

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) June 8, 2010

**Oil-Dri Corporation of America**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-12622**

(Commission File Number)

**36-2048898**

(IRS Employer Identification No.)

**410 North Michigan Avenue  
Suite 400  
Chicago, Illinois**

(Address of principal executive offices)

**60611-4213**

(Zip Code)

Registrant's telephone number, including area code (312) 321-1515

(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 (see General Instruction A.2. below):

- 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 2.02 Results of Operations and Financial Condition.**

On June 8, 2010, Oil-Dri Corporation of America (the “Registrant”) issued a press release announcing its results of operations for its third quarter and nine-month period ended April 30, 2010. A copy of the press release is attached as Exhibit 99.1 and the information contained therein is incorporated herein by reference. The information contained in this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), and it shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
99.1	Press Release dated June 8, 2010

---

## 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.

OIL-DRI CORPORATION OF AMERICA

By: /s/ Charles P. Brissman

\_\_\_\_\_  
Charles P. Brissman

Vice President and General Counsel

Date: June 8, 2010

---

Exhibit Index

Exhibit  
Number

Description of Exhibits

---

99.1

Press Release dated June 8, 2010

---

## News Release

**Release:** Immediate

**Contact:** Ronda J. Williams  
312-706-3232

### Oil-Dri Reports Third Quarter and Nine-Month Results

CHICAGO – (June 8, 2010) – Oil-Dri Corporation of America (NYSE: ODC) today reported net sales for the third quarter of \$56,259,000, a 3% decrease compared with net sales of \$58,053,000 for the same quarter of the previous year. Net income for the third quarter was \$2,586,000, or \$0.35 per diluted share, a 6% increase compared with net income of \$2,416,000, or \$0.33 per diluted share, in the same quarter one year ago.

Net sales for the nine-month period were \$164,397,000, a 9% decrease compared with net sales of \$180,311,000 for the same period one year ago. Net income for the nine-month period was \$7,042,000, or \$0.96 per diluted share, compared with net income of \$7,034,000, or \$0.97 per diluted share, in the same period one year ago.

#### THIRD QUARTER REVIEW

President and Chief Executive Officer Daniel S. Jaffee said, “During the quarter, earnings were up compared to the third quarter one year ago. This growth was achieved despite the continued effects from reduced distribution of our Cat’s Pride branded cat litters at Walmart.

“The Business-to-Business Products Group contributed strongly to earnings growth in the quarter. A combination of increased unit volume and sales of high value products in our fluids purification and animal health groups helped to expand gross profit margins in the quarter to 23.4% from 22.8% in the same quarter one year ago.

“The diversity of our product portfolio and the markets we serve, have been a benefit through these difficult economic times. Our business remains healthy, showing substantial cash generation. In addition, during the quarter we continued repurchasing Common Stock through our buyback program.”

**QUARTERLY BUSINESS REVIEW**

Net sales for the Company's Business-to-Business Products Group were \$57,577,000 and group income was \$15,329,000 for the nine months. Net sales for the quarter were \$21,444,000 and group income was \$5,903,000. Net sales and unit volume were up substantially for fluids purification clays, animal health enterosorbents and sports field products. Net sales and volume were down for agricultural chemical carriers due to the continued decline in this market. Overall costs and expenses for the Group were down in the quarter.

Net sales for the Company's Retail and Wholesale Products Group were \$106,820,000 and group income was \$9,101,000 for the nine months. Net sales for the quarter were \$34,815,000 and group income was \$2,769,000. Shipments of Cat's Pride branded litters increased as a result of Walmart's limited reinstatement of those products that began shipping in the third quarter. Net sales and unit volume were up for industrial and automotive products.

**FINANCIAL REVIEW**

Net cash provided by operations was \$20,096,000 for the nine-month period compared to \$8,307,000 for the nine-month period one year ago. Cash was up substantially primarily due to improvements in working capital.

Cash, cash equivalents and short-term investments at April 30, 2010, totaled \$25,638,000. Capital expenditures for the nine-month period totaled \$7,945,000, which was \$2,433,000 more than the period's depreciation and amortization of \$5,512,000.

On March 11, 2010, Oil-Dri's Board of Directors declared quarterly cash dividends of \$0.15 per share of outstanding Common Stock and \$0.1125 per share of outstanding Class B Stock. The dividends were payable June 4, 2010 to stockholders of record at the close of business on May 21, 2010.

At the third quarter closing price of \$20.50 per share and assuming cash dividends continue at the same rate, the annual yield on the Company's Common Stock is 2.9%. The Company has paid cash dividends continuously since 1974 and has increased dividends annually for the past six years.

