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FOODARAMA SUPERMARKETS, INC.

Form 10-K/A

April 10, 2006

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

FORM 10-K/A
Amendment No. 1

Annual Report pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

For the fiscal year ended
October 29, 2005

Commission file number
1-5745

FOODARAMA SUPERMARKETS, INC.
(Exact name of Registrant as specified in its charter)

New Jersey
(State or other jurisdiction of
incorporation or organization)

21-0717108
(I.R.S. Employer
Identification No.)

Building 6, Suite 1, 922 Hwy. 33, Freehold, New Jersey 07728
(Address of principal executive offices)

Registrant's telephone number, including area code: (732) 462-4700

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|--|
| Common Stock, par value \$1.00 per share | American Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act:

NONE
(Title of Class)

Indicate by check mark if the Registrant is a well-known seasoned issuer,
as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports
pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months and (2) has been subject to such filing
requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item
405 of Regulation S-K is not contained herein, and will not be contained, to the
best of Registrant's knowledge, in definitive proxy or information statements
incorporated by reference in Part III of this Form 10-K or any amendment to this
Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as
defined in Rule 12b-2 of the Act). Yes No

Indicate by check mark whether the Registrant is a shell company (as

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defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of voting stock held by non-affiliates of the Registrant was approximately \$12,191,142. Computation is based on the closing sales price of \$34.00 per share of such stock on the American Stock Exchange on April 29, 2005, the last business day of the Registrant's most recently completed second quarter.

As of January 13, 2006, the number of shares outstanding of Registrant's Common Stock was 988,117.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the period ended October 29, 2005, which was filed with the United States Securities and Exchange Commission on January 27, 2006 (the "Form 10-K"), to amend and restate Item 15., "Exhibits and Financial Statement Schedules" to include a new Exhibit 10.3. This Amendment No. 1 does not affect any other section of the Form 10-K not otherwise discussed herein and continues to speak as of the date of the Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with Foodarama's other filings made with the Commission subsequent to the filing of the Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

| | Page No. |
|--|------------|
| a.1. Audited financial statements and supplementary data | |
| Report of Independent Registered Public Accounting Firm | F-1 |
| Foodarama Supermarkets, Inc. and Subsidiaries Consolidated Financial Statements: | |
| Balance Sheets as of October 29, 2005 and October 30, 2004 | F-2 to F-3 |
| Statements of Operations for each of the fiscal years ended, October 29, 2005, October 30, 2004 and November 1, 2003. | F-4 |
| Statements of Shareholders' Equity for each of the fiscal years ended October 29, 2005, October 30, 2004 and November 1, 2003. | F-5 |
| Statements of Cash Flows for each of the fiscal years ended October 29, 2005, October 30, 2004 and November 1, 2003. | F-6 |

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Notes to Consolidated Financial Statements

F-7 to F-42

a.2. Financial Statement Schedules

Schedule II

S-1

Schedules other than Schedule II have been omitted because they are not applicable.

2

a.3. Management Contracts and/or Compensatory Plans

Management contracts and/or compensatory plans or arrangements have been identified in the Index to Exhibits beginning on page E-1 herein.

b. Exhibits

E-1

Reference is made to the Index of Exhibits beginning on page E-1 herein.

3

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

FOODARAMA SUPERMARKETS, INC.
(Registrant)

/s/ Michael Shapiro

Michael Shapiro
Senior Vice President,
Chief Financial Officer

/s/ Thomas H. Flynn

Thomas H. Flynn
Vice President,
Principal Accounting Officer

Date: April 7, 2006

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name Title Date

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| | | |
|---|--|---------------|
| ----- | ----- | ----- |
| /s/ Joseph J. Saker ----- Joseph J. Saker | Chairman of the Board of Directors | April 7, 2006 |
| /s/ Richard J. Saker ----- Richard J. Saker | Chief Executive Officer, President and Director | April 7, 2006 |
| /s/ Charles S. Parton ----- Charles S. Parton | Director | April 7, 2006 |
| /s/ Albert A. Zager ----- Albert A. Zager | Director | April 7, 2006 |
| /s/ Robert H. Hutchins ----- Robert H. Hutchins | Director | April 7, 2006 |

