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

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

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)

(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)

(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)

(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)

(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)

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

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