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

Schedule TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

(Amendment No. 3)

Smart & Final Stores, Inc.

(Name of Subject Company (Issuer))

First Street Merger Sub, Inc.

(Name of Filing Persons (Offeror)) a wholly owned subsidiary of

First Street Parent, Inc.

(Name of Filing Persons (Parent of Offeror))

Apollo Management IX, L.P.

(Names of Filing Persons (Other Person))

Common Stock, \$0.001 par value

(Title of Class of Securities)

83190B101

(CUSIP Number of Class of Securities)

**First Street Merger Sub, Inc.
c/o Apollo Management IX, L.P.
9 West 57th Street, 43rd Floor
New York, New York 10019
Attention: John J. Suydam
Telephone: (212) 515-3200**

(Name, Address and Telephone Numbers of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

**Howard Kenny
Robert G. Robison
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, New York 10178
Telephone: (212) 309-6000**

CALCULATION OF FILING FEE

Transaction Value*
\$545,218,914.50

Amount of Filing Fee**
\$66,080.53

* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying the offer price of \$6.50 per share of common stock, par value \$0.001 per share (“**Shares**”), of Smart & Final Stores, Inc., a Delaware corporation (“**Smart & Final**”), by 83,879,833 Shares, which is the sum of (1) 76,489,536 Shares issued and outstanding (including all shares entitled to vote in the election of directors of Smart & Final or on the adoption of the Merger Agreement (as defined below)), and (2) 7,390,297 Shares issuable upon the exercise of outstanding options granted under Smart & Final’s 2014 Stock Incentive Plan. The foregoing share figures have been provided by Smart & Final to the Offeror and are as of May 10, 2019, the most recent practicable date.

** The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and Fee Advisory Rate #1 for fiscal year 2019, issued August 24, 2018, is calculated by multiplying the Transaction Valuation by 0.0001212.

x Check the box if any part of the fee is offset as provided by Rule 0-11-(a)-(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$66,080.53	Filing Party:	First Street Merger Sub, Inc.
Form or Registration No.:	Schedule TO-T	Date Filed:	May 14, 2019

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: x

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 3 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO (together with any amendments and supplements hereto, this “**Schedule TO**”) filed by First Street Merger Sub, Inc., a Delaware corporation (the “**Offeror**”), First Street Parent, Inc., a Delaware corporation (“**Parent**”), and Apollo Management IX, L.P., a Delaware limited partnership (“**Management IX**”). The Offeror is a wholly owned subsidiary of Parent. Parent is controlled by equity funds managed by Management IX. This Schedule TO relates to the offer by the Offeror to purchase all of the issued and outstanding Shares at a purchase price of \$6.50 per Share, net to the holders thereof, payable in cash (the “**Offer Price**”), without interest, less any applicable tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 14, 2019 (the “**Offer to Purchase**”), and the related Letter of Transmittal (the “Letter of Transmittal” which, together with the Offer to Purchase, as each may be amended or supplemented from time to time in accordance with the Merger Agreement described below, collectively constitute the “**Offer**”), copies of which are annexed to and filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. All the information set forth in the Offer to Purchase is incorporated herein by reference in response to Items 1 through 9 and Item 11 in this Schedule TO and is supplemented by the information specifically provided in this Schedule TO. The Agreement and Plan of Merger, dated as of April 16, 2019, by and among Smart & Final, Parent and the Offeror (as it may be amended from time to time, the “**Merger Agreement**”), a copy of which is attached as Exhibit (d) hereto, is incorporated herein by reference with respect to Items 4 through 11 of this Schedule TO. Unless otherwise indicated, references to sections in this Schedule TO are references to sections of the Offer to Purchase.

This Amendment is being filed to amend and supplement Items 11 and 12 as reflected below.

Item 11. Additional Information.

The information set forth in the Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by adding the following text thereto:

“At 5:00 p.m., New York City time, on June 17, 2019, the Offer expired and was not extended. The Offeror was advised by Equiniti Trust Company, the depository and paying agent for the Offer, that, as of the expiration time of the Offer, a total of 66,137,575 Shares were validly tendered into and not withdrawn from the Offer, representing approximately 87% of the currently outstanding Shares. In addition, Notices of Guaranteed Delivery have been delivered with respect to 3,451,587 Shares, representing approximately 5% of the outstanding Shares.

