

Edgar Filing: SUPERVALU INC - Form S-8 POS

SUPERVALU INC  
Form S-8 POS  
October 22, 2018

As filed with the Securities and Exchange Commission on October 22, 2018

No. 2-84671

No. 33-50071

No. 333-10151

No. 333-24813

No. 333-61365

No. 333-72851

No. 333-89157

No. 333-32356

No. 333-32354

No. 333-44570

No. 333-100912

No. 333-100913

No. 333-100915

No. 333-100917

No. 333-100919

No. 333-131759

No. 333-134671

No. 333-143859

No. 333-150718

No. 333-158832

No. 333-182757

No. 333-188141

No. 333-191301

No. 333-197760

No. 333-212883

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 2 - 84671  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 33-50071  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-10151  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-24813  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-61365  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-72851  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-89157  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-32356  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-32354  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-44570  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-100912  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-100913  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-100915  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-100917  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-100919  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-131759  
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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-197760  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-212883

UNDER

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THE SECURITIES ACT OF 1933

**SUPERVALU INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**41-0617000**

(I.R.S. employer identification no.)

**c/o United Natural Foods, Inc.  
313 Iron Horse Way,  
Providence, Rhode Island 02908  
Telephone: (401) 528-8634**

(Address, including zip code, and telephone number, including area code, of

registrant's principal executive offices)

**Jill Sutton,  
Chief Legal Officer and Secretary  
SUPERVALU INC.  
c/o United Natural Foods Inc.  
313 Iron Horse Way,  
Providence, Rhode Island 02908  
Telephone: (401) 528-8634**

(Name, address, including zip code, and telephone number, including

area code, of agent for service)

**Super Valu Stores, Inc. 1983 Employees Stock Option Plan**

**SUPERVALU Pre-Tax Savings and Profit Sharing Plan, as amended**

**SUPERVALU INC. 1997 Stock Plan**

**SUPERVALU INC. 1993 Stock Plan**

**Pittsburgh Division Profit Sharing Plan, as amended**

**SUPERVALU/Richfood Stock Incentive Plan**

**Richfood Holdings, Inc. Non-Employee Directors' Stock Option Plan**

**Richfood Holdings, Inc. Savings & Stock Ownership Plan, as amended**

**Richfood of Pennsylvania Investment Opportunity Plan, as amended**

**Metro Food Stores 401(K) Plan for Retail Union Employees, as amended**

**Farm Fresh, Inc. Retirement Savings Plan, as amended**

**SUPERVALU INC. Long-Term Incentive Plan**

**SUPERVALU INC. 2002 Stock Plan**

**Supervalu Retail Employees' 401(K) Plan, as amended**

**Supervalu Wholesale Employees' 401(K) Plan, as amended**

**Albertsons Savings & Retirement Estates**

**Albertson's, Inc. Amended and Restated 1995 Stock-Based Incentive Plan**

**Albertson's, Inc. 1995 Stock Option Plan for Non-Employee Directors**

**Albertson's, Inc. 2004 Equity and Performance Incentive Plan**

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American Stores Company 1997 Stock Plan for Non-Employee Directors

SUPERVALU INC. 2007 Stock Plan

SUPERVALU INC. 2012 Stock Plan (as amended July 20, 2016)

SUPERVALU INC. Directors Deferred Compensation Plan (2009 Statement), as amended

SUPERVALU INC. Inducement Grant Stock Option Agreement

SUPERVALU INC. Inducement Grant Restricted Stock Award Agreement

(Full title of the plans)

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With a copy to:

Laura P. Knoll

Skadden, Arps, Slate, Meagher & Flom LLP  
500 Boylston Street

Boston, Massachusetts 02116  
Telephone: (617) 573-4800

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer      ☒ x  
Non-accelerated filer      ☐ o

Accelerated filer      ☐ o  
Smaller reporting company      ☐ o  
Emerging growth company      ☐ o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐ o

**DEREGISTRATION OF UNSOLD SECURITIES**

These Post-Effective Amendments (these Post-Effective Amendments ) relate to the following Registration Statements of SUPERVALU INC., a Delaware corporation (the Company ), on Form S-8 (collectively, the Registration Statements ).