4

INDEX TO EXHIBITS

3. Articles of Incorporation and By-Laws
- *3.1 Restated Certificate of Incorporation of Registrant filed with the Secretary of State of the State of New Jersey on May 15, 1970.
 - *3.2 Certificate of Merger filed with the Secretary of State of the State of New Jersey on May 15, 1970.
 - *3.3 Certificate of Merger filed with the Secretary of State of the State of New Jersey on March 14, 1977.
 - *3.4 Certificate of Merger filed with the Secretary of State of the State of New Jersey on June 23, 1978.
 - *3.5 Certificate of Amendment to Restated Certificate of Incorporation filed with the Secretary of State of the State of New Jersey on May 12, 1987.
 - **3.6 Certificate of Amendment to Restated Certificate of Incorporation filed with the Secretary of State of the State of New Jersey on February 16, 1993.
 - ***3.7 Amendment to the Certificate of Incorporation of the Registrant dated April 4, 1996.
 - *3.8 By-Laws of Registrant.
 - *3.9 Amendments to By-Laws of Registrant adopted September 14,

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1983.

- 3.10 Amendment to By-Laws of Registrant adopted March 15, 1991 is incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the year ended November 2, 1991 filed with the Securities and Exchange Commission on February 18, 1992.
- 3.11 Certificate of Amendment to the Amended and Restated Certificate of Incorporation filed with the Department of the Treasury of the State of New Jersey on May 14, 2002 is incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the year ended November 2, 2002 filed with the Securities and Exchange Commission on January 30, 2003.
- 3.12 Amended and Restated By-Laws of Registrant adopted April 14, 2004 are incorporated herein by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 21, 2004.
- 3.13 Certificate of Amendment to the Restated Certificate of Incorporation which was filed with the Department of the Treasury of the State of New Jersey on September 19, 2003.

E-1

10. Material Contracts

- 10.1 The Agreement dated September 18, 1987 entered into by Wakefern Food Corporation and the Registrant is incorporated herein by reference to Exhibit A to the Registrant's Form 8-K filed with the Securities and Exchange Commission on November 19, 1987.
- ***10.2 Certificate of Incorporation of Wakefern Food Corporation together with amendments thereto and certificates of merger.
- 10.3 By-Laws of Wakefern Food Corporation, as adopted on April 16, 1981 and amended on July 14, 1983, June 21, 1984, March 19, 1987, August 20, 1987, October 19, 1988, February 16, 1989, March 15, 1990, October 18, 1990, September 29, 1993, May 19, 1994, September 22, 1994 and May 16, 2002, respectively.
- #***10.4 Form of Deferred Compensation Agreement, between the Registrant and certain of its key employees.
- #10.5 Registrant's 1987 Incentive Stock Option Plan is incorporated herein by reference to Exhibit 4 (a) to the Registrant's Form S-8 filed with the Securities and Exchange Commission on May 26, 1989.
- 10.6 Agreement, dated September 20, 1993, between the Registrant, ShopRite of Malverne, Inc. and The Grand Union Company is incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the year ended October 30, 1993, filed with the Securities and Exchange Commission on February 24, 1994.
- 10.7 Revolving Credit and Term Loan Agreement, dated as of February

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15, 1995 between the Registrant and NatWest Bank as agent for a group of banks is incorporated herein by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on July 10, 1995.

- 10.8 Asset Purchase Agreement dated April 20, 1995 and Amendment No. 1 to the Agreement dated May 24, 1995 between the Registrant and Wakefern Food Corporation is incorporated herein by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on July 27, 1995.

E-2

- 10.9 Amendment of Revolving Credit and Term Loan Agreement, dated as of January 25, 1996, between the Registrant and each of the banks which are signatory thereto is incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended January 27, 1996, filed with the Securities and Exchange Commission on March 12, 1996.

****10.10 Agreement, dated as of March 29, 1996, between the Registrant and Wakefern Food Corporation.

****10.11 Amendment of Revolving Credit and Term Loan Agreement, dated as of May 10, 1996, between the Registrant and each of the Banks which are signatory thereto.

10.12 Waiver and Amendment of Revolving Credit and Term Loan Agreement, dated as of July 26, 1996, between the Registrant and each of the Banks which are signatory thereto is incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended July 27, 1996, filed with the Securities and Exchange Commission on September 10, 1996.

10.13 Amended and Restated Revolving Credit and Term Loan Agreement, dated as of May 2, 1997, between the Registrant and the Financial Institution which is signatory thereto is incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended May 3, 1997, filed with the Securities and Exchange Commission on June 16, 1997.

