

Gross Mark
Form 4
October 24, 2018

FORM 4

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

OMB APPROVAL

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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 *
Gross Mark

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 RD

(Street)

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

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
CEO & President

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

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

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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	10/22/2018		D ⁽¹⁾		6,467	D	
					\$ 32.50		
					<u>(1)</u>		

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (right to buy)	\$ 29.75 ⁽²⁾	10/22/2018		D ⁽²⁾		232,167	⁽²⁾ 02/05/2026	Common Stock	23
Non-Qualified Stock Option (right to buy)	\$ 29.19 ⁽²⁾	10/22/2018		D ⁽²⁾		35,903	⁽²⁾ 04/27/2027	Common Stock	35
Restricted Stock Units	\$ 0 ⁽³⁾	10/22/2018		D ⁽³⁾		18,088	⁽³⁾ ⁽³⁾	Common Stock	18
Performance Shares	\$ 0 ⁽⁴⁾	10/22/2018		D ⁽⁴⁾		194,957	⁽⁴⁾ ⁽⁴⁾	Common Stock	19
Performance Shares	\$ 0 ⁽⁴⁾	10/22/2018		A ⁽⁴⁾		265,146	⁽⁴⁾ ⁽⁴⁾	Common Stock	26
Performance Shares	\$ 0 ⁽⁴⁾	10/22/2018		D ⁽⁴⁾		265,146	⁽⁴⁾ ⁽⁴⁾	Common Stock	26

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gross Mark 11840 VALLEY VIEW RD EDEN PRAIRIE, MN 55344			CEO & President	

Signatures

By: /s/ Stuart McFarland, Attorney in Fact For: Mark Gross
Date: 10/24/2018

**Signature of Reporting Person

Date

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.

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(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.

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