

SUPERVALU INC
Form S-8
July 31, 2014

As filed with the Securities and Exchange Commission on July 31, 2014

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

SUPERVALU INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

41-0617000
(I.R.S. Employer
Identification No.)

**7075 Flying Cloud Drive
Eden Prairie, Minnesota
55344**

(Address of principal executive
offices, including zip code)

SUPERVALU INC. 2012 Stock Plan

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(As Amended and Restated July 16, 2014)

(Full title of the plan)

Karla C. Robertson
Executive Vice President, General Counsel

and Corporate Secretary
SUPERVALU INC.
7075 Flying Cloud Drive
Eden Prairie, Minnesota 55344
(952) 828-4000

(Name, address and telephone number,

including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act):

Large Accelerated Filer Accelerated Filer Non-accelerated Filer Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	9,303,746	\$ 8.775	\$ 81,640,371	\$ 10,516

(1) The number of shares being registered represents 9,303,746 shares of SUPERVALU INC. common stock issuable under the SUPERVALU INC. 2012 Stock Plan (As Amended and Restated July 16, 2014). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers any additional shares of common stock that become issuable under the SUPERVALU INC. 2012 Stock Plan (As Amended and Restated July 16, 2014) pursuant to its anti-dilution provisions.

(2) Estimated solely for calculating the registration fee in accordance with Rule 457(c) and (h)(1) under the Securities Act. The proposed maximum offering price per share and proposed maximum aggregate offering price are calculated based on the average of the high and low sale prices per share of SUPERVALU INC. common stock as reported on the New York Stock Exchange on July 24, 2014.

SUPERVALU INC.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 9,303,746 shares of the Registrant's common stock issuable pursuant to the SUPERVALU INC. 2012 Stock Plan (As Amended and Restated July 16, 2014) (the Plan). In accordance with Section E of the General Instructions to Form S-8, the Registration Statement previously filed with the Securities and Exchange Commission on July 19, 2012 relating to the Plan (File No. 333-182757) is incorporated by reference herein, except as to the Items provided below.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents have been filed with the Securities and Exchange Commission (the SEC) by SUPERVALU INC. (SUPERVALU or the Registrant) and are incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended February 22, 2014;
- (b) The Registrant's Current Reports on Form 8-K filed on February 28, 2014, March 7, 2014, April 18, 2014, April 24, 2014, May 7, 2014, May 20, 2014, July 11, 2014 and July 21, 2014;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 14, 2014; and
- (d) The description of the Registrant's common stock contained in any registration statement or report filed by the Registrant under the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents.

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Item 8. Exhibits.

- 4.1 Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 18, 2012).
- 4.2 Amended and Restated Bylaws, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on October 22, 2013).
- 4.3 SUPERVALU INC. 2012 Stock Plan (As Amended and Restated July 16, 2014) (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 21, 2014).
- 5.1 Opinion of Faegre Baker Daniels LLP.
- 23.1 Consent of Faegre Baker Daniels LLP (included in Exhibit 5.1).
- 23.2 Consent of KPMG LLP.
- 24.1 Power of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Eden Prairie, State of Minnesota on July 31, 2014.

SUPERVALU INC.

By */s/ Sam Duncan*
 Sam Duncan
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
<i>/s/ Sam Duncan</i> Sam Duncan	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	July 31, 2014
<i>/s/ Bruce H. Besanko</i> Bruce H. Besanko	Executive Vice President, Chief Financial Officer <i>(Principal Financial Officer)</i>	July 31, 2014
<i>/s/ Susan S. Grafton</i> Susan S. Grafton	Senior Vice President, Finance, and Chief Accounting Officer <i>(Principal Accounting Officer)</i>	July 31, 2014
<i>/s/ Donald R. Chappel*</i> Donald R. Chappel	Director	
<i>/s/ Irwin S. Cohen*</i> Irwin S. Cohen	Director	
<i>/s/ Philip L. Francis*</i> Philip L. Francis	Director	
<i>/s/ Eric G. Johnson*</i> Eric G. Johnson	Director	
<i>/s/ Mathew M. Pendo*</i> Mathew M. Pendo	Director	
<i>/s/ Matthew E. Rubel*</i> Matthew E. Rubel	Director	
<i>/s/ Wayne C. Sales*</i> Wayne C. Sales	Director	
<i>/s/ Frank A. Savage*</i> Frank A. Savage	Director	

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*/s/ John T. Standley**
John T. Standley

Director

*/s/ Gerald L. Storch**
Gerald L. Storch

Director and Non-Executive Chairman

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*Executed on July 31, 2014 on behalf of the indicated Directors by Karla C. Robertson, duly appointed Attorney-in-Fact.

/s/ Karla C. Robertson
Karla C. Robertson
Attorney-in-Fact

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EXHIBIT INDEX

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23.2	Consent of KPMG LLP (filed herewith).
24.1	Power of Attorney (filed herewith).