*****10.14 First Amendment to Amended and Restated Revolving Credit and Term Loan Agreement, dated October 28, 1997, between the Registrant and the Financial Institution which is signatory thereto.

*****10.15 Consent and Second Amendment to Amended and Restated Revolving Credit and Term Loan Agreement and other loan documents, dated November 14, 1997, between the Registrant and the Financial Institution which is signatory thereto.

*****10.16 Third Amendment to Amended and Restated Revolving Credit and Term Loan Agreement, dated January 15, 1998, between the Registrant and the Financial Institution which is signatory thereto.

10.17 Amendment to the Amended and Restated Revolving Credit and Term Loan Agreement, dated March 11, 1999, between the Registrant and the Financial Institution which is signatory thereto, is incorporated herein by reference to the

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Registrant's Form 10-Q for the quarterly period ended May 1, 1999, filed with the Securities and Exchange Commission on June 11, 1999.

- 10.18 Second Amended and Restated Revolving Credit and Term Loan Agreement, dated as of January 7, 2000 between the Registrant and each

E-3

of the Financial Institutions which are signatory thereto, is incorporated herein by reference to the Registrant's Form 10-K for the year ended October 30, 1999 filed with the Securities and Exchange Commission on January 27, 2000.

- #10.19 Restatement of Supplemental Executive Retirement Plan, dated as of January 1, 1998, is incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended January 29, 2000, filed with the Securities and Exchange Commission on March 9, 2000.

- #10.20 Registrant's 2001 Stock Incentive Plan is incorporated herein by reference to Appendix B to the Registrant's Proxy Statement filed with the Securities and Exchange Commission on February 26, 2001.

- 10.21 Amendment No. 1 to Second Amended and Restated Revolving Credit and Term Loan Agreement, dated as of May 11, 2001, between the Registrant and each of the Financial Institutions which are signatory thereto is incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended April 28, 2001, filed with the Securities and Exchange Commission on June 8, 2001.

- 10.22 Amendment No. 2 to Second Amended and Restated Revolving Credit and Term Loan Agreement, dated as of August 7, 2001 between the Registrant and each of the Financial Institutions which are signatory thereto is incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended July 28, 2001, filed with the Securities and Exchange Commission on September 10, 2001.

- *****10.23 Letter Amendment to Second Amended and Restated Revolving Credit and Term Loan Agreement, dated as of January 30, 2002 between the Registrant and each of the Financial Institutions which are signatory thereto.

- *****10.24 Letter Amendment to Second Amended and Restated Revolving Credit and Term Loan Agreement, dated as of January 30, 2002 between the Registrant and each of the Financial Institutions which are signatory thereto.

- 10.25 Letter Amendment to Second Amended and Restated Revolving Credit and Term Loan Agreement, dated as of March 29, 2002 between the Registrant and each of the Financial Institutions which are signatory thereto is incorporated herein by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on April 5, 2002.

- 10.26 Third Amended and Restated Revolving Credit and Term Loan

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Agreement, dated as of September 26, 2002 between the Registrant and each of the Financial Institutions which are signatory thereto, is

E-4

incorporated herein by reference to the Registrant's Form 8-K filed with the Securities and Exchange Commission on September 30, 2002.

