
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

Smart & Final Stores, Inc.

(Name of Subject Company)

Smart & Final Stores, Inc.

(Name of Persons Filing Statement)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

83190B 101

(CUSIP Number of Class of Securities)

**Leland P. Smith
General Counsel
600 Citadel Drive
Commerce, California 90040
(323) 869-7500**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

With copies to:

**Michael A. Woronoff
Kirkland & Ellis LLP
2029 Century Park East, Suite 1400
Los Angeles, California 90067
(310) 552-4300**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Schedule 14D-9 filing relates solely to preliminary communications made before the commencement of a planned tender offer (the “Offer”) by First Street Merger Sub, Inc., a Delaware corporation (“Purchaser”), a wholly owned subsidiary of First Street Parent, Inc., a Delaware corporation (“Parent”), for all of the outstanding shares of common stock, par value \$0.001 per share (the “Company Shares”), of Smart & Final Stores, Inc., a Delaware corporation (the “Company”), to be commenced pursuant to the Agreement and Plan of Merger, dated as of April 16, 2019, by and among Parent, Purchaser and the Company (the “Merger Agreement”). Purchaser and Parent are beneficially owned by certain equity funds managed by Apollo Management IX, L.P. If successful, the Offer will be followed by a merger of Purchaser with and into the Company, with the Company surviving as a wholly owned subsidiary of Parent (the “Merger”).

- Exhibit A: Form of letter sent to the Company’s vendors on April 16, 2019
- Exhibit B: Form of letter sent to the Company’s associates on April 16, 2019
- Exhibit C: Joint press release issued by the Company and Parent, dated April 16, 2019.

Additional Information and Where to Find It

The tender offer for the outstanding shares of Smart & Final Stores, Inc. referenced in this communication has not yet commenced. This communication is for informational purposes only and is neither a recommendation, an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that the Apollo Funds and their acquisition subsidiary will file with the U.S. Securities and Exchange Commission (the “SEC”) upon commencement of the tender offer. At the time the tender offer is commenced, the Apollo Funds and their acquisition subsidiary will file tender offer materials on Schedule TO, and Smart & Final Stores, Inc. thereafter will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. **THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION. HOLDERS OF SHARES OF SMART & FINAL STORES, INC. ARE URGED TO READ THESE DOCUMENTS CAREFULLY IN THEIR ENTIRETY, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF SMART & FINAL STORES, INC. SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.**

The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Smart & Final Stores, Inc. at no expense to them. The tender offer materials, the Solicitation/Recommendation Statement and other related documents (when available) will be made available for free at the SEC’s web site at www.sec.gov. Investors and securityholders may obtain a free copy of the Solicitation/Recommendation Statement and other related documents (when available) that Smart & Final Stores, Inc. files with the SEC, free of charge, from Smart & Final Stores, Inc. at investors@smartandfinal.com or by directing a request to Investor Relations, at 310.829.5400 or investors@smartandfinal.com.

Forward-Looking Statements

Certain statements in this communication are forward-looking statements, including, without limitation, the statements made concerning the pending acquisition of the Company by Parent and Purchaser. In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “aim,” “potential,” “continue,” “ongoing,” “goal,” “can,” “seek,” “target” or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. These statements reflect the Company’s current views concerning future events, including the planned completion of the Offer and the merger (the “Merger”), and are based on a number of assumptions that could ultimately prove inaccurate. As a general matter, forward-looking statements are those focused upon anticipated events or trends, expectations, and beliefs relating to matters that are not historical in nature. Such forward-looking statements are subject to uncertainties and factors relating to the Company’s operations and business environment, all of which are difficult to predict and many of which are beyond the control of the Company. Among others, the following factors could cause actual results to differ materially from those set forth in the forward-looking statements: (i) uncertainties as to the timing of the Offer and the Merger; (ii) uncertainties as to how many Company stockholders will tender their Company Shares in the Offer; (iii) the possibility that competing offers will be made; (iv) the possibility that various closing conditions for the transaction may not be satisfied or waived; (v) the risk that the Merger Agreement may be terminated in circumstances requiring The Company to pay a termination fee, (vi) risks related to obtaining the requisite consents to the Offer and the Merger, including, without limitation, the risk that a regulatory approval that may be required for the proposed transaction, including under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act) and by the Mexican Federal Economic Competition Commission or the Mexican Federal Institute of Telecommunications (as applicable), is delayed, is not obtained, or is obtained subject to conditions that are not anticipated; (vii) the possibility that the transaction may not be timely completed, if at all; (viii) the risk that, prior to the completion of the transaction, if at all, the Company’s business and its relationships with employees, collaborators, vendors and other business partners could experience significant disruption due to transaction-related uncertainty; (ix) the risk that stockholder litigation in connection with the Offer or the Merger may result in significant costs of defense, indemnification and liability; and (x) the risks and uncertainties pertaining to the Company’s business, including those detailed under “Risk Factors” and elsewhere in the Company’s public periodic filings with the SEC, as well as the tender offer materials to be filed by Purchaser and Parent and the Solicitation/Recommendation Statement to be filed by the Company in connection with the Offer. Other factors that could cause actual results to differ materially include those set forth in the Company’s SEC reports, including, without limitation, the risks described in the Company’s Annual Report on Form 10-K for its fiscal year ended December 30, 2018, which is on file with the SEC. The reader is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement and the Company undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof, except as required by law.

