
**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)

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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - 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:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated September 18, 2015

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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

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Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated September 18, 2015

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Exhibit 99.1



Smart & Final Stores, Inc. Elects Two New Directors

COMMERCE, Calif. (September 18, 2015) — Smart & Final Stores, Inc. (the "Company") (NYSE:SFS) today announced the elections of Paul N. Hopkins and Kenneth I. Tuchman to its board of directors (the "Board"), effective today.

Dave Hirz, President and Chief Executive Officer, commented, "I'm pleased that Paul and Ken are joining our board of directors, adding extensive and diverse strategic expertise that will complement our current Board and support the Smart & Final leadership team. We look forward to their insights and contributions as we continue our strong store growth program."

Mr. Hopkins is the former Chairman of the board of directors of Farmers Group, Inc. and Chief Executive Officer of its Americas operations, including Latin America and shared services operations. Mr. Hopkins served Farmers Group in a wide range of executive leadership roles from 1978 until his retirement in 2011. He is a graduate of Eastern Illinois University and the advanced executive education program of the University of Pennsylvania Wharton School of Business, and holds an honorary doctorate from Pepperdine University's Graziadio School of Business and Management.

Mr. Tuchman is currently Vice Chairman of Bank of Montreal Capital Markets' investment and corporate banking groups, a role he has held since 2010. He has extensive experience in the consumer and retail sectors including previous positions as vice chairman at Bank of America/Merrill Lynch, chairman of global banking Americas at Dresdner Kleinwort, and co-head of global M&A and head of consumer and retail sectors at Lehman Brothers. Mr. Tuchman is a graduate of State University of New York at Buffalo, and holds MBA and J.D. degrees from the University of Pennsylvania. Mr. Tuchman also serves on the board of Gordmans Stores, Inc., a department store chain.

Concurrent with their elections to the Board, Mr. Hopkins was appointed as a member of the Audit Committee and the Compensation Committee of the Board, and Mr. Tuchman was appointed as a member of the Audit Committee and the Nominating and Corporate Governance Committee of the Board. Effective upon these appointments, the previously announced resignation of Richard A. Anicetti

from the Board and each of its committees became effective, and Dennis T. Gies resigned as a member of the Audit Committee. Mr. Gies continues to serve on the Board and as a member of the Compensation Committee.

About Smart & Final

Smart & Final Stores, Inc. (NYSE: SFS), is a value and quality-oriented food and everyday staples retailer that serves household and business customers. The Company is headquartered in Commerce (located in Los Angeles), CA, where it was founded over 140 years ago. As of June 14, 2015, the Company operated 263 grocery and foodservice stores under the “Smart & Final”, “Smart & Final *Extra!*” and “Cash & Carry Smart Foodservice” banners in California, Oregon, Washington, Arizona, Nevada, and Idaho, with an additional 15 stores in northern Mexico operated through a joint venture.

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Forward-Looking Statements

Certain statements contained in this release that are not historical information contain forward-looking statements. The forward-looking statements involve risks and uncertainties and actual results may differ materially from those projected or implied. Further, certain forward-looking statements are based on assumptions of future events which may not prove to be accurate. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “may,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or, in each case, their negative, or other variations or comparable terminology. The Company derives many of its forward-looking statements from its operating budgets and forecasts, which are based upon many detailed assumptions. While the Company believes that its assumptions are reasonable, it is difficult to predict the impact of known factors and, of course, it is impossible to anticipate all factors that could affect actual results. These factors are discussed in the “Risk Factors,” “Special Note Concerning Forward-Looking Statements,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and “Business” sections and elsewhere in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission.

You should keep in mind that any forward-looking statement made by the Company herein, or elsewhere, speaks only as of the date on which made. New risks and uncertainties come up from time to time, and it is impossible for the Company to predict these events or how they may affect it. The Company has no obligation to update any forward-looking statements after the date hereof, except as required by federal securities laws.

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Document Format Files

Seq	Description	Document	Type	Size
1	8-K	a15-19859_18k.htm	8-K	26632
2	EX-99.1	a15-19859_1ex99d1.htm	EX-99.1	11696
3	GRAPHIC	g198591mmi001.jpg	GRAPHIC	2183
	Complete submission text file	0001104659-15-065940.txt		42859