



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 30, 2014

Via E-mail

Craig Steeneck
Chief Financial Officer
Pinnacle Foods Inc.
399 Jefferson Road
Parsippany, New Jersey 07054

**Re: Pinnacle Foods Inc.
Form 10-K for Fiscal Year Ended December 29, 2013
Filed March 6, 2014
File No. 001-35844**

Dear Mr. Steeneck:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Ethan Horowitz

Ethan Horowitz
Branch Chief