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FOODARAMA SUPERMARKETS, INC.  
Form SC 14D9/A  
July 12, 2006

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

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SCHEDULE 14D-9/A  
Solicitation/Recommendation Statement under Section 14(d) (4)  
of the Securities Exchange Act of 1934

FOODARAMA SUPERMARKETS, INC.  
(Name of Subject Company)

FOODARAMA SUPERMARKETS, INC.  
(Name of Persons Filing Statement)

COMMON STOCK, \$1.00 PAR VALUE  
(Title of Class of Securities)

344820105  
(CUSIP Number of Class of Securities)

Michael Shapiro  
Chief Financial Officer  
Foodarama Supermarkets, Inc.  
922 Highway 33  
Building 6, Suite 1  
Freehold, New Jersey 07728  
(732) 294-2270

(Name, address and telephone numbers of person authorized to receive  
notices and communications on behalf of the persons filing statement)

With Copies To:

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Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer.

Items 1 through 8.

This Amendment No. 1 (this "Amendment") amends and supplements the  
Solicitation/Recommendation Statement on Schedule 14D-9 filed on June 16, 2006  
(the "Schedule 14D-9") by Foodarama Supermarkets, Inc. ("Foodarama"). Except as  
specifically provided herein, this Amendment does not modify any of the  
information reported on the Schedule 14D-9.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and restated as follows:

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(a) (1) (i) Offer to Purchase (incorporated by reference to Exhibit (a) (1) (i) of Schedule TO filed by the Purchaser Group on June 16, 2006)

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(a) (1) (ii) Letter of Transmittal (incorporated by reference to Exhibit (a) (1) (ii) of Schedule TO filed by the Purchaser Group on June 16, 2006)

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(a) (1) (iii) Press Release dated July 12, 2006 (incorporated by reference to Exhibit 99.1 to the Report on Form 8-K filed by Foodarama on July 12, 2006)

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(a) (5) Opinion of William Blair & Company, L.L.C., dated March 2, 2006 (attached as Annex A to Schedule 14D-9 filed on June 16, 2006)

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(e) (1) Foodarama Supermarkets, Inc. 2001 Stock Incentive Plan (incorporated by reference to Appendix B to Foodarama's Proxy Statement filed on February 26, 2001)  
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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FOODARAMA SUPERMARKETS, INC.

/s/ Michael Shapiro  
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Name: Michael Shapiro  
Title: Chief Financial Officer  
Date: July 12, 2006