Smart & Final.

Smart & Final Stores, Inc.
600 Citadel Drive, Commerce, CA 90040

Dave Hirz
President and Chief Executive Officer

April 16, 2019

Dear Valued Partner,

We want to communicate an important development regarding Smart & Final Stores, Inc. (“Smart & Final”), and our Smart & Final and Smart Foodservice banner stores.

This afternoon, Smart & Final announced that it has entered into a definitive agreement to be acquired by investment funds managed by Apollo Global Management, LLC (“Apollo”). Under the terms of this agreement, Apollo will offer to acquire all of the common stock of Smart & Final at a price of \$6.50 per share in cash. The transaction, which is expected to close by the third quarter of 2019, is subject to customary closing conditions, including the expiration of the Hart-Scott-Rodino antitrust waiting period and Mexican competition law approval.

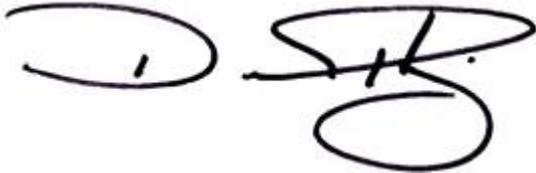
Our relationships with you are very important to our business success. Our strategic plan is focused on continuing to build on our core strengths in value pricing and dynamic merchandising while evolving with the market through targeted investment in digital commerce and infrastructure, and we want to assure you that we do not anticipate any significant changes to the way we do business with you.

Over the past few months, our board of directors conducted a thorough review of strategic options, and unanimously concluded that a sale of the company to Apollo is in the best interest of the company and its key stakeholders, which include our valued vendor community. Some of you may remember that Apollo was the company’s financial partner from 2007 to 2012, during which our store banners saw significant evolution including the creation of the Extra! store format.

We understand that our success over the past almost 150 years has come from commitment to our core values, our differentiated store experience, and our deep connection to partners like you and the communities we serve. If you have any further questions about this transaction, please reach out to your Smart & Final or Smart Foodservice contact, or email questions@smartandfinal.com.

We are firmly committed to the valued partnership we have developed with you, and we want to thank you for your continued support.

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Hirz', with a stylized flourish below the name.

Dave Hirz
President and CEO





Smart & Final Stores, Inc.
600 Citadel Drive, Commerce, CA 90040

Dave Hirz
President and Chief Executive Officer

Additional Information and Where to Find It

The tender offer for the outstanding shares of Smart & Final Stores, Inc. referenced in this communication has not yet commenced. This communication is for informational purposes only and is neither a recommendation, an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that the Apollo Funds and their acquisition subsidiary will file with the U.S. Securities and Exchange Commission (the "SEC") upon commencement of the tender offer. At the time the tender offer is commenced, the Apollo Funds and their acquisition subsidiary will file tender offer materials on Schedule TO, and Smart & Final Stores, Inc. thereafter will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. **THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION. HOLDERS OF SHARES OF SMART & FINAL STORES, INC. ARE URGED TO READ THESE DOCUMENTS CAREFULLY IN THEIR ENTIRETY, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF SMART & FINAL STORES, INC. SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.**

The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Smart & Final Stores, Inc. at no expense to them. The tender offer materials, the Solicitation/Recommendation Statement and other related documents (when available) will be made available for free at the SEC's web site at www.sec.gov. Investors and securityholders may obtain a free copy of the Solicitation/Recommendation Statement and other related documents (when available) that Smart & Final Stores, Inc. files with the SEC, free of charge, from Smart & Final Stores, Inc. at investors@smartandfinal.com or by directing a request to Investor Relations, at 310.829.5400 or investors@smartandfinal.com.