- 10.27 Amendment No. 1 to Third Amended and Restated Revolving Credit and Term Loan Agreement, dated as of December 17, 2002 between the Registrant and each of the Financial Institutions which are signatory thereto is incorporated herein by reference to the Registrant's Form 10-K for the year ended November 2, 2002, filed with the Securities and Exchange Commission on January 30, 2003.
- 10.28 Consent, Waiver and Amendment No. 2 to Third Amended and Restated Revolving Credit and Term Loan Agreement, dated as of January 21, 2003 between the Registrant and each of the Financial Institutions which are signatory thereto is incorporated herein by reference to the Registrant's Form 10-K for the year ended November 2, 2002, filed with the Securities and Exchange Commission on January 30, 2003.
- 10.29 Amendment No. 3 to Third Amended and Restated Revolving Credit and Term Loan Agreement, dated as of July 16, 2003 between the Registrant and each of the Financial Institutions which are signatory thereto is incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended August 2, 2003, filed with the Securities and Exchange Commission on September 16, 2003.
- 10.30 Amendments No. 2 and 1 to the Foodarama Supermarkets, Inc. 2001 Stock Incentive Plan are incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended August 2, 2003, filed with the Securities and Exchange Commission on September 16, 2003.
- #10.31 Executive Employment Agreement, dated November 2, 2003, by and between the Company and Joseph J. Saker is incorporated herein by reference to the Registrant's Form 10-K for the year ended November 1, 2003, filed with the Securities and Exchange Commission on January 29, 2004.
- #10.32 First Amendment to the Registrant's Supplemental Executive Retirement Plan, effective November 2, 2003 is incorporated herein by reference to the Registrant's Form 10-K for the year ended October 30, 2004, filed with the Securities and Exchange Commission on January 28, 2005.
- 10.33 Amendment No. 4 to the Amended and Restated Revolving Credit and Term Loan Agreement is incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended May 1, 2004, filed with the Securities and Exchange Commission on June 14, 2004.
- 10.34 Amendment No. 5 to the Third Amended and Restated Revolving Credit and Term Loan Agreement, dated as of July 19, 2004,

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between the

E-5

Registrant and each of the Financial Institutions which is a signatory thereto, is incorporated herein by reference to the Registrant's Form 8-K, dated August 24, 2004, filed with the Securities and Exchange Commission on August 30, 2004.

- 10.35 Amendment No. 6 to the Third Amended and Restated Revolving Credit and Term Loan Agreement, dated as of August 24, 2004, between the Registrant and each of the Financial Institutions which is a signatory thereto, is incorporated herein by reference to the Registrant's Form 8-K, dated August 24, 2004, filed with the Securities and Exchange Commission on August 30, 2004.
- 10.36 Amendment No. 7 to the Third Amended and Restated Revolving Credit and Term Loan Agreement, dated as of October 19, 2004, between the Registrant and each of the Financial Institutions which is a signatory thereto, is incorporated herein by reference to the Registrant's Form 8-K, dated October 19, 2004, filed with the Securities and Exchange Commission on October 21, 2004.
- 10.37 Amendment No. 8 to the Third Amended and Restated Revolving Credit and Term Loan Agreement, dated as of October 21, 2004, between the Registrant and each of the Financial Institutions which is a signatory thereto, is incorporated herein by reference to the Registrant's Form 8-K, dated October 21, 2004, filed with the Securities and Exchange Commission on October 25, 2004.
- 10.38 Amendment No. 10 to the Third Amended and Restated Revolving Credit and Term Loan Agreement, dated as of August 22, 2005, between the Registrant and each of the Financial Institutions which is a signatory thereto, is incorporated herein by reference to the Registrant's Form 8-K, dated August 22, 2005, filed with the Securities and Exchange Commission on August 24, 2005.
- 10.39 The Agreement, dated as of August 20, 1987 as amended February 20, 1992, entered into by Wakefern Food Corporation and the Registrant.
- #10.40 Registrant's Supplemental Executive Retirement Plan, restated as of December 31, 2004.
- #10.41 Registrant's Post-2004 Supplemental Executive Retirement Plan.
- 14 Code of Conduct is incorporated herein by reference to the Registrant's Form 10-K for the year ended November 1, 2003, filed with the Securities and Exchange Commission on January 29, 2004.
- 14.1 Code of Conduct.

E-6

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- 21 List of Subsidiaries of Foodarama Supermarkets, Inc.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 31.1 Section 302 Certification of Chief Executive Officer.
- 31.2 Section 302 Certification of Chief Financial Officer.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
- # Indicates a management contract or compensatory plan or arrangement.
- * Each of these Exhibits is incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the year ended October 29, 1988 filed with the Securities and Exchange Commission on February 13, 1989.
- ** Each of these Exhibits is incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the year ended October 31, 1992 filed with the Securities and Exchange Commission on February 19, 1993.
- *** Each of these Exhibits is incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the year ended October 28, 1989 filed with the Securities and Exchange Commission on February 9, 1990.
- **** Incorporated herein by reference to the Registrant's Form 10-Q for the quarterly period ended April 27, 1996, filed with the Securities and Exchange Commission on June 10, 1996.
- ***** Incorporated herein by reference to the Registrant's Form 10-K for the year ended November 1, 1997 filed with the Securities and Exchange Commission on January 29, 1998.