

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name B&G Foods, Inc.		2 Issuer's employer identification number (EIN) 13-3918742	
3 Name of contact for additional information Scott Lerner	4 Telephone No. of contact 973.401.6500	5 Email address of contact corporatesecretary@bgfoods.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 4 Gatehall Drive		7 City, town, or post office, state, and Zip code of contact Parsippany, NJ 07054	
8 Date of action Payment dates: 1/30, 4/30, 7/30 & 10/30/2012		9 Classification and description Distributions to holders of the Issuer's common stock	
10 CUSIP number 05508R 10 6	11 Serial number(s)	12 Ticker symbol BGS	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **In 2012, B&G Foods distributed an aggregate amount of \$1.0400 per share of common stock to its stockholders as follows:**
- \$0.2300 per share on January 30, 2012;**
- \$0.2700 per share on April 30, 2012;**
- \$0.2700 per share on July 30, 2012; and**
- \$0.2700 per share on October 30, 2012.**
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- 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **B&G Foods has determined that of such distributions described above, approximately 41.815% (or \$0.4349 per share) will be treated as a taxable dividend and 58.185% (or \$0.6051 per share) will be treated as a return of capital under Section 301(c)(2). Generally, the portion of each distribution on the common stock that is treated as a return of capital should reduce the tax basis in the shares of common stock up to a holder's adjusted basis in the common stock, with any excess treated as capital gains pursuant to Section 301(c)(3).**
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- 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **As described above, B&G Foods has determined that of such distributions described above, approximately 41.815% (or \$0.4349 per share) will be treated as a taxable dividend and 58.185% (or \$0.6051 per share) will be treated as a return of capital under Section 301(c)(2). The portion of each distribution that represents a taxable dividend was paid out of current earnings and profits.**

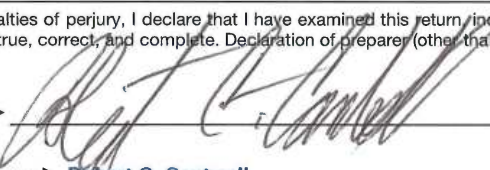
Declaration Date	Record Date	Payment Date	Total Per Share	2012 Taxable	2012 Return of
			Distribution	Dividend	Capital
10/18/2011	12/30/2011	01/30/2012	\$0.2300	\$0.0962	\$0.1338
02/15/2012	03/30/2012	04/30/2012	\$0.2700	\$0.1129	\$0.1571
05/15/2012	06/29/2012	07/30/2012	\$0.2700	\$0.1129	\$0.1571
07/26/2012	09/28/2012	10/30/2012	\$0.2700	\$0.1129	\$0.1571

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 301(c) and 316(a)
of the Internal Revenue Code.

18 Can any resulting loss be recognized? ▶ N/A.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

Sign Here
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.
Signature ▶  Date ▶ 1/29/13
Print your name ▶ Robert C. Cantwell Title ▶ Executive Vice President of Finance

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.