Forward-Looking Statements

Certain statements in this communication are forward-looking statements, including, without limitation, the statements made concerning the pending acquisition of Smart & Final by Parent and Purchaser. In some cases, you can identify forward-looking statements by the following words: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "aim," "potential," "continue," "ongoing," "goal," "can," "seek," "target" or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. These statements reflect Smart & Final's current views concerning future events, including the planned completion of the Offer and the merger (the "Merger"), and are based on a number of assumptions that could ultimately prove inaccurate. As a general matter, forward-looking statements are those focused upon anticipated events or trends, expectations, and beliefs relating to matters that are not historical in nature. Such forward-looking statements are subject to uncertainties and factors relating to Smart & Final's operations and business environment, all of which are difficult to predict and many of which are beyond the control of Smart & Final. Among others, the following factors could cause actual results to differ



Smart & Final.

Smart & Final Stores, Inc.
600 Citadel Drive, Commerce, CA 90040

Dave Hirz
President and Chief Executive Officer

materially from those set forth in the forward-looking statements: (i) uncertainties as to the timing of the Offer and the Merger; (ii) uncertainties as to how many Smart & Final stockholders will tender their shares in the Offer; (iii) the possibility that competing offers will be made; (iv) the possibility that various closing conditions for the transaction may not be satisfied or waived; (v) the risk that the merger agreement may be terminated in circumstances requiring Smart & Final to pay a termination fee, (vi) risks related to obtaining the requisite consents to the Offer and the Merger, including, without limitation, the risk that a regulatory approval that may be required for the proposed transaction, including under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act) and by the Mexican Federal Economic Competition Commission or the Mexican Federal Institute of Telecommunications (as applicable), is delayed, is not obtained, or is obtained subject to conditions that are not anticipated; (vii) the possibility that the transaction may not be timely completed, if at all; (viii) the risk that, prior to the completion of the transaction, if at all, Smart & Final's business and its relationships with employees, collaborators, vendors and other business partners could experience significant disruption due to transaction-related uncertainty; (ix) the risk that stockholder litigation in connection with the Offer or the Merger may result in significant costs of defense, indemnification and liability; and (x) the risks and uncertainties pertaining to Smart & Final's business, including those detailed under "Risk Factors" and elsewhere in Smart & Final's public periodic filings with the SEC, as well as the tender offer materials to be filed by Purchaser and Parent and the Solicitation/Recommendation Statement to be filed by Smart & Final in connection with the Offer. Other factors that could cause actual results to differ materially include those set forth in Smart & Final's SEC reports, including, without limitation, the risks described in Smart & Final's Annual Report on Form 10-K for its fiscal year ended December 30, 2018, which is on file with the SEC. The reader is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement and Smart & Final undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof, except as required by law.

Exhibit B

THE ASSOCIATE EXPRESS

STRATEGIC OBJECTIVE

OPERATIONALIZING OUR CUSTOMER FOCUS

Dear Fellow Associates:

Earlier today, we made a major public announcement. Smart & Final Stores, Inc. ("Smart & Final") has entered into a definitive merger agreement to be acquired by investment funds managed by Apollo Global Management, LLC ("Apollo") in an all-cash transaction valued at approximately \$1.12 billion. The transaction is expected to close by the third quarter of 2019. Under the terms of the agreement, Apollo will offer to purchase all of the shares of Smart & Final common stock at a price of \$6.50 per share in cash, and our Board of Directors has unanimously approved the transaction. Our majority shareholder, Ares Management, L.P. has agreed to sell shares of Smart & Final stock owned by its affiliates in the proposed transaction.

Over the past few months, a committee of our board has explored a variety of alternatives to support our continued business growth in the current competitive industry environment of evolving customer behavior and increasing technology focus. The result of this review process was a determination that partnering with Apollo, in a private company structure, provides a strong path for our continued business evolution.