---

During the quarter the Company repurchased 78,129 shares of Common Stock at an average price of \$19.07 per share. The Company's current repurchase authorization has 410,114 shares of Common Stock remaining.

The effective tax rate for the first nine months of fiscal 2010 was 29.5% compared with 27.3% for the same period in fiscal 2009. The increase in the rate is based upon the Company's projected level and composition of income. The percentage of income attributable to higher margin Business-to-Business products is greater this fiscal year than last fiscal year.

#### **LOOKING FORWARD**

Jaffee continued, "We are optimistic that current sales trends will continue as we head into the fourth quarter. Our costs for diesel fuel and global freight, however, have been on the rise recently and we are now focused on managing those and other costs that are increasing."

###

The Company will offer a live webcast of the third quarter earnings teleconference on June 9, 2010 from 10:00 a.m. to 10:30 a.m., Chicago Time. To listen to the call via the web, please visit [www.streetevents.com](http://www.streetevents.com) or [www.oildri.com](http://www.oildri.com). An archived recording of the call and written transcripts of all teleconferences are posted on the Oil-Dri website.

---

---

*Cat's Pride is a registered trademark of Oil-Dri Corporation of America.*

*Oil-Dri Corporation of America is a leading supplier of specialty sorbent products for agricultural, horticultural, fluids purification, specialty markets, industrial and automotive, and is the world's largest manufacturer of cat litter.*

*Certain statements in this press release may contain forward-looking statements that are based on our current expectations, estimates, forecasts and projections about our future performance, our business, our beliefs, and our management's assumptions. In addition, we, or others on our behalf, may make forward-looking statements in other press releases or written statements, or in our communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls, and conference calls. Words such as "expect," "outlook," "forecast," "would", "could," "should," "project," "intend," "plan," "continue," "believe," "seek," "estimate," "anticipate," "believe", "may," "assume," variations of such words and similar expressions are intended to identify such forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.*

*Such statements are subject to certain risks, uncertainties and assumptions that could cause actual results to differ materially including, but not limited to, the dependence of our future growth and financial performance on successful new product introductions, intense competition in our markets, volatility of our quarterly results, risks associated with acquisitions, our dependence on a limited number of customers for a large portion of our net sales and other risks, uncertainties and assumptions that are described in Item 1A (Risk Factors) of our most recent Annual Report on Form 10-K and other reports we file with the Securities and Exchange Commission. Should one or more of these or other risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results may vary materially from those anticipated, intended, expected, believed, estimated, projected or planned. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Except to the extent required by law, we do not have any intention or obligation to update publicly any forward-looking statements after the distribution of this press release, whether as a result of new information, future events, changes in assumptions, or otherwise.*

---

OIL - DRICORPORATION OF AMERICA

Consolidated Statements of Income

(in thousands, except for per share amounts)

(unaudited)

	Third Quarter Ended April 30,			
	2010	% of Sales	2009	% of Sales
Net Sales	\$ 56,259	100.0%	\$ 58,053	100.0%
Cost of Sales	(43,089)	76.6%	(44,833)	77.2%
Gross Profit	13,170	23.4%	13,220	22.8%
Operating Expenses	(9,369)	16.7%	(9,631)	16.6%
Operating Income	3,801	6.8%	3,589	6.2%
Interest Expense	(337)	0.6%	(470)	0.8%
Other Income	251	0.4%	301	0.5%
Income Before Income Taxes	3,715	6.6%	3,420	5.9%
Income Taxes	(1,129)	2.0%	(1,004)	1.7%
Net Income	\$ 2,586	4.6%	\$ 2,416	4.2%

Net Income Per Share:

	Basic Common	\$ 0.39	\$ 0.37
	Basic Class B Common	\$ 0.29	\$ 0.27
	Diluted	\$ 0.35	\$ 0.33

Average Shares Outstanding:

	Basic Common	5,245	5,149
	Basic Class B Common	1,897	1,880
	Diluted	7,309	7,187

	Nine Months Ended April 30,			
	2010	% of Sales	2009	% of Sales
Net Sales	\$ 164,397	100.0%	\$ 180,311	100.0%
Cost of Sales	(126,234)	76.8%	(142,802)	79.2%
Gross Profit	38,163	23.2%	37,509	20.8%
Operating Expenses	(27,527)	16.7%	(26,711)	14.8%
Operating Income	10,636	6.5%	10,798	6.0%
Interest Expense	(1,052)	0.6%	(1,453)	0.8%
Other Income	407	0.2%	330	0.2%
Income Before Income Taxes	9,991	6.1%	9,675	5.4%
Income Taxes	(2,949)	1.8%	(2,641)	1.5%
Net Income	\$ 7,042	4.3%	\$ 7,034	3.9%

