

Drew Scott R.  
Form 4  
December 21, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Drew Scott R.

2. Issuer Name and Ticker or Trading Symbol  
Smart & Final Stores, Inc. [SFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
600 CITADEL DRIVE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Operations

COMMERCE, CA 90040  
  
(City) (State) (Zip)

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

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 or Price		
common stock, par value \$0.001	12/20/2017		M		36,560 (1)	A	\$ 2.09 141,660 D
common stock, par value \$0.001	12/20/2017		S		36,560 (2) (3)	D	\$ 8.35 105,100 D

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

SEC 1474 (9-02)

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

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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 2.09	12/20/2017		M	36,560	<sup>(4)</sup> 01/27/2018	Common Stock	73,120

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drew Scott R. 600 CITADEL DRIVE COMMERCE, CA 90040			EVP, Operations	

## Signatures

/s/ Leland P. Smith, by power of attorney  
12/21/2017  
\*\*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) These shares were acquired pursuant to exercises of stock options as described in Table II.
- (2) The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 sales plan adopted by Mr. Drew on May 10, 2017.  
These shares are comprised of shares acquired pursuant to exercises of stock options as described in Footnote 1, and were sold in multiple transactions at prices ranging from \$8.20 to \$8.45 per share. The price reported reflects the weighted average price. Mr. Drew undertakes to provide the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3)
- (4) The option was granted on April 6, 2010. A portion of the option was scheduled to vest ratably over four years following the date of grant, and the remainder of the option was scheduled to vest upon achievement by Smart & Final Holdings Corp. of certain performance measures. In connection with the acquisition of Smart & Final Holdings Corp. by Smart & Final Stores, Inc., this option accelerated and vested in accordance with its terms on November 15, 2012.

## Edgar Filing: Drew Scott R. - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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