

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <a href="#">ARES CORPORATE OPPORTUNITIES FUND III LP</a>	2. Issuer Name and Ticker or Trading Symbol <a href="#">Smart &amp; Final Stores, Inc. [ SFS ]</a>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/18/2019	
(Last) (First) (Middle) 2000 AVENUE OF THE STARS	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) LOS ANGELES CA 90067		
(City) (State) (Zip)		

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 <sup>(1)</sup>		44,218,762	D	\$6.5	0	D <sup>(2)(3)</sup>	

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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <a href="#">ARES CORPORATE OPPORTUNITIES FUND III LP</a>
(Last) (First) (Middle) 2000 AVENUE OF THE STARS
(Street) LOS ANGELES CA 90067
(City) (State) (Zip)
1. Name and Address of Reporting Person* <a href="#">Ares Management GP LLC</a>
(Last) (First) (Middle) 2000 AVENUE OF THE STARS
(Street) LOS ANGELES CA 90067
(City) (State) (Zip)
1. Name and Address of Reporting Person* <a href="#">Ares Partners Holdco LLC</a>
(Last) (First) (Middle) 2000 AVENUE OF THE STARS
(Street) LOS ANGELES CA 90067
(City) (State) (Zip)

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 shares of issuer's common stock 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. The manager of ACOF III is ACOF Operating Manager III, LLC ("ACOF Operating Manager III"), and the sole member of ACOF Operating Manager III is Ares Management LLC ("Ares Management LLC"). The manager of ACOF IV is ACOF Operating Manager IV, LLC ("ACOF Operating Manager IV"), and the sole member of ACOF Operating Manager IV is Ares Management LLC. The sole member of Ares Management LLC is Ares Management Holdings L.P. ("Ares Management Holdings") and the general partner of Ares Management Holdings is Ares Holdco LLC ("Ares Holdco"). The sole member of Ares Holdco is Ares Holdings Inc. ("Ares Holdings"), whose sole stockholder is Ares Management Corporation ("Ares Management"). (Continued in footnote 3)

3. Ares Management GP LLC ("Ares Management GP") is the sole holder of the Class B common stock, \$0.01 par value per share, of Ares Management ("Class B Common Stock") and Ares Voting LLC ("Ares Voting") is the sole holder of the Class C common stock, \$0.01 par value per share, of Ares Management ("Class C Common Stock"). The sole member of both Ares Management GP and Ares Voting is Ares Partners Holdco LLC ("Ares Partners"). Ares Partners is managed by a board of managers, which is composed of Michael Arougheti, Ryan Berry, R. Kipp deVeer, David Kaplan, Michael McFerran, Antony Ressler and Bennett Rosenthal (collectively, the "Board Members"). Mr. Ressler generally has veto authority over decisions by the Board Members.

**Remarks:**

This Form 4 is the second of two Forms 4 being filed relating to the same event. The Form 4 has been split into two filings because there are more than ten Reporting Persons in total, and the SEC's filing system will not accept CIK and CCC codes from more than ten joint filers of a report. Thus, in total, there are 12 joint filers: ACOF III, ACOF IV, ACOF Operating Manager III, ACOF Operating Manager IV, Ares Management LLC, Ares Management Holdings, Ares Holdco, Ares Holdings, Ares Management, Ares Voting, Ares Management GP and Ares Partners.

ARES CORPORATE  
OPPORTUNITIES FUND III, L.P. By:  
ACOF OPERATING MANAGER III, 06/20/2019  
LLC Its: Manager /s/ Naseem Sagati  
Aghili By: Naseem Sagati Aghili Its:  
Authorized Signatory  
ARES MANAGEMENT GP LLC /s/  
Naseem Sagati Aghili By: Naseem 06/20/2019  
Sagati Aghili Its: Authorized Signatory  
ARES PARTNERS HOLDCO LLC /s/  
Naseem Sagati Aghili By: Naseem 06/20/2019  
Sagati Aghili Its: Authorized Signatory  
\*\* 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	8322
	Complete submission text file	<a href="#">0001104659-19-036743.txt</a>		11159