

McFarland Stuart D
Form 4
October 24, 2018

FORM 4

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

OMB APPROVAL

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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 *
McFarland Stuart D

2. Issuer Name and Ticker or Trading Symbol
SUPERVALU INC [SVU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11840 VALLEY VIEW ROAD

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
SVP GC & Corp Secretary

(Street)
EDEN PRAIRIE, MN 55344

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

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price \$			
Common Stock	10/22/2018		D ⁽¹⁾	4,234 D 32.5	0	D	
				(1)			

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

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

SEC 1474 (9-02)

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

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) At the effective time, each outstanding share of the Company's common stock (other than shares owned by the Company, UNFI or any of their respective subsidiaries (except for shares of common stock held on behalf of third parties), dissenting shares and any Company restricted shares) was disposed of pursuant to the Merger Agreement in exchange for \$32.50 per share, without interest.
- (2) At the effective time, each outstanding and unexercised stock option, whether vested or unvested, was converted into an option to purchase shares of UNFI 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.
- (3) At the effective time, each outstanding restricted stock unit award was converted into a UNFI cash award generally on the same terms and conditions as applied prior to the effective time and payable, at UNFI's election, in cash and/or an equal value in shares of UNFI common stock, which award had a value equal to the product of (i) the number of shares of SUPERVALU common stock subject to such award and (ii) \$32.50, in accordance with the terms and conditions of the Merger Agreement.
- (4) At the effective time, each outstanding performance share unit award was converted into a UNFI cash award generally on the same terms and conditions as applied prior to the effective time (other than performance-based conditions) and payable, at UNFI's election, in cash and/or an equal value in shares of UNFI common stock, which award had a value to the product of (i) the number of shares of SUPERVALU common stock subject to such award (assuming performance is satisfied as set forth in the Merger Agreement) and (ii) \$32.50, in accordance with the terms and conditions of the Merger Agreement.

Remarks:

This Form 4 reports securities disposed upon the effectiveness of the merger on October 22, 2018 (such time, the "effective time").

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.