SEC Form 4

FORM 4

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

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* SMITH LELAND (Last) (First) (Middle) C/O SMART & FINAL STORES, INC. 600 CITADEL DRIVE (Street) COMMERCE CA 90040 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Smart & Final Stores, Inc. [SFS] 3. Date of Earliest Transaction (Month/Day/Year) 06/18/2019 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) SVP, Real Estate, GC & Secy. 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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)	06/18/2019		U(1)		29,914	D	$6.5	0	D	
Common stock (par value $0.001)	06/20/2019		D(2)		69,025	D	$6.5	0	D	

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Pursuant to an agreement and plan of merger (the "Merger Agreement") by and among First Street Parent, Inc. a Delaware corporation ("Parent"), First Street Merger Sub, Inc. Delaware corporation and a wholly owned subsidiary of Parent ("Purchaser") and issuer, on June 18, 2019 Purchaser accepted the 29,914 disposed shares that were tendered pursuant to Purchaser's tender offer for all of the outstanding shares of issuer's common stock at a purchase price of $6.50 per share, net to the seller in cash, without interest, subject to any applicable withholding taxes.

2. Pursuant to the Merger Agreement, on June 20, 2019 the 69,025 disposed shares of restricted stock were canceled and converted into the right to receive an amount in cash equal to $6.50 per Company share, net to seller in cash, without interest, subject to any applicable withholding taxes, with 50% of such cash payment payable effective at the time of the merger, and unless otherwise agreed by Mr. Smith and Parent, the remaining 50% of such cash payment payable when such shares of restricted stock would have vested.

/s/ Leland P. Smith 06/20/2019
** 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	4	a4.html	4	
1	4	a4.xml	4	5848
	Complete submission text file	0001104659-19-036673.txt		7350