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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): May 20, 2010**

**LEVI STRAUSS & CO.**

(Exact name of registrant as specified in its charter)

DELAWARE

(State or Other Jurisdiction of  
Incorporation)

002-90139

(Commission File Number)

94-0905160

(I.R.S. Employer Identification  
No.)

1155 BATTERY STREET  
SAN FRANCISCO, CALIFORNIA 94111

(Address of principal executive offices, including zip code)

(415) 501-6000

(Registrant's telephone number, including area code)

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

On May 20, 2010, Levi Strauss & Co. announced that it completed its cash tender offer for any and all of its outstanding 9<sup>3</sup>/<sub>4</sub>% Senior Notes due 2015 and 8<sup>5</sup>/<sub>8</sub>% Senior Notes due 2013. In addition, on May 20, 2010, the company announced its election to redeem on May 25, 2010 all 9<sup>3</sup>/<sub>4</sub>% Senior Notes due 2015 and 8<sup>5</sup>/<sub>8</sub>% Senior Notes due 2013 that remain outstanding after the completion of the tender offer. A copy of the press release relating to these announcements is attached hereto as Exhibit 99.1.

On May 21, 2010, the company repurchased ¥10,883,500,000 aggregate principal amount of its 4.25% Yen-denominated Eurobonds due November 22, 2016 for total consideration of \$100 million including accrued interest. Following such purchase, ¥9,116,500,000 aggregate principal amount of such bonds remains outstanding.

**Item 9.01. Financial Statements and Exhibits**

Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated May 20, 2010, announcing Levi Strauss & Co.'s completion of its tender offer and its election to redeem outstanding notes.

**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.

DATE: May 21, 2010

LEVI STRAUSS & CO.

By: /s/ Heidi L. Manes

Name: Heidi L. Manes

Title: Vice President and Controller

# LEVI STRAUSS & CO.

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## FOR IMMEDIATE RELEASE

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### **Levi Strauss & Co. Completes Tender Offer, Accepts Notes Tendered and Commences Redemption of Notes**

SAN FRANCISCO (May 20, 2010) – Levi Strauss & Co. today announced that it has completed its tender offer for any and all of its outstanding \$446.2 million aggregate principal amount of 9<sup>3</sup>/<sub>4</sub>% Senior Notes due 2015 and €250.0 million aggregate principal amount of 8<sup>5</sup>/<sub>8</sub>% Senior Notes due 2013.

A total of approximately \$415.5 million (or 93.1%) of the \$446.2 million aggregate principal amount of 9<sup>3</sup>/<sub>4</sub>% Senior Notes due 2015 (the “U.S. Notes”) and approximately €199.8 million (or 79.9%) of the €250.0 million aggregate principal amount of 8<sup>5</sup>/<sub>8</sub>% Senior Notes due 2013 (the “Euro Notes,” and together with the U.S. Notes, the “Notes”) were validly tendered in the tender offer which expired at midnight, New York City time, on May 19, 2010. These amounts include approximately \$411.4 million of U.S. Notes and €198.9 million of Euro Notes which were previously tendered by the early tender deadline and which were accepted and paid for by the company. The anticipated payment date for accepted Notes tendered after the early tender deadline but prior to the expiration of the tender offer is Friday, May 21.

Banc of America Securities LLC acted as the Dealer Manager and Solicitation Agent for the tender offer. DF King and Co., Inc. served as the Information Agent.

On May 20, 2010, the trustee for the Notes, at the direction of the company, issued notices stating that all of the Notes that remain outstanding after the completion of the tender offer will be redeemed on May 25, 2010.

This press release does not constitute a notice of redemption. A notice of redemption is made only by a Notice of Redemption provided by the trustee of the Notes to the registered holders of the Notes.

– more –

Levi Strauss & Co. Completes Tender Offer, Accepts Notes Tendered and Commences Redemption of Notes

May 20, 2010

*This news release contains, in addition to historical information, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements on our current assumptions, expectations and projections about future events. We use words like “believe,” “will,” “so we can,” “when,” “anticipate,” “intend,” “estimate,” “expect,” “project” and similar expressions to identify forward-looking statements, although not all forward-looking statements contain these words. These forward-looking statements are necessarily estimates reflecting the best judgment of our senior management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements.*

*Investors should consider the information contained in our filings with the U.S. Securities and Exchange Commission (the “SEC”), including our Annual Report on Form 10-K for the fiscal year ended 2009, especially in the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors” sections. Other unknown or unpredictable factors also could have material adverse effects on our future results, performance or achievements. In light of these risks, uncertainties, assumptions and factors, the forward-looking events discussed in this news release may not occur. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date stated, or if no date is stated, as of the date of this news release.*

*We are not under any obligation and do not intend to make publicly available any update or other revisions to any of the forward-looking statements contained in this news release to reflect circumstances existing after the date of this news release or to reflect the occurrence of future events even if experience or future events make it clear that any expected results expressed or implied by those forward-looking statements will not be realized.*

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