.7\% |
| Selling, general \& administrative expense |  | 168,910 |  | 160,233 |
| Special charges |  | 1,300 |  | 69 |
| Operating income |  | 57,958 |  | 61,384 |
| Interest expense |  | 11,084 |  | 9,572 |
| Other (income)/expense, net |  | (54) |  | (148) |
| Income from consolidated operations before income taxes |  | 46,928 |  | 51,960 |
| Income taxes |  | 15,017 |  | 16,056 |
| Net income from consolidated operations |  | 31,911 |  | 35,904 |
| Income from unconsolidated operations |  | 5,456 |  | 3,261 |
| Minority interest |  | $(1,332)$ |  | $(1,059)$ |
| Net income | \$ | 36,035 | \$ | 38,106 |
|  |  |  |  |  |
| Earnings per share - basic | \$ | 0.27 | \$ | 0.28 |
| Earnings per share - diluted | \$ | 0.26 | \$ | 0.27 |
|  |  |  |  |  |
| Average shares outstanding - basic |  | 135,649 |  | 137,357 |
| Average shares outstanding - diluted |  | 140,457 |  | 141,817 |

## Consolidated Balance Sheet

(In thousands)

## Assets

Current assets

| Cash and cash equivalents | \$ | 24,394 | \$ | 17,735 |
| :---: | :---: | :---: | :---: | :---: |
| Receivables, net |  | 362,790 |  | 321,968 |
| Inventories |  | 351,821 |  | 365,951 |
| Prepaid expenses and other current assets |  | 36,479 |  | 30,093 |
| Total current assets |  | 775,484 |  | 735,747 |
| Property, plant and equipment, net |  | 482,963 |  | 464,592 |
| Goodwill and intangible assets, net |  | 828,608 |  | 741,005 |
| Prepaid allowances |  | 52,708 |  | 86,404 |
| Investments and other assets |  | 136,912 |  | 132,851 |
| Total assets | \$ | 2,276,675 | \$ | 2,160,599 |

Liabilities and shareholders' equity

| Current liabilities |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| Short-term borrowings and current portion of long-term debt | \$ | 367,385 | \$ | 179,686 |
| Trade accounts payable |  | 179,970 |  | 153,577 |
| Other accrued liabilities |  | 303,319 |  | 295,869 |
| Total current liabilities |  | 850,674 |  | 629,132 |
| Long-term debt |  | 295,524 |  | 450,024 |
| Other long-term liabilities |  | 193,724 |  | 219,839 |
| Total liabilities |  | 1,339,922 |  | 1,298,995 |
| Minority interest |  | 32,206 |  | 23,323 |
| Shareholders' equity |  |  |  |  |
| Common stock |  | 356,371 |  | 278,360 |
| Retained earnings |  | 425,826 |  | 495,827 |
| Accumulated other comprehensive income |  | 122,350 |  | 64,094 |
| Total shareholders' equity |  | 904,547 |  | 838,281 |
| Total liabilities and shareholders' equity | \$ | 2,276,675 | \$ | 2,160,599 |

## Consolidated Statement of Cash Flows (Unaudited)

(In thousands)

|  | Three Months Ended |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
|  | 2/28/2005 |  | 2/29/2004 |  |
| Cash flows from operating activities |  |  |  |  |
| Net income | \$ | 36,035 | \$ | 38,106 |
| Adjustments to reconcile net income to net cash flow from operating activities: |  |  |  |  |
| Depreciation and amortization |  | 17,641 |  | 16,238 |
| Income from unconsolidated operations |  | $(5,456)$ |  | $(3,261)$ |
| Changes in operating assets and liabilities |  | $(55,650)$ |  | $(43,396)$ |
| Dividends from unconsolidated affiliates |  | 4,500 |  | - |
| Net cash flow from operating activities |  | (2,930) |  | 7,687 |
|  |  |  |  |  |
| Cash flows from investing activities |  |  |  |  |
| Capital expenditures |  | $(13,982)$ |  | $(12,948)$ |
| Proceeds from sale of property, plant and equipment |  | 24 |  | 875 |
| Net cash flow from investing activities |  | $(13,958)$ |  | (12,073) |
|  |  |  |  |  |
| Cash flows from financing activities |  |  |  |  |
| Short-term borrowings, net |  | 25,439 |  | 7,911 |
| Long-term debt borrowings |  | 5 |  | 130 |
| Long-term debt repayments |  | (126) |  | (130) |
| Proceeds from exercised stock options |  | 13,648 |  | 10,091 |
| Common stock acquired by purchase |  | $(45,241)$ |  | $(12,760)$ |
| Dividends paid |  | $(21,714)$ |  | $(19,236)$ |
| Net cash flow from financing activities |  | $(27,989)$ |  | (13,994) |
|  |  |  |  |  |
| Effect of exchange rate changes on cash and cash equivalents |  | $(1,064)$ |  | 10,974 |
| Decrease in cash and cash equivalents |  | $(45,941)$ |  | $(7,406)$ |
| Cash and cash equivalents at beginning of period |  | 70,335 |  | 25,141 |
|  |  |  |  |  |
| Cash and cash equivalents at end of period | \$ | 24,394 | \$ | 17,735 |

