

Smart & Final Stores, Inc.
Form 8-K
September 18, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **September 17, 2015**

SMART & FINAL STORES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36626
(Commission
File Number)

80-0862253
(IRS Employer
Identification No.)

600 Citadel Drive, Commerce, CA
(Address of Principal Executive Offices)

90040
(Zip Code)

Registrant's telephone number, including area code **(323) 869-7500**

N/A

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective September 17, 2015, the Board of Directors (the Board) of Smart & Final Stores, Inc. (the Company) elected Paul N. Hopkins and Kenneth I. Tuchman to the Board as a Class I and Class II director, respectively, with their terms expiring as of the annual meeting of the stockholders of the Company to be held in 2018 and 2016, respectively. Messrs. Hopkins and Tuchman were also appointed to the Audit Committee (the Audit Committee) of the Board, replacing Dennis T. Gies who has resigned from the Audit Committee, and Richard A. Anicetti, who has resigned as a director of the Company, in each case effective as of September 17, 2015. Mr. Hopkins was also appointed to the Compensation Committee of the Board and Mr. Tuchman was also appointed to the Nominating and Corporate Governance Committee of the Board, in each case replacing Mr. Anicetti.

There are no arrangements or understandings between Messrs. Hopkins and Tuchman and any other person pursuant to which they were elected to the Board, and there are no relationships between Messrs. Hopkins and Tuchman and the Company that would require disclosure under Item 404(a) of Regulation S-K of the Securities Exchange Act of 1934, as amended.

In accordance with the Company's director compensation policy, Messrs. Hopkins and Tuchman will each receive (1) a pro-rated annual cash retainer of \$50,000 for his service as a director, (2) \$1,500 for each committee or board meeting attended and (3) a grant of restricted stock under the Company's 2014 Stock Incentive Plan in an amount to be determined.

A copy of the Company's press release announcing the foregoing matters is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit Number | Description |
|----------------|---|
| 99.1 | Press Release, dated September 18, 2015 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SMART & FINAL STORES, INC

Date: September 17, 2015

| | |
|--------|---|
| By: | /s/ Richard N. Phegley |
| Name: | Richard N. Phegley |
| Title: | Senior Vice President and Chief Financial Officer |

Exhibit Index

| Exhibit Number | | Description |
|-----------------------|---|--------------------|
| 99.1 | Press Release, dated September 18, 2015 | |