- Registration No. 2-84671, filed with the U.S. Securities and Exchange Commission (the Commission ) on June 21, 1983, covering an aggregate of 500,000 shares of common stock, \$1.00 par value per share, of Super Valu Stores, Inc. (predecessor in interest to the Company) and which became Common Stock, \$0.01 par value per share, of the Company, issuable under the Super Valu Stores, Inc. 1983 Employees Stock Option Plan;
- Registration No. 33-50071 filed with the Commission on August 24, 1993 covering an aggregate of 4,250,000 shares of Common Stock issuable under the SUPERVALU INC. Long-Term Incentive Plan and SUPERVALU INC. 1993 Stock Plan;
- Registration No. 333-10151, filed with the Commission on August 14, 1996 covering an aggregate of 1,100,000 shares of Common Stock issuable under the SUPERVALU Pre-Tax Savings and Profit Sharing Plan;
- Registration No. 333-24813, filed with the Commission on April 9, 1997 covering an aggregate of 2,000,000 shares of Common Stock issuable under the SUPERVALU INC. 1997 Stock Plan;
- Registration No. 333-61365, filed with the Commission on August 13, 1998 covering an aggregate of 1,300,000 shares of Common Stock Company issuable under the SUPERVALU INC. 1993 Stock Plan;
- Registration No. 333-72851, filed with the Commission on February 24, 1999 covering an aggregate of 120,000 shares of Common Stock issuable under the Supervalu Wholesale Employees 401(K) Plan, as amended (successor by merger to the Wetterau Incorporated Moneybuilder Plan and Trust for Collective Bargaining Employees and the Supervalu Pittsburgh Division Union 401(K) Plan for Local 30 Collective Bargaining Associates), and Supervalu Retail Employees 401(K) Plan, as amended (successor by merger to the Cub Foods Retail Clerks 401(K) Plan and the Supervalu Retail Operations Profit Sharing and Super Saver Plan);
- Registration No. 333-89157, filed with the Commission on October 15, 1999 covering an aggregate of 2,076,684 shares of Common Stock issuable under the SUPERVALU/Richfood Stock Incentive Plan;
- Registration No. 333-32356, filed with the Commission on March 14, 2000 covering an aggregate of 3,000,000 shares of Common Stock issuable under the SUPERVALU INC. 1997 Stock Plan;
- Registration No. 333-32354, filed with the Commission on March 14, 2000 covering an aggregate of 45,000 shares of Common Stock issuable under the Richfood Holdings, Inc. Non-employee Directors Stock Option Plan;
- Registration No. 333-44570, filed with the Commission on August 25, 2000 covering an aggregate of 216,000 shares of Common Stock issuable under the Richfood Holdings, Inc. Savings & Stock Ownership Plan, as amended, Richfood of Pennsylvania Investment Opportunity Plan, as amended, Metro Food Stores 401(K) Plan for Retail Union Employees, as amended, and Farm Fresh, Inc. Retirement Savings Plan, as amended;
- Registration No. 333-100912, filed with the Commission on October 31, 2002 covering an aggregate of 800,000 shares of Common Stock issuable under the SUPERVALU INC. Long-Term Incentive Plan;

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- Registration No. 333-100913, filed with the Commission on October 31, 2002 covering an aggregate of 3,800,000 shares of Common Stock issuable under the SUPERVALU Pre-Tax Savings and Profit Sharing Plan, as amended;
- Registration No. 333-100915, filed with the Commission on October 31, 2002 covering an aggregate of 4,000,000 shares of Common Stock issuable under the SUPERVALU INC. 2002 Stock Plan;
- Registration No. 333-100917, filed with the Commission on October 31, 2002 covering an aggregate of 316,000 shares of Common Stock issuable under the Pittsburgh Division Profit Sharing Plan, as amended, Supervalu Retail Employees 401(K) Plan, as amended and Supervalu Wholesale Employees 401(K) Plan, as amended;
- Registration No. 333-100919, filed with the Commission on October 31, 2002 covering an aggregate of 3,500,000 shares of Common Stock issuable under the SUPERVALU INC. 1997 Stock Plan;
- Registration No. 333-131759, filed with the Commission on February 10, 2006 covering an aggregate of 9,000,000 shares of Common Stock issuable under the SUPERVALU INC. 2002 Stock Plan;

