

Johnson David William
 Form 3
 November 07, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| À Johnson David William | | | 10/30/2018 | UNITED NATURAL FOODS INC [UNFI] | | |
| (Last) | (First) | (Middle) | | | | |
| 313 IRON HORSE WAY | | | | (Check all applicable) | | |
| (Street) | | | | ____ Director ____ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| PROVIDENCE,À RIÀ 02908-0999 | | | | <u> X </u> Officer ____ Other (give title below) (specify below) Chief Accounting Officer | | <u> X </u> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | | ____ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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

| | | | | | |
|--|--|---|--|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

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| | | | | | | | |
|--------------------------------------|-------|------------|--------------|-------|----------|---|---|
| Employee Stock Option (right to buy) | Â (1) | 04/30/2025 | Common Stock | 3,018 | \$ 56.94 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 05/16/2024 | Common Stock | 3,189 | \$ 48.58 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 05/07/2023 | Common Stock | 5,979 | \$ 42.04 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 07/17/2022 | Common Stock | 2,300 | \$ 14.77 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson David William 313 IRON HORSE WAY PROVIDENCE, RI 02908-0999 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

Joseph McGrail, Power-of-Attorney,
in fact 11/07/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Upon the effectiveness of the merger on October 22, 2018 (such time, the "effective time") contemplated by that Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 25, 2018, as amended October 10, 2018, by and between United Natural Foods, Inc. (the "Company"), SUPERVALU, and Jedi Merger Sub, Inc., a wholly owned subsidiary of the Company, as a result of which SUPERVALU became a wholly owned subsidiary of the Company, each outstanding and unexercised SUPERVALU stock option, whether vested or unvested, was converted into an option to purchase shares of the Company's common stock generally on the same terms and conditions as applied prior to the effective time, in accordance with the terms and conditions of the Merger Agreement.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.