

SUPERVALU INC  
Form DEFA14A  
June 22, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

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 §240.14a-12

**SUPERVALU INC.**

(Name of Registrant as Specified In Its Charter)

(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:
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- (1) Amount Previously Paid:
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**Supplement to Definitive Proxy Statement for Annual Meeting of Stockholders**

**To Be Held Wednesday, July 22, 2015**

This proxy statement supplement (the *Proxy Supplement*) updates and amends our definitive proxy statement (the *Proxy Statement*) filed with the Securities and Exchange Commission on June 9, 2015, as supplemented on June 15, 2015, regarding the 2015 Annual Meeting of Stockholders of SUPERVALU INC. to be held on July 22, 2015 at 9:30 a.m., Central Time, at the Company's headquarters, 11840 Valley View Road, Eden Prairie, MN 55344 and on the Internet at [www.proxyvote.com](http://www.proxyvote.com) or [www.virtualshareholdermeeting.com/svu15](http://www.virtualshareholdermeeting.com/svu15) (the *Annual Meeting*).

Except as updated or supplemented by this Proxy Supplement, all information set forth in the Proxy Statement remains unchanged and should be considered in casting your vote by proxy or in person at the Annual Meeting.

The purpose of this Proxy Supplement is to update the Proxy Statement to inform you that Mr. Matthew E. Rubel, one of the members of our Board of Directors who is standing for reelection, has changed his principal employment. Mr. Rubel previously served as a Senior Advisor to TPG Capital. Mr. Rubel resigned his employment at TPG Capital, and effective June 22, 2015 joined Roark Capital Group (Roark), a private equity firm, as Senior Advisor.

Pursuant to our Corporate Governance Principles, Mr. Rubel tendered his resignation to the Board. Upon recommendation of the Corporate Governance and Nominating Committee, the Board concluded, after considering factors relevant to Mr. Rubel's continued service on the Board, not to accept Mr. Rubel's resignation. The Company does not have any relationships with Roark and, accordingly, Mr. Rubel remains an independent director.

*If you have already submitted your proxy, you do not need to take any action unless you wish to change your vote.* This Proxy Supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement.

BY ORDER OF THE BOARD OF DIRECTORS

Karla C. Robertson  
*Executive Vice President, General Counsel and Corporate Secretary*

June 22, 2015

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