Since Smart & Final's founding in 1871, and the first Smart Foodservice store in 1955, both of our store banners have achieved success by remaining focused on the long-term health, growth and competitiveness of our business for the benefit of our customers, our associates, and the communities we serve. We are excited by the opportunity to continue this focus with the support of Apollo — who as you may remember was our financial partner from 2007 to 2012.

We know this news may be disruptive, but it is more important than ever to make sure that all of our associates remain focused and committed to executing on our strategic objectives, creating the best shopping experience for our customers, and, just as important, maintaining our strong culture rooted in our core values.

This morning's press release is attached to provide additional background, and we expect that you may have additional questions. We are setting up an email address — questions@smartandfinal.com — that will allow us to respond quickly. Please note that due to confidentiality and other obligations we may be limited in the information that we can provide to you, including any updates on the process. Please direct any media inquiries to press@smartandfinal.com.

We are excited about the opportunity to again partner with Apollo Management, and we thank you for your continuing efforts and support as we continue to evolve our business to meet and exceed our customers' needs.

Sincerely,

A handwritten signature in black ink that reads "DAVE". The letter "D" is large and stylized, with a loop at the top. The letters "A", "V", and "E" are smaller and written in a simple, slightly slanted font.

TEAMWORK | INTEGRITY | ACCOUNTABILITY | RESPECT | GROWTH

Additional Information and Where to Find It

The tender offer for the outstanding shares of Smart & Final Stores, Inc. referenced in this communication has not yet commenced. This communication is for informational purposes only and is neither a recommendation, an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that the Apollo Funds and their acquisition subsidiary will file with the U.S. Securities and Exchange Commission (the “SEC”) upon commencement of the tender offer. At the time the tender offer is commenced, the Apollo Funds and their acquisition subsidiary will file tender offer materials on Schedule TO, and Smart & Final Stores, Inc. thereafter will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION. HOLDERS OF SHARES OF SMART & FINAL STORES, INC. ARE URGED TO READ THESE DOCUMENTS CAREFULLY IN THEIR ENTIRETY, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF SMART & FINAL STORES, INC. SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.

The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Smart & Final Stores, Inc. at no expense to them. The tender offer materials, the Solicitation/Recommendation Statement and other related documents (when available) will be made available for free at the SEC’s web site at www.sec.gov. Investors and securityholders may obtain a free copy of the Solicitation/Recommendation Statement and other related documents (when available) that Smart & Final Stores, Inc. files with the SEC, free of charge, from Smart & Final Stores, Inc. at investors@smartandfinal.com or by directing a request to Investor Relations, at 310.829.5400 or investors@smartandfinal.com.

Forward-Looking Statements

Certain statements in this communication are forward-looking statements, including, without limitation, the statements made concerning the pending acquisition of Smart & Final by Parent and Purchaser. In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “aim,” “potential,” “continue,” “ongoing,” “goal,” “can,” “seek,” “target” or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. These statements reflect Smart & Final’s current views concerning future events, including the planned completion of the Offer and the merger (the “Merger”), and are based on a number of assumptions that could ultimately prove inaccurate. As a general matter, forward-looking statements are those focused upon anticipated events or trends, expectations, and beliefs relating to matters that are not historical in nature. Such forward-looking statements are subject to uncertainties and factors relating to Smart & Final’s operations and business environment, all of which are difficult to predict and many of which are beyond the control of Smart & Final. Among others, the following factors could cause actual results to differ materially from those set forth in the forward-looking statements: (i) uncertainties as to the timing of the Offer and the Merger; (ii) uncertainties as to how many Smart & Final stockholders will tender their shares in the Offer; (iii) the possibility that competing offers will be made; (iv) the possibility that various closing conditions for the transaction may not be satisfied or waived; (v) the risk that the merger agreement may be terminated in circumstances requiring Smart & Final to pay a termination fee, (vi) risks related to obtaining the requisite consents to the Offer and the Merger, including, without limitation, the risk that a regulatory approval that may be required for the proposed transaction, including under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act) and by the Mexican Federal Economic Competition Commission or the Mexican Federal Institute of Telecommunications (as applicable), is delayed, is not obtained, or is obtained subject to conditions that are not anticipated; (vii) the possibility that the transaction may not be timely completed, if at all; (viii) the risk that, prior to the completion of the transaction, if at all, Smart & Final’s business and its relationships with employees, collaborators, vendors and other business partners could experience significant disruption due to transaction-related uncertainty; (ix) the risk that stockholder litigation in connection with the Offer or the Merger may result in significant costs of defense, indemnification and liability; and (x) the risks and uncertainties pertaining to Smart & Final’s business, including those detailed under “Risk Factors” and elsewhere in Smart & Final’s public periodic filings with the SEC, as well as the tender offer materials to be filed by Purchaser and Parent and the Solicitation/Recommendation Statement to be filed by Smart & Final in connection with the Offer. Other factors that could cause actual results to differ materially include those set forth in Smart & Final’s SEC reports, including, without limitation, the risks described in Smart & Final’s Annual Report on Form 10-K for its fiscal year ended December 30, 2018, which is on file with the SEC. The reader is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement and Smart & Final undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof, except as required by law.

