

SAFEWAY INC  
Form DEFA14A  
June 19, 2014

**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**

Filed by the Registrant

Filed by a Party other than the Registrant

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 Rule 14a-12

**SAFEWAY 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):

- x 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:
  
  - (2) Aggregate number of securities to which transaction applies:
  
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  
  - (4) Proposed maximum aggregate value of transaction:
  
  - (5) Total fee paid:
- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  
  - (2) Form, Schedule or Registration Statement No.:
  
  - (3) Filing Party:

(4) Date Filed:

**Safeway Inc.**

**To Participants in the**

**Safeway 401(k) Plan**

**The Vons Companies, Inc. Pharmacists 401(k) Plan**

**The Dominick s Finer Foods, LLC 401(k) Retirement Plan for**

**Union Employees**

As a participant (or a beneficiary with an account) in any of the 401(k) plans listed above, you have the right to direct the appropriate 401(k) plan trustee to vote the shares of Safeway Inc. Common Stock held in your 401(k) plan account. The vote will take place at the Annual Meeting of Stockholders of Safeway Inc. to be held on July 25, 2014. For your information, an Annual Report, Proxy Statement and proxy card are enclosed.

To direct the 401(k) plan trustee as to how to vote your Safeway 401(k) plan shares, you may vote by completing and returning the enclosed proxy card, or you may vote by telephone or electronically through the Internet. If you use the proxy card, a postage-paid return envelope is enclosed for your use in returning your completed, signed and dated proxy card.

Your votes are transmitted to the 401(k) plan trustee as your voting directions. The 401(k) plan trustee will hold your 401(k) plan voting directions in confidence and will not divulge or release specific information regarding your instructions to any person, including officers or employees of Safeway or its subsidiaries, except to the extent required by law.

If you also own shares of Safeway Common Stock that are held of record in your name outside a 401(k) plan (such as shares you purchased through the Employee Stock Purchase Plan), your vote will apply to both the shares held in your 401(k) plan account as well as those shares you own outside the 401(k) plan that are held in your name (but not to shares held in street or broker name).

If your completed proxy is not received by **8:59 p.m. Pacific time, July 20, 2014**, the 401(k) plan administrator will direct the 401(k) plan trustee as to how to vote **only** the shares of Safeway Common Stock held in your 401(k) plan account. However, the 401(k) plan trustee will not vote any shares that you own outside the 401(k) plan (such as shares you purchased through the Employee Stock Purchase Plan).