

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: 1/31, 5/2, 8/1 & 10/31/2011		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 2011, B&G Foods distributed an aggregate amount of \$0.8000 per share of common stock to its stockholders as follows:**
- \$0.1700 per share on January 31, 2011;**
 - \$0.2100 per share on May 2, 2011;**
 - \$0.2100 per share on August 1, 2011; and**
 - \$0.2100 per share on October 31, 2011.**
- 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 70.4% (or \$0.5634 per share) will be treated as a taxable dividend and 29.6% (or \$0.2366 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).**
- 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 70.4% (or \$0.5634 per share) will be treated as a taxable dividend and 29.6% (or \$0.2366 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	2011 Taxable	2011 Return of
			Distribution	Dividend	Capital
10/19/2010	12/31/2010	01/31/2011	\$0.1700	\$0.1197	\$0.0503
02/22/2011	03/31/2011	05/02/2011	\$0.2100	\$0.1479	\$0.0621
05/17/2011	06/30/2011	08/01/2011	\$0.2100	\$0.1479	\$0.0621
07/19/2011	09/30/2011	10/31/2011	\$0.2100	\$0.1479	\$0.0621

Part II Organizational Action (continued)

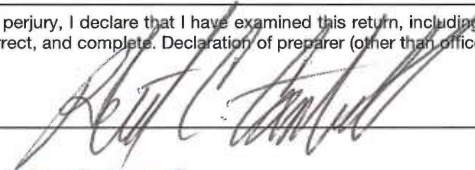
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 301(c) and 316(a) of the Internal Revenue Code.

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.