Exhibit C

APOLLO

Smart & Final

Smart & Final Agrees to be Acquired by Funds Managed by Affiliates of Apollo Global Management

- *Cash Price of \$6.50 per share Represents Total Valuation of \$1.12 billion*
- *Majority Shareholder Ares Management Supports Transaction*
- *Apollo Funds Look Forward to Dynamic Long-Term Growth, Continuing Smart & Final History Since 1871*

COMMERCE, CA & NEW YORK, NY — April 16, 2019 — Smart & Final Stores, Inc. (NYSE: SFS) (“Smart & Final” or “Company”), a leading value-oriented food and everyday staples retailer, today announced that it has entered into a definitive merger agreement with certain investment funds (“Apollo Funds”) managed by affiliates of Apollo Global Management, LLC (together with its consolidated subsidiaries, “Apollo”) (NYSE: APO), a leading global alternative investment manager, pursuant to which the Apollo Funds will acquire all the outstanding shares of Smart & Final’s common stock for \$6.50 per share in cash.

The purchase price represents a premium of approximately 25% over Smart & Final’s average closing share price over the past 24 trading days since the Company’s earnings announcement on March 13, 2019.

Kenneth Tuchman, Chairman of the Strategic Review Committee of Smart & Final’s Board of Directors who led a strategic review process, commented, “This transaction is the result of diligent analysis and thoughtful strategic deliberations by our board of directors over many months. Our board, with the assistance of independent financial and legal advisors, determined that this transaction, upon closing, will deliver immediate, significant and certain cash value to our stockholders.”

David Hirz, Smart & Final’s Chief Executive Officer, added: “This transaction is a testament to the strength of Smart & Final’s franchise, the quality of our store banners and the talent and expertise of our people. Under the ownership of the Apollo Funds, Smart & Final will benefit from Apollo’s strategic guidance, which will help us accelerate our existing strategy in a dynamic industry environment. We are excited about the future as we embark on a new chapter in our almost 150-year history, with a strategic partner that understands our strengths, culture and customer-centric philosophy. We would like to thank Ares Management for its partnership and support in helping us grow our business to where we are today”

“We are pleased to fully support this transaction and we would like to thank the Smart & Final management team for its strong commitment and execution over the past seven years,” said David Kaplan, Smart & Final’s Chairman of the Board and Co-Founder of Ares Management. “We wish the management team and employees continued success under new ownership.”

Andrew Jhavar, Senior Partner and Head of the Consumer and Retail Group at Apollo said, “We are very excited for our funds to be re-acquiring Smart & Final and expect to leverage Apollo’s deep expertise and history of success in food retail to support the Company as it embarks on its next chapter. The unique differentiation and strong value proposition of both the *Smart & Final* and *Smart Foodservice* banners are evident to us and we welcome the opportunity to augment and enhance the experience for the Company’s household and business customers. We look forward to working with the management team as well as the over 12,000 team members to capitalize on the Company’s position in the marketplace.”

Smart & Final was previously owned by funds managed by affiliates of Apollo from 2007 to 2012 before its sale to Ares Management, L.P. in November 2012.

Additional Transaction Details

The transaction will be completed through an all-cash tender offer. The Smart & Final Board of Directors unanimously recommends that Smart & Final stockholders tender their shares in the offer.

The transaction, which is expected to close by the third quarter of 2019, is conditioned upon satisfaction of the minimum tender condition which requires that shares representing more than 50 percent of the Company's common shares be tendered, the receipt of approval under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Mexican competition law approval, and other customary closing conditions. The Company's major stockholders, affiliates of Ares Management, representing a majority of the outstanding shares have entered into a Tender and Support Agreement committing them to tender their shares into the tender offer. The transaction has fully committed financing in place. Upon completion of the transaction, Smart & Final will be a privately held portfolio company of the Apollo Funds, and Smart & Final's ordinary shares will no longer be listed on the New York Stock Exchange.