The approval of the Merger by the Federal Economic Competition Commission (“COFECE”) under the Mexican Federal Economic Competition Law is required to consummate the Merger. On June 13, 2019, Smart & Final and the ultimate parent entity of Parent received approval of the Merger from COFECE.

The number of Shares tendered into the Offer satisfies the Minimum Condition. All conditions to the Offer having been satisfied, on June 18, 2019 the Offeror accepted for payment, and expects to promptly pay for, all Shares validly tendered into and not withdrawn from the Offer.

As the final step of the acquisition process, the Offeror expects to effect the Merger under Section 251(h) of the DGCL, pursuant to which the Offeror will merge with and into Smart & Final, with Smart & Final surviving as a wholly owned subsidiary of Parent on June 20, 2019. At the Effective Time, each Share issued and outstanding immediately prior to the Effective Time (other than any Excluded Shares and any Shares owned by any stockholders who properly exercised their appraisal rights under Section 262 of the DGCL) will be converted automatically into and thereafter will represent only the right to receive the Merger Consideration, which is a cash amount per Share equal to the Offer Price, without interest and less and applicable withholding tax.

Capitalized terms used but not defined herein have the meanings ascribed thereto in the Offer to Purchase.

The press release announcing the expiration of the Offer and the acceptance of Shares for payment is attached hereto as Exhibit (a)(5)(E).”

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

EXHIBIT INDEX

(a)(5)(E) Text of press release announcing expiration of the Offer and the acceptance of the Shares for payment, dated June 18, 2019.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FIRST STREET MERGER SUB, INC.

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

FIRST STREET PARENT, INC.

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO MANAGEMENT IX, L.P.

BY: AIF IX Management, LLC, its General Partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

Dated: June 18, 2019

FOR IMMEDIATE RELEASE

Funds Managed by Affiliates of Apollo Global Management Announce Successful Tender Offer for Smart & Final Stores, Inc.

NEW YORK, NY —June 18, 2019 — First Street Merger Sub, Inc. (the “Offeror”), an entity controlled by funds (the “Apollo Funds”) managed by affiliates of Apollo Global Management, LLC (NYSE: APO) (together with its consolidated subsidiaries, “Apollo”), a leading global alternative investment manager, today announced the successful completion of the previously commenced cash tender offer by the Offeror to purchase all of the outstanding shares of common stock of Smart & Final Stores, Inc. (NYSE: SFS) (“Smart & Final”).

The tender offer expired at 5:00 p.m., New York City time, on June 17, 2019. A total of 66,137,575 shares of common stock of Smart & Final (excluding 3,451,587 shares tendered by guaranteed delivery), representing approximately 87% of the outstanding Smart & Final shares, were validly tendered into and not validly withdrawn from the tender offer. As of such expiration, all conditions to the tender offer have been satisfied. As a result, all such Smart & Final shares (and any additional shares tendered by guaranteed delivery unless actual delivery does not occur) have been irrevocably accepted by the Offeror for payment, which will be made on June 20, 2019.

Concurrently with payment for the tendered shares on June 20, 2019, Smart & Final will merge with the Offeror. As a result of the tender offer and the merger, Smart & Final will become a privately-held, indirect wholly-owned subsidiary of the Apollo Funds and Smart & Final’s common stock will cease trading on the New York Stock Exchange.

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 \$303 billion as of March 31, 2019 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 Apollo intends, expects or believes may occur in the future are forward-



looking statements. Forward-looking statements may relate to such matters as the completion of the merger. These forward-looking statements reflect 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 Apollo, and it is not possible for 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. Apollo does not undertake 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.

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Document Format Files

Seq	Description	Document	Type	Size
1	SC TO-T/A	a19-11646_1sctota.htm	SC TO-T/A	49418
2	EX-99.(A)(5)(E)	a19-11646_1ex99da5e.htm	EX-99.(A)(5)(E)	10742
	Complete submission text file	0001104659-19-036053.txt		61919