

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

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

1. Name and Address of Reporting Person* <b>PHEGLEY RICHARD N</b>  (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 <b>Smart &amp; Final Stores, Inc. [ SFS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President, CFO
	3. Date of Earliest Transaction (Month/Day/Year) 06/20/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)	06/20/2019		D <sup>(1)</sup>		788,299	D	\$6.5	0	D	
Common stock (par value \$0.001)	06/20/2019		D <sup>(2)</sup>		105,595	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
Stock option (right to buy)	\$5.27	06/20/2019		D <sup>(3)</sup>			285,570	(3)	02/01/2023	Common stock	285,570	\$1.23	0	D	

Explanation of Responses:

- 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 20, 2019 the 788,299 disposed shares 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.
- Pursuant to the Merger Agreement, on June 20, 2019 the 105,595 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. Phegley and Parent, the remaining 50% of such cash payment payable when such shares of restricted stock would have vested.
- This option was canceled on June 20, 2019 in a merger pursuant to the Merger Agreement in exchange for a cash payment of \$351,251.10, representing the product of (x) the total number of issuer's shares subject to such option immediately prior to the effective time of the merger, multiplied by (y) the excess, if any, of (A) \$6.50 over (B) the exercise price payable per share under such option, subject to any applicable withholding taxes.

/s/ Leland P. Smith, by power of attorney  
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		<a href="#">a4.html</a>	4	
1 4		<a href="#">a4.xml</a>	4	8482
	Complete submission text file	<a href="#">0001104659-19-036675.txt</a>		9855