

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)

March 10, 2009

**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 March 10, 2009, Oil-Dri Corporation of America (the “Registrant”) issued a press release announcing its results of operations for its second quarter and six-month period ended January 31, 2009. 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

Exhibit Number	Description of Exhibits
99.1	Press Release dated March 10, 2009

**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: March 10, 2009

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Exhibit Index

Exhibit  
Number

Description of Exhibits

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99.1 Press Release dated March 10, 2009

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**Release:** Immediate:

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

### **Oil-Dri Announces Second Quarter and Six-Month Results**

CHICAGO – (March 10, 2009) – Oil-Dri Corporation of America (NYSE: ODC) today announced that net sales for the second quarter were \$59,130,000, a 2% increase compared with sales of \$58,026,000 in the same quarter one year ago. The Company reported net income for the quarter of \$2,372,000, or \$0.33 per diluted share, a 14% increase compared with net income of \$2,089,000, or \$0.29 per diluted share, in the same quarter one year ago.

Net sales for the six-month period were \$122,258,000, an 8% increase compared with net sales of \$113,311,000 in the same period one year ago. Net income for the six-month period of \$4,618,000, or \$0.64 per diluted share was, flat compared with \$4,573,000, or \$0.64 per diluted share, in the same period last fiscal year.

#### **Second Quarter Review**

President and Chief Executive Officer Daniel S. Jaffee said, “We are satisfied with our results in light of current economic conditions. During the second quarter we experienced sales growth in the Retail and Wholesale Products Group, in particular with our private label products, where consumers are taking advantage of lower priced cat litter. The Business-to-Business Products Group, however, experienced lower net sales due to market conditions and competitive challenges.

“Our gross profit margin for the quarter was up 0.5% from last year, but for the six months we have seen our margins shrink by 1.1%, finishing this period at 19.9%. We are sensitive to how the economy is impacting our customers and, as always, take a long-term approach to relationship building; therefore, we do not feel this is the appropriate environment in which to aggressively repair our profit margins”

- continued - -

**Business Review**

Net sales for the Company's Retail and Wholesale Products Group were \$40,926,000 and group income was \$4,053,000 in the second quarter. Net sales for the six-month period were \$83,409,000 and group income was \$7,215,000. In the quarter, sales of private label cat litter were strong in both units and dollars. Sales of industrial and automotive products were down in units and flat in dollars due to the slow down in the manufacturing sector.

Net sales for the Company's Business-to-Business Products Group were \$18,204,000 and group income was \$3,480,000 in the quarter. Net sales for the six-month period were \$38,849,000 and group income was \$7,906,000. In the quarter, sales were down across all product lines in both units and dollars with the exception of co-packaged cat litter products. A combination of foreign currency exchange rates, global economic factors, higher than normal product inventories of animal health products and aggressive competitive pricing negatively impacted net sales and volume growth.

**Financial Review**

On December 9, 2008, Oil-Dri's Board of Directors declared quarterly cash dividends of \$0.14 per share of outstanding Common Stock and \$0.105 per share of outstanding Class B Stock. The dividends were paid on March 6, 2009 to stockholders of record at the close of business on February 20, 2009. At the January 30, 2009 closing price of \$16.05 per share and assuming cash dividends continue at the same rate, the annual yield on the Company's Common Stock is 3.5%.

The Company has paid cash dividends continuously since 1974. The Company's Board of Directors has increased dividends annually for the past five years.

During the quarter, the Company repurchased 300 shares of Common Stock at an average price of \$16.24 per share. Cash, cash equivalents and short-term investments at January 31, 2009, totaled \$16,766,000. Capital expenditures for the six-month period of \$7,757,000 include strategic investments primarily related to new product development. Capital expenditures in this period were \$4,073,000 more than depreciation and amortization of \$3,684,000.

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## Looking Forward

Jaffee continued, “While we are pleased that the markets we serve have been relatively stable, we remain diligent in managing our expenses and using our resources wisely. We will continue to invest in our business where we believe our return will give us the greatest long-term benefit.”

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The Company will offer a live web cast of the second quarter earnings teleconference on Wednesday, March 11, 2009, from 10:00a.m. – 10:30a.m. CST. 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.

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*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, web cast, 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.*

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OIL - DRI CORPORATION OF AMERICA

Consolidated Statements of Income

(in thousands, except for per share amounts)

(unaudited)

	Second Quarter Ended January 31,			
	2009	% of Sales	2008	% of Sales
Net Sales	\$ 59,130	100.0%	\$ 58,026	100.0%
Cost of Sales	(47,217)	79.9%	(46,678)	80.4%
Gross Profit	11,913	20.1%	11,348	19.6%
Operating Expenses	(8,342)	14.1%	(8,251)	14.2%
Operating Income	3,571	6.0%	3,097	5.3%
Interest Expense	(478)	0.8%	(570)	1.0%
Other Income	85	0.1%	355	0.6%
Income Before Income Taxes	3,178	5.4%	2,882	5.0%
Income Taxes	(806)	1.4%	(793)	1.4%
Net Income	\$ 2,372	4.0%	\$ 2,089	3.6%
<b>Net Income Per Share:</b>				
Basic Common	\$ 0.36		\$ 0.32	
Basic Class B Common	\$ 0.29		\$ 0.26	
Diluted	\$ 0.33		\$ 0.29	
<b>Average Shares Outstanding:</b>				
Basic Common	5,131		5,062	
Basic Class B Common	1,873		1,853	
Diluted	7,242		7,239	

