

SUPERVALU INC  
Form DEFA14A  
July 26, 2018

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Filed by the Registrant    Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

SUPERVALU INC.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule, or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Employee Letter

Team,

I am pleased to share some exciting news. Today we announced that SUPERVALU has reached an agreement to combine with United Natural Foods, Inc. (UNFI), creating a truly diversified grocery wholesale distribution company. A copy of the press release can be found [here](#).

Before I share more on the agreement, I'd like to thank each of you for the hard work and focus you've shown since we began our transformation to return to our wholesale supplier roots. Over the past two years, we've fundamentally transformed our business. We sold Save-A-Lot, grew our Wholesale business by more than \$5 billion (including Unified and AG Florida) and focused our retail operations. Each of these actions required a tremendous amount of work, and I'm extremely proud of all we've done to change the face of SUPERVALU. Joining with UNFI is truly a testament to your unwavering commitment and focus on driving our strategic transformation.

Many of you are likely already familiar with UNFI as the largest publicly traded wholesale distributor to the natural, organic and specialty food industry in the U.S. and Canada. Together, we'll have an expanded network of over 60 distribution facilities that will leverage the complete suite of tools and capabilities of SUPERVALU Professional Services and will serve customers in all 50 states and Canada. As a combined company, we will be able to help customers better compete by delivering a range of over 200,000 products, as well as superior services. Together, we expect these enhanced offerings will uniquely position the company to address the evolving grocery industry and consumers' buying habits.

Importantly, our two companies are an excellent cultural fit. UNFI has great respect for the talent and dedication of SUPERVALU's employees, who will be vital to the success of the combined company. UNFI has long been impressed with our systems and efficient supply chain model, and importantly, they also share our customer-first focus. Together, UNFI and SUPERVALU will be well positioned to succeed in today's grocery landscape, and I'm confident the SUPERVALU team will benefit from expanded opportunities as part of the combined organization.

There are many reasons to be excited about this new chapter, but it's important not to lose sight of our priorities and responsibilities.

A transaction of this size could take longer than our recent acquisitions of Unified or AG Florida. We currently expect to complete the combination in the fourth quarter of calendar year 2018. Until then, SUPERVALU and UNFI will continue to operate as separate companies. This means it will be as important as ever that we continue managing our business as we do today – focused on serving our customers.

We understand that questions naturally come with this type of news and we're committed to providing as much clarity as possible. Please feel free to speak with your manager or supervisor, or send any questions you have regarding the combination to [mergerupdate@supervalu.com](mailto:mergerupdate@supervalu.com) and we'll do our best to address them in a timely manner.

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Lastly, this news is likely to generate interest from the media and other third parties. As always, please refer any media inquiries to our corporate communications department ([Jeffrey.S.Swanson@supervalu.com](mailto:Jeffrey.S.Swanson@supervalu.com)). Questions from investors or analysts must be directed to investor relations ([Steve.J.Bloomquist@supervalu.com](mailto:Steve.J.Bloomquist@supervalu.com)).

I'll provide more details about today's announcement during our all-employee meeting on Friday. You may submit questions prior to the meeting at [Communications@supervalu.com](mailto:Communications@supervalu.com).

I hope you share my excitement about both our future and this combination with UNFI. On behalf of the entire leadership team, thank you for your efforts and dedication.

Sincerely,

Mark

#### UNFI and SVU Forward Looking Statements

This communication contains, and certain statements made by representatives of UNFI and SUPERVALU, and their respective affiliates, from time to time may contain, "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. UNFI's and SUPERVALU's actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "might" and "continues," and expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, UNFI's and SUPERVALU's expectations with respect to future performance and anticipated financial impacts of the business combination, the satisfaction of the closing conditions to the business combination and the timing of the completion of the business combination. These forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from expected results. Most of these factors are outside UNFI's and SUPERVALU's control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement relating to the proposed business combination; (2) the outcome of any legal proceedings that may be instituted against UNFI or SUPERVALU following the announcement of the merger agreement and the transactions contemplated therein; (3) the inability to complete the business combination, including due to failure to obtain approval of the shareholders of SUPERVALU or other conditions to closing in the merger agreement; (4) risks related to the financing of the transaction; (5) the risk that the business combination disrupts current plans and operations as a result of the announcement and consummation of the business combination; (6) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably and retain its key employees; (7) costs related to the business combination; (8) risks related to the disruption of the transaction to SUPERVALU and its management; (9) the effect of announcement of the transaction on SUPERVALU's ability to retain and hire key personnel and maintain relationships with customers, suppliers and other third parties; and (10) other risks and uncertainties identified in UNFI's and SUPERVALU's filings with the Securities and Exchange Commission ("SEC"). More information about other potential factors that could affect UNFI's and SUPERVALU's business and financial results is included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in UNFI's Annual Report on Form 10-K for the fiscal year ended July 29, 2017 and SUPERVALU's Report on Form 10-K for the fiscal year ended February 24, 2018, as amended, and any updates to those risk factors set forth in UNFI's and SUPERVALU's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings, which have been filed with the SEC and are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The foregoing list of factors is not exclusive. UNFI and SUPERVALU caution readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. UNFI and SUPERVALU do not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or

circumstances on which any such statement is based, other than as required by applicable law.

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Additional Information will be Filed with the SEC

SUPERVALU INC. (including any successor thereof, “SUPERVALU”) plans to file with the SEC a proxy statement in connection with the contemplated transaction (the “Proxy Statement”), and SUPERVALU may file with the SEC other documents regarding the proposed transaction. The definitive Proxy Statement will be mailed to shareholders of SUPERVALU. **SHAREHOLDERS OF SUPERVALU ARE URGED TO READ THE PROXY STATEMENT REGARDING THE TRANSACTION CAREFULLY AND IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED WITH THE SEC BY SUPERVALU, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors will be able to obtain free copies of the Proxy Statement (when available) and other documents filed with the SEC by SUPERVALU through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of the Proxy Statement (when available) and other documents filed with the SEC can also be obtained by directing a request to SUPERVALU INC., Investor Relations, P.O. Box 990, Minneapolis, MN 55344.

#### Participants in the Solicitation

UNFI, SUPERVALU and their respective directors and certain of their executive officers and employees may be deemed to be participants in the solicitation of proxies from the shareholders of SUPERVALU in respect of the proposed transaction. Information regarding SUPERVALU’s directors and executive officers is available in its proxy statement for its 2018 annual meeting of stockholders, which was filed with the SEC on July 2, 2018, and information regarding UNFI’s directors and executive officers is available in its proxy statement for its 2017 annual meeting of stockholders, which was filed with the SEC on November 3, 2017. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Proxy and other relevant materials to be filed with the SEC when they become available. Free copies of this document may be obtained as described in the preceding paragraph.

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