

NASH FINCH CO
Form 4/A
November 27, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DIMOND ROBERT B

2. Issuer Name and Ticker or Trading Symbol
NASH FINCH CO [NAFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
Executive VP, CFO & Treasurer

(Last) (First) (Middle)
C/O NASH-FINCH COMPANY, 7600 FRANCE AVENUE SOUTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
11/21/2013

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MINNEAPOLIS, MN 55435
(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/19/2013		A ⁽¹⁾		23,450	A	\$ 0
Common Stock	11/19/2013		F ⁽³⁾		43,353	D	\$ 28.33
Common Stock	11/19/2013		D		69,760	D	<u>(4)</u> 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIMOND ROBERT B C/O NASH-FINCH COMPANY 7600 FRANCE AVENUE SOUTH MINNEAPOLIS, MN 55435			Executive VP, CFO & Treasurer	

Signatures

/s/Kathleen Mahoney by Power of Attorney
11/27/2013
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Consists of shares issued as a result of accelerated vesting of previously granted equity awards immediately prior to the change in control resulting from the merger (the "Merger") of Nash-Finch Company (the "Company") with SS Delaware, Inc. ("Merger Sub"), a wholly owned subsidiary of Spartan Stores, Inc. ("Spartan Stores") on November 19, 2013 pursuant to that certain Agreement and Plan of Merger, dated as of July 21, 2013, by and among the Company, Merger Sub and Spartan Stores. On November 17, 2013, in accordance with Rule 16b-3(d)(1) under the Securities Exchange Act of 1934, the Board of Directors of the Company approved the accelerated vesting of such awards.
- (2) Holdings include 2,686 of Restricted Stock Units acquired since January 2012 and 1,668 of Deferred Stock Units (LTIP) acquired since April 2011 as the result of deemed reinvestment of dividends equivalents.
- (3) Consists of shares withheld to satisfy applicable withholding tax obligations in connection with (i) the accelerated vesting of equity awards described in Note 1 above and (2) the issuance of shares of common stock pursuant to previously vested but deferred equity awards, in each case based upon the average of the high and low trading prices of the Company's shares on November 18, 2013.

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- (4) Consists of shares disposed of in the Merger in exchange for 1.20 shares of common stock of Spartan Stores per share of the Company's common stock. The shares of common stock of Spartan Stores had a market value of \$23.55 per share as of the close of trading on NASDAQ on November 18, 2013, the trading day immediately preceding the effective time of the Merger.

Remarks:

On November 21, 2013, the reporting person filed a Form 4 reporting a total of 89,448 shares beneficially owned prior to the v

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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