	Six Months Ended January 31,			
	2009	% of Sales	2008	% of Sales
Net Sales	\$ 122,258	100.0%	\$ 113,311	100.0%
Cost of Sales	(97,969)	80.1%	(89,533)	79.0%
Gross Profit	24,289	19.9%	23,778	21.0%
Operating Expenses	(17,080)	14.0%	(17,111)	15.1%
Operating Income	7,209	5.9%	6,667	5.9%
Interest Expense	(983)	0.8%	(1,144)	1.0%
Other Income	29	0.0%	785	0.7%
Income Before Income Taxes	6,255	5.1%	6,308	5.6%
Income Taxes	(1,637)	1.3%	(1,735)	1.5%
Net Income	\$ 4,618	3.8%	\$ 4,573	4.0%
<b>Net Income Per Share:</b>				
Basic Common	\$ 0.70		\$ 0.70	
Basic Class B Common	\$ 0.56		\$ 0.57	
Diluted	\$ 0.64		\$ 0.64	
<b>Average Shares Outstanding:</b>				
Basic Common	5,129		5,033	
Basic Class B Common	1,868		1,846	
Diluted	7,245		7,196	



**OIL - DRI CORPORATION OF AMERICA**

**Consolidated Balance Sheets**

(in thousands, except for per share amounts)

(unaudited)

	<b>As of January 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>Current Assets</b>		
Cash and Cash Equivalents	\$ 2,272	\$ 4,325
Investment in Treasury Securities	14,494	24,355
Accounts Receivable, net	31,399	29,973
Inventories	19,235	16,396
Prepaid Expenses	6,563	6,299
<b>Total Current Assets</b>	<b>73,963</b>	<b>81,348</b>
Property, Plant and Equipment	55,196	51,732
Other Assets	14,432	12,281
<b>Total Assets</b>	<b>\$ 143,591</b>	<b>\$ 145,361</b>
<b>Current Liabilities</b>		
Current Maturities of Notes Payable	\$ 1,700	\$ 8,080
Accounts Payable	6,330	6,130
Dividends Payable	921	846
Accrued Expenses	13,327	14,366
<b>Total Current Liabilities</b>	<b>22,278</b>	<b>29,422</b>
<b>Long-Term Liabilities</b>		
Notes Payable	21,300	23,000
Other Noncurrent Liabilities	10,380	8,001
<b>Total Long-Term Liabilities</b>	<b>31,680</b>	<b>31,001</b>
Stockholders' Equity	89,633	84,938
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 143,591</b>	<b>\$ 145,361</b>
<b>Book Value Per Share Outstanding</b>	<b>\$ 12.81</b>	<b>\$ 12.35</b>
<b>Acquisitions of</b>		
Property, Plant and Equipment	<b>Second Quarter</b>	\$ 4,205
	<b>Year to Date</b>	\$ 7,757
<b>Depreciation and Amortization Charges</b>		
	<b>Second Quarter</b>	\$ 1,799
	<b>Year to Date</b>	\$ 3,684

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

	<b>For the Six Months Ended</b>	
	<b>January 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Net Income</b>	\$ 4,618	\$ 4,573
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
<b>Depreciation and Amortization</b>	3,684	3,735
<b>(Increase) in Accounts Receivable</b>	(89)	(2,159)
<b>(Increase) in Inventories</b>	(1,491)	(1,159)
<b>(Decrease) Increase in Accounts Payable</b>	(972)	144
<b>(Decrease) in Accrued Expenses</b>	(2,784)	(1,893)
<b>Other</b>	(1,020)	(519)
<b>Total Adjustments</b>	(2,672)	(1,851)
<b>Net Cash Provided by Operating Activities</b>	<u>1,946</u>	<u>2,722</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
<b>Capital Expenditures</b>	(7,757)	(3,828)
<b>Net Dispositions (Purchases) of Investment Securities</b>	6,531	(6,006)
<b>Other</b>	11	28
<b>Net Cash Used in Investing Activities</b>	<u>(1,215)</u>	<u>(9,806)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
<b>Principal payments on Long-Term Debt</b>	(4,080)	(80)
<b>Dividends Paid</b>	(1,838)	(1,678)
<b>Purchase of Treasury Stock</b>	(649)	—
<b>Other</b>	162	1,199
<b>Net Cash Used in Financing Activities</b>	<u>(6,405)</u>	<u>(559)</u>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	1,098	(165)
<b>Net Decrease in Cash and Cash Equivalents</b>	(4,576)	(7,808)
<b>Cash and Cash Equivalents, Beginning of Year</b>	6,848	12,133
<b>Cash and Cash Equivalents, January 31</b>	<u>\$ 2,272</u>	<u>\$ 4,325</u>