

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* ARES CORPORATE OPPORTUNITIES FUND III LP (Last) (First) (Middle) 2000 AVENUE OF THE STARS 12TH FLOOR (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Smart & Final Stores, Inc. [SFS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/24/2015	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
common stock, par value \$0.001	04/24/2015		S		898,450 ⁽¹⁾	D	\$18.5	44,218,762 ⁽²⁾	D ⁽²⁾ (3)(4)(5)	

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
[ARES CORPORATE OPPORTUNITIES FUND III LP](#)

 (Last) (First) (Middle)
 2000 AVENUE OF THE STARS
 12TH FLOOR

 (Street)
 LOS ANGELES CA 90067

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
[Ares Corporate Opportunities Fund IV, L.P.](#)

 (Last) (First) (Middle)
 2000 AVENUE OF THE STARS
 12TH FLOOR

 (Street)
 LOS ANGELES CA 90067

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
[ACOF Operating Manager III LLC](#)

 (Last) (First) (Middle)
 2000 AVENUE OF THE STARS
 12TH FLOOR

 (Street)
 LOS ANGELES CA 90067

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
[ACOF Operating Manager IV, LLC](#)

 (Last) (First) (Middle)
 2000 AVENUE OF THE STARS
 12TH FLOOR

 (Street)
 LOS ANGELES CA 90067

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
ARES MANAGEMENT LLC		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Ares Management Holdings L.P.		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Ares Holdings Inc.		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
ARES MANAGEMENT LP		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Ares Management GP LLC		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Ares Partners Holdco LLC		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City)	(State)	(Zip)

Explanation of Responses:

- The amount reported reflects 449,225 shares owned of record by Ares Corporate Opportunities Fund III, L.P. ("ACOF III") and 449,225 shares owned of record by Ares Corporate Opportunities Fund IV, L.P. ("ACOF IV").
- The amount reported reflects 22,109,381 shares owned of record by ACOF III and 22,109,381 shares owned of record by ACOF IV.
- The manager of ACOF III is ACOF Operating Manager III, LLC ("ACOF Operating Manager III"), and the sole member of ACOF Operating Manager III is Ares Management LLC ("Ares Management LLC"). The manager of ACOF IV is ACOF Operating Manager IV, LLC ("ACOF Operating Manager IV"), and the sole member of ACOF Operating Manager IV is Ares Management LLC. (Continued in footnote 4)
- The sole member of Ares Management LLC is Ares Management Holdings L.P. ("Ares Management Holdings") and the general partner of Ares Management Holdings is Ares Holdings Inc. ("Ares Holdings"), whose sole stockholder is Ares Management, L.P. ("Ares Management"). The general partner of Ares Management is Ares Management GP LLC ("Ares Management GP") and the sole member of Ares Management GP is Ares Partners Holdco LLC ("Ares Partners," and together with ACOF III, ACOF IV, ACOF Operating Manager III, ACOF Operating Manager IV, Ares Management LLC, Ares Management Holdings, Ares Holdings, Ares Management, and Ares Management GP, the "Ares Entities"). Ares Partners is managed by a board of managers, which is composed of Michael Arougheti, David Kaplan, John Kissick, Antony Ressler and Bennett Rosenthal. (Continued in footnote 5)
- Decisions by Ares Partners' board of managers generally are made by a majority of the members, which majority, subject to certain conditions, must include Antony Ressler. Each of the Ares Entities (other than each of ACOF III and ACOF IV with respect to the shares held directly by it) and the members of Ares Partners' board of managers and the other directors, officers, partners, stockholders, members and managers of the Ares Entities expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this Form 4 shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

/s/ Michael D. Weiner, by Authorized
Signatory of ACOF Operating
Manager III, LLC, Manager for ARES 04/24/2015
CORPORATE OPPORTUNITIES

FUND III, L.P.
 /s/ Michael D. Weiner, by Authorized
 Signatory of ACOF Operating
 Manager IV, LLC, Manager for ARES 04/24/2015
 CORPORATE OPPORTUNITIES
 FUND IV, L.P.
 /s/ Michael D. Weiner, by Authorized
 Signatory of ACOF OPERATING 04/24/2015
 MANAGER III, LLC
 /s/ Michael D. Weiner, by Authorized
 Signatory of ACOF OPERATING 04/24/2015
 MANAGER IV, LLC
 /s/ Michael D. Weiner, by Authorized
 Signatory of ARES MANAGEMENT 04/24/2015
 LLC
 /s/ Michael D. Weiner, by Authorized
 Signatory of ARES HOLDINGS INC., 04/24/2015
 general partner for ARES
 MANAGEMENT HOLDINGS L.P.
 /s/ Michael D. Weiner, by Authorized 04/24/2015
 Signatory of ARES HOLDINGS INC.
 /s/ Michael D. Weiner, by Authorized
 Signatory of Ares Management GP 04/24/2015
 LLC, general partner for ARES
 MANAGEMENT, L.P.
 /s/ Michael D. Weiner, by Authorized
 Signatory of ARES MANAGEMENT 04/24/2015
 GP LLC
 /s/ Michael D. Weiner, by Authorized
 Signatory of ARES PARTNERS 04/24/2015
 HOLDCO LLC
 ** Signature of Reporting Person Date

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

* 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).

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

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 Number.

Document Format Files

Seq	Description	Document	Type	Size
1		a4.html	4	
1		a4.xml	4	16003
	Complete submission text file	0001104659-15-030159.txt		23035