

SUPERVALU INC  
Form 8-K  
May 20, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 16, 2014**

**SUPERVALU INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-5418**  
(Commission  
File Number)

**41-0617000**  
(IRS Employer  
Identification No.)

**7075 Flying Cloud Drive**  
**Eden Prairie, Minnesota**  
(Address of principal executive offices)

**55344**  
(Zip Code)

Registrant's telephone number, including area code: **(952) 828-4000**

**N/A**

(Former name or former address, if changed since last report)

## Edgar Filing: SUPERVALU INC - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On May 16, 2014, SUPERVALU INC. (the Company) approved a one-time incentive opportunity for Sam Duncan, the Company's President and Chief Executive Officer, in the amount of \$500,000 in recognition of the significant continued effort, focus and dedication necessary for the successful execution of the Company's continued turnaround in fiscal 2015. The award is in the form of cash-settled restricted stock units granted under the Company's 2012 Stock Plan and will vest in full at the end of fiscal 2015.

The form of Restricted Stock Unit Award Agreement relating to this award is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein. The foregoing description of the restricted stock units is qualified in its entirety by reference to the full text of the Agreement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1	SUPERVALU INC. 2012 Stock Plan Form of Restricted Stock Unit Award Agreement (Cash-Settled)*

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\*Indicates management contracts, compensatory plans or arrangements required to be filed pursuant to Item 601(b)(10)(iii)(A) of Regulation S-K.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 20, 2014

SUPERVALU INC.

By: */s/ Karla C. Robertson*

Karla C. Robertson  
Executive Vice President, General Counsel and  
Corporate Secretary  
(Authorized Officer of Registrant)

**EXHIBIT INDEX**

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