Net Income Per Share\*:

	Basic Common	\$ 1.06	\$ 1.07
	Basic Class B Common	\$ 0.80	\$ 0.80
	Diluted	\$ 0.96	\$ 0.97

Average Shares Outstanding:

	Basic Common	5,215	5,136
	Basic Class B Common	1,889	1,872
	Diluted	7,285	7,193



OIL - DRI CORPORATION OF AMERICA

Consolidated Balance Sheets

(in thousands, except for per share amounts)

(unaudited)

	<b>As of April 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Current Assets</b>		
Cash and Cash Equivalents	\$ 21,639	\$ 11,680
Investment in Treasury Securities	3,999	3,996
Accounts Receivable, net	26,721	28,711
Inventories	17,390	20,136
Prepaid Expenses	6,643	6,778
<b>Total Current Assets</b>	<b>76,392</b>	<b>71,301</b>
Property, Plant and Equipment	61,865	58,542
Other Assets	15,282	14,261
<b>Total Assets</b>	<b>\$ 153,539</b>	<b>\$ 144,104</b>
<b>Current Liabilities</b>		
Current Maturities of Notes Payable	\$ 3,500	\$ 3,200
Accounts Payable	5,974	5,887
Dividends Payable	1,003	922
Accrued Expenses	15,999	14,435
<b>Total Current Liabilities</b>	<b>26,476</b>	<b>24,444</b>
<b>Long-Term Liabilities</b>		
Notes Payable	14,800	18,300
Other Noncurrent Liabilities	18,521	9,958
<b>Total Long-Term Liabilities</b>	<b>33,321</b>	<b>28,258</b>
<b>Stockholders' Equity</b>	<b>93,742</b>	<b>91,402</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 153,539</b>	<b>\$ 144,104</b>
<b>Book Value Per Share Outstanding</b>	<b>\$ 13.20</b>	<b>\$ 13.04</b>
<b>Acquisitions of</b>		
Property, Plant and Equipment	<b>Third Quarter</b>	<b>\$ 3,127</b>
	<b>Year to Date</b>	<b>\$ 7,945</b>
<b>Depreciation and Amortization Charges</b>		
	<b>Third Quarter</b>	<b>\$ 1,801</b>
	<b>Year to Date</b>	<b>\$ 5,512</b>

**OIL - DRI CORPORATION OF AMERICA**  
**Consolidated Statements of Cash Flows**  
(in thousands)  
(unaudited)

	<b>For the Nine Months Ended</b>	
	<b>April 30,</b>	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>2010</b>	<b>2009</b>
<b>Net Income</b>	\$ 7,042	\$ 7,034
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
<b>Depreciation and Amortization</b>	5,512	5,427
<b>Decrease in Accounts Receivable</b>	2,297	2,623
<b>Decrease (Increase) in Inventories</b>	405	(2,392)
<b>Increase (Decrease) in Accounts Payable</b>	1,114	(1,424)
<b>Increase (Decrease) in Accrued Expenses</b>	1,729	(1,676)
<b>Other</b>	1,997	(1,285)
<b>Total Adjustments</b>	<u>13,054</u>	<u>1,273</u>
<b>Net Cash Provided by Operating Activities</b>	<u>20,096</u>	<u>8,307</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
<b>Capital Expenditures</b>	(7,945)	(12,682)
<b>Net Dispositions of Investment Securities</b>	4,007	17,035
<b>Other</b>	345	22
<b>Net Cash (Used in) Provided by Investing Activities</b>	<u>(3,593)</u>	<u>4,375</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
<b>Principal payments on Long-Term Debt</b>	(3,200)	(5,580)
<b>Dividends Paid</b>	(2,995)	(2,760)
<b>Purchase of Treasury Stock</b>	(2,028)	(656)
<b>Other</b>	1,624	256
<b>Net Cash Used in Financing Activities</b>	<u>(6,599)</u>	<u>(8,740)</u>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	(104)	890
<b>Net Increase in Cash and Cash Equivalents</b>	9,800	4,832
<b>Cash and Cash Equivalents, Beginning of Year</b>	11,839	6,848
<b>Cash and Cash Equivalents, April 30</b>	<u>\$ 21,639</u>	<u>\$ 11,680</u>