Jefferies LLC, Citi Group Global Markets Inc., and Centerview Partners LLC are serving as financial advisors to Smart & Final, and Kirkland & Ellis LLP is serving as its legal advisor. Gibson, Dunn & Crutcher LLP is serving as legal advisor to the Strategic Review Committee of the Smart & Final Board of Directors. Morgan, Lewis & Bockius LLP is acting as legal advisor to the Apollo Funds, and Paul, Weiss, Rifkind, Wharton & Garrison LLP is acting as legal advisor to the Apollo Funds as it relates to the debt financing.

About Smart & Final

Smart & Final is a leading value-oriented food retailer headquartered near Los Angeles in Commerce, California. It operates 257 stores under its Smart & Final banner, which offer quality products in a variety of sizes, saving customers time and money without a membership fee. Its larger format stores, Smart & Final Extra! stores, combine the warehouse store with traditional grocery offerings like farm-fresh produce and natural and organic options, to provide a one-stop shop for all. Smart & Final also operates 67 stores located in the Pacific Northwest and Northern California under its Smart Foodservice banner, which sell foodservice offerings in a "no-frills" warehouse format primarily to business customers such as restaurants, caterers, and a wide range of other foodservice businesses. Founded in 1871, Smart & Final remains committed to giving back to its communities through employee volunteer opportunities and donations to local nonprofits.

About Apollo

Apollo is a leading global alternative investment manager with offices in New York, Los Angeles, San Diego, Houston, Bethesda, London, Frankfurt, Madrid, Luxembourg, Mumbai, Delhi, Singapore, Hong Kong, Shanghai and Tokyo. Apollo had assets under management of approximately \$280 billion as of December 31, 2018 in private equity, credit and real assets funds invested across a core group of nine industries where Apollo has considerable knowledge and resources. For more information about Apollo, please visit www.apollo.com.

Forward Looking Statements

This communication contains forward-looking statements in addition to historical and other information. Words such as "anticipate," "believe," "could," "estimate," "expect," "forecast," "intend," "looking forward," "may," "plan," "potential," "project," "should," "target," "will" and "would," or any variations

of these words, or other words with similar meanings to or that otherwise, are used to identify forward-looking statements although not all forward-looking statements contain these words. All statements that address activities, events, performance or developments that Smart & Final or Apollo intends, expects or believes may occur in the future are forward-looking statements. Forward-looking statements may relate to such matters as the tender offer, its completion and the completion of the related transactions (including the merger), and payment of dividends, as well as Smart & Final's industry, business strategy, goals, projections and expectations concerning Smart & Final's market positions, future operations, future performance, results or condition, margins, profitability, capital expenditures, liquidity and capital resources, interest rates and other financial and operating information and the outcome of contingencies such as legal and administrative proceedings. The following are some of the factors and uncertainties that could cause actual future results, performance, condition and events to differ, including materially, from those expressed in any forward-looking statements: (1) uncertainties as to the timing of the tender offer and the proposed transactions relating to the tender offer; (2) the risk that the proposed transactions, including the tender offer and related merger, may not be completed in a timely manner or at all; (3) uncertainties as to the percentage of Smart & Final's stockholders that will support the proposed transactions and tender their shares in the tender offer; (4) the possibility that competing offers or acquisition proposals for Smart & Final will be made; (5) the possibility that any or all of the various conditions to the consummation of the proposed transactions may not be satisfied or waived, including the failure to receive any required regulatory approvals from any applicable governmental entities including under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act) and by the Mexican Federal Economic Competition Commission or the Mexican Federal Institute of Telecommunications (as applicable) (or any conditions, limitations or restrictions placed on such approvals); (6) the occurrence of any event, change or other circumstance that could give rise to the termination of the agreement and plan of merger (such as the occurrence of a material adverse effect), including in circumstances that would require Smart & Final to pay a termination fee or other expenses; (7) risks regarding the failure to obtain the necessary financing to complete the proposed transactions; (8) risks related to the equity and debt financing and related guarantee arrangements entered into in connection with the proposed transactions; (9) the effect of the announcement or pendency of the proposed transactions on the ability to retain and hire key personnel, to maintain relationships with customers, retailers, suppliers and others with whom business is done, and operating results and business generally; (10) risks related to diverting management's attention from ongoing business operations; (11) the risk that stockholder litigation in connection with the proposed transactions may result in significant costs of defense, indemnification and liability; (12) effects of changes in the general business, political and economic climates; and (13) other factors as set forth from time to time in Smart & Final's filings with the SEC, including its Form 10-K for the fiscal year ended December 31, 2018, subsequent Form 10-Q filings, and other SEC filings. These forward-looking statements reflect Smart & Final's and Apollo's expectations as of the date of this communication. Factors or events that could affect the proposed transactions or cause actual events, results or performance to differ, including materially, may emerge from time to time and are beyond the control of Smart & Final and Apollo, and it is not possible for Smart & Final or Apollo to predict all of them. Accordingly, no assurances can be given as to, among other things, whether the proposed transactions will be completed or if any of the other events anticipated by the forward-looking statements will occur or what impact they will have. The reader is cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements made in this communication speak only as of the date hereof. Neither Smart & Final nor Apollo undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable securities laws.