- Registration No. 333-134671, filed with the Commission on June 2, 2006 covering an aggregate of 38,580,641 shares of Common Stock issuable under the Albertsons Savings & Retirement Estates, Albertson's, Inc. Amended and Restated 1995 Stock-Based Incentive Plan, Albertson's, Inc. 1995 Stock Option Plan for Non-Employee Directors, Albertson's, Inc. 2004 Equity and Performance Incentive Plan and American Stores Company 1997 Stock Plan for Non-Employee Directors;
- Registration No. 333-143859, filed with the Commission on June 18, 2007 covering an aggregate of 35,000,000 shares of Common Stock issuable under the SUPERVALU INC. 2007 Stock Plan;
- Registration No. 333-150718, filed with the Commission on May 7, 2008 covering an aggregate of 300,000 shares of Common Stock issuable under the SUPERVALU INC. 1997 Stock Plan;
- Registration No. 333-158832, filed with the Commission on April 28, 2009 covering an aggregate of 3,500,000 options to purchase shares of Common Stock issuable under the SUPERVALU INC. 2007 Stock Plan;
- Registration No. 333-182757, filed with the Commission on July 19, 2012 covering an aggregate of 47,600,000 shares of Common Stock issuable under the SUPERVALU INC. 2012 Stock Plan (as amended July 20, 2016), SUPERVALU INC. Directors' Deferred Compensation Plan (2009 Statement), as amended;
- Registration No. 333-188141, filed with the Commission on April 25, 2013 covering an aggregate of 1,500,000 shares of Common Stock issuable under the SUPERVALU INC. Inducement Grant Stock Option Agreement;
- Registration No. 333-191301, filed with the Commission on September 20, 2013 covering an aggregate of 450,000 shares of Common Stock issuable under the SUPERVALU INC. Inducement Grant Stock Option Agreement and SUPERVALU INC. Inducement Grant Restricted Stock Award Agreement;
- Registration No. 333-197760, filed with the Commission on July 31, 2014 covering an aggregate of 9,303,746 shares of Common Stock issuable under the SUPERVALU INC. 2012 Stock Plan (as amended July 20, 2016); and
- Registration No. 333-212883, filed with the Commission on August 4, 2016 covering an aggregate of 10,000,000 shares of Common Stock issuable under the SUPERVALU INC. 2012 Stock Plan (as amended July 20, 2016).

On October 22, 2018, pursuant to that certain Agreement and Plan of Merger, dated as of July 25, 2018 (as amended October 10, 2018, the Merger Agreement), by and among the Company, SUPERVALU Enterprises, Inc., a Delaware corporation, United Natural Foods, Inc., a Delaware corporation, ( UNFI ), and Jedi Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of UNFI ( Merger Sub ), Merger Sub merged with and into the Company, with the Company surviving as a wholly owned subsidiary of UNFI.

As a result of the transactions contemplated in the Merger Agreement, the Company has terminated all offerings of the Company's securities pursuant to the above-referenced Registration Statements. The Company, by filing these Post-Effective Amendments, hereby terminates the effectiveness of the Registration Statements and removes from registration any and all securities registered but unsold under the Registration Statements as of the date hereof. This filing is made in accordance with an undertaking in Part II of each of the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance that remain unsold at the termination of the offering.





**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act ), the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Providence, State of Rhode Island, on October 22, 2018.\*

**SUPERVALU INC.**

By:	/s/ Jill E. Sutton	
Name:		Jill E. Sutton
Title:		Chief Legal Officer and Secretary

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\* Pursuant to Rule 478 under the Securities Act no other person is required to sign these Post-Effective Amendments No. 1.