

Burdick Randy G
Form 4
October 24, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Burdick Randy G

(Last) (First) (Middle)

11840 VALLEY VIEW ROAD

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SUPERVALU INC [SVU]

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)

EVP Chief Information Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D)	Price
							\$
Common Stock	10/22/2018		D ⁽¹⁾		10,851	D	32.50
							⁽¹⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: Burdick Randy G - Form 4

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 45.43 (2)	10/22/2018		D(2)		42,616	(2)	05/07/2023		Common Stock	42,616
Non-Qualified Stock Option (right to buy)	\$ 52.5 (2)	10/22/2018		D(2)		15,810	(2)	05/16/2024		Common Stock	15,810
Non-Qualified Stock Option (right to buy)	\$ 61.53 (2)	10/22/2018		D(2)		9,311	(2)	04/30/2025		Common Stock	9,311
Non-Qualified Stock Option (right to buy)	\$ 39.48 (2)	10/22/2018		D(2)		6,691	(2)	04/28/2026		Common Stock	6,691
Restricted Stock Units	\$ 0 (3)	10/22/2018		D(3)		7,262	(3)	(3)		Common Stock	7,262
Performance Shares	\$ 0 (4)	10/22/2018		D(4)		34,240	(4)	(4)		Common Stock	34,240
Performance Shares	\$ 0 (4)	10/22/2018		A(4)		45,737	(4)	(4)		Common Stock	45,737
Performance Shares	\$ 0 (4)	10/22/2018		D(4)		45,737	(4)	(4)		Common Stock	45,737

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burdick Randy G 11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344			EVP Chief Information Officer	

Signatures

By: /s/ Stuart McFarland, Attorney in Fact For: Randy G.
Burdick

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.

(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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.