Additional Information and Where to Find It

The tender offer for the outstanding shares of Smart & Final Stores, Inc. referenced in this press release has not yet commenced. This communication is for informational purposes only and is neither a recommendation, an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that the Apollo Funds and their acquisition subsidiary will file with the U.S. Securities and Exchange Commission (the "SEC") upon commencement of the tender offer. At the time the tender offer is commenced, the Apollo Funds and their acquisition subsidiary will file tender offer materials on Schedule TO, and Smart & Final Stores, Inc. thereafter will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION. HOLDERS OF SHARES OF SMART & FINAL STORES, INC. ARE URGED TO READ THESE DOCUMENTS CAREFULLY IN THEIR ENTIRETY, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF SMART & FINAL STORES, INC. SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES.

The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Smart & Final Stores, Inc. at no expense to them. The tender offer materials, the Solicitation/Recommendation Statement and other related documents (when available) will be made available for free at the SEC's web site at www.sec.gov. Investors and securityholders may obtain a free copy of the Solicitation/Recommendation Statement and other related documents (when available) that Smart & Final Stores, Inc. files with the SEC, free of charge, from Smart & Final Stores, Inc. at investors@smartandfinal.com or by directing a request to Investor Relations, at 310.829.5400 or investors@smartandfinal.com.

For Smart & Final

For investors please contact:

Addo Investor Relations

(310) 829-5400

investors@smartandfinal.com

or

For media enquiries:

Smart & Final

customer.relations@smartandfinal.com

For Apollo Global Management

For investors please contact:

Gary M. Stein

Head of Corporate Communications

Apollo Global Management, LLC
 (212) 822-0467
gstein@apollo.com

Ann Dai
 Investor Relations Manager
 Apollo Global Management, LLC
 (212) 822-0678
adai@apollo.com

For media inquiries please contact:
 Charles Zehren
 Rubenstein Associates, Inc. for Apollo Global Management, LLC
 (212) 843-8590
czehren@rubenstein.com

Document Format Files

Seq	Description	Document	Type	Size
1	SC14D9C	a19-8456_1sc14d9c.htm	SC14D9C	23762
2	EX-99.(A)	a19-8456_1ex99da.htm	EX-99.(A)	18294
3	EX-99.(B)	a19-8456_1ex99db.htm	EX-99.(B)	14626
4	EX-99.(C)	a19-8456_1ex99dc.htm	EX-99.(C)	28512
5	GRAPHIC	g84561moi001.jpg	GRAPHIC	16887
6	GRAPHIC	g84561moi002.jpg	GRAPHIC	1544
7	GRAPHIC	g84561moi003.jpg	GRAPHIC	2265
8	GRAPHIC	g84561mmi001.jpg	GRAPHIC	5983
9	GRAPHIC	g84561mmi002.jpg	GRAPHIC	4212
10	GRAPHIC	g84561mmi003.jpg	GRAPHIC	4234
11	GRAPHIC	g84561mmi004.jpg	GRAPHIC	5982
12	GRAPHIC	g84561mmi005.jpg	GRAPHIC	5983
13	GRAPHIC	g84561mqi001.jpg	GRAPHIC	5552
	Complete submission text file	0001104659-19-021712.txt		160877