
**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) **January 5, 2017**

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.

Election of Director

Effective January 5, 2017, the Board of Directors (the "Board") of Smart & Final Stores, Inc. (the "Company") elected Elaine Rubin to the Board as a Class II director, with her term expiring as of the annual meeting of the stockholders of the Company to be held in 2019.

There are no arrangements or understandings between Ms. Rubin and any other person pursuant to which she was elected to the Board, and there are no relationships between Ms. Rubin 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, Ms. Rubin will receive (1) a pro-rated annual cash retainer of \$50,000 for her service as a director, (2) \$1,500 for each 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.

Compensatory Arrangements

As previously disclosed, Martin J. Trtek retired from his position as President of Cash & Carry effective January 8, 2017, at which time he ceased to serve as an executive officer of the Company. Following his retirement, Mr. Trtek will remain employed by Cash & Carry as an advisor. In his new role, Mr. Trtek will assist in the transition of his responsibilities and provide advisory services through January 7, 2018. Until his successor is appointed, Mr. Trtek's responsibilities will be assumed by Cash & Carry's senior management team. During the advisory period, Mr. Trtek will receive a weekly salary of approximately \$1,000 and will be eligible to participate in Cash & Carry's non-executive benefit plans.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated January 9, 2017

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SIGNATURES

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: January 9, 2017

By: /s/ Leland P. Smith

Name: Leland P. Smith

Title: Senior Vice President and General Counsel

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Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated January 9, 2017

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Exhibit 99.1

The logo for Smart & Final, featuring the text "Smart & Final" in white on a red rectangular background.

Smart & Final Stores, Inc. Elects New Director

COMMERCE, Calif. (January 9, 2017) — Smart & Final Stores, Inc. (the "Company") (NYSE:SFS), today announced the election of Elaine Rubin to its board of directors (the "Board"), effective January 5, 2017.

Dave Hirz, President and Chief Executive Officer, commented, "With 145 years of history at Smart & Final, it's as important as ever to evolve the ways we listen to and engage with our customers, which is why Elaine Rubin will be an excellent addition to our board of directors. Elaine's extensive board and management experience in ecommerce and digital retail will provide valuable perspectives and insights on our customer-centric business. We're pleased to have her join our Board as Smart & Final continues its growth plan and works to provide innovative offerings to its customers."

Ms. Rubin is the founder and president of Digital Prophets Network, a consulting, advisory and executive placement firm, with a network of more than 150 certified digital and retail commerce experts. Elaine personally has more than 20 years of executive management and advisory experience in projecting, developing and managing ecommerce, digital, marketing, retail and direct-to-consumer businesses, ranging from leadership positions at 1800flowers.com, iVillage.com, amazon.com, and helping brands like Pier1

Imports and elf cosmetics develop their dotcom digital strategies. As a direct-to-consumer business and multichannel marketing pioneer with strategic and operational experience in retail, she is best known in the industry as the founder of Shop.org, the digital division of National Retail Federation (NRF).

Ms. Rubin is actively engaged as a board member of Blue Nile (NILE;NASDAQ), a board member of Moosejaw Mountaineering (a private company dedicated to outdoor fun), an advisor to Hint Inc. (a private company dedicated to healthy beverage consumption), a member of the Shop.org Think Tank, and co-founder of Retreat & Disrupt (an invite only digital leader's summit).

Previously, Ms. Rubin served as founder, chairman and board member of Shop.org, board member and recipient of the Silver Plaque Award for service to NRF, and retail advisory board member for Hilco Global.

About Smart & Final

Smart & Final Stores, Inc. (NYSE: SFS), is a value-oriented food and everyday staples retailer, headquartered in Commerce (near Los Angeles), California. The Company offers quality products in a variety of sizes, saving household, nonprofit and business customers time and money. As of October 9, 2016, the Company operated 304 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 Northwestern Mexico operated through a joint venture. In business for 145 years, the Company remains committed to giving back to local communities through employee volunteer opportunities and Company donations to local nonprofits.

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 special note concerning "Forward-Looking Statements," "Risk Factors," "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	a17-1604_18k.htm	8-K	28023
2	EX-99.1	a17-1604_1ex99d1.htm	EX-99.1	10123
3	GRAPHIC	g16041mmi001.jpg	GRAPHIC	2101
	Complete submission text file	0001104659-17-001530.txt		42561