

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC 14D9/A

FOODARAMA SUPERMARKETS, INC.
Form SC 14D9/A
July 12, 2006

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

SCHEDULE 14D-9/A
Solicitation/Recommendation Statement under Section 14(d) (4)
of the Securities Exchange Act of 1934

FOODARAMA SUPERMARKETS, INC.
(Name of Subject Company)

FOODARAMA SUPERMARKETS, INC.
(Name of Persons Filing Statement)

COMMON STOCK, \$1.00 PAR VALUE
(Title of Class of Securities)

344820105
(CUSIP Number of Class of Securities)

Michael Shapiro
Chief Financial Officer
Foodarama Supermarkets, Inc.
922 Highway 33
Building 6, Suite 1
Freehold, New Jersey 07728
(732) 294-2270

(Name, address and telephone numbers of person authorized to receive
notices and communications on behalf of the persons filing statement)

With Copies To:

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

Items 1 through 8.

This Amendment No. 1 (this "Amendment") amends and supplements the
Solicitation/Recommendation Statement on Schedule 14D-9 filed on June 16, 2006
(the "Schedule 14D-9") by Foodarama Supermarkets, Inc. ("Foodarama"). Except as
specifically provided herein, this Amendment does not modify any of the
information reported on the Schedule 14D-9.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and restated as follows:

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- (a) (1) (i) Offer to Purchase (incorporated by reference to Exhibit (a) (1) (i) of Schedule TO filed by the Purchaser Group on June 16, 2006)
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- (a) (1) (ii) Letter of Transmittal (incorporated by reference to Exhibit (a) (1) (ii) of Schedule TO filed by the Purchaser Group on June 16, 2006)
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- (a) (1) (iii) Press Release dated July 12, 2006 (incorporated by reference to Exhibit 99.1 to the Report on Form 8-K filed by Foodarama on July 12, 2006)
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- (a) (5) Opinion of William Blair & Company, L.L.C., dated March 2, 2006 (attached as Annex A to Schedule 14D-9 filed on June 16, 2006)
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- (e) (1) Foodarama Supermarkets, Inc. 2001 Stock Incentive Plan (incorporated by reference to Appendix B to Foodarama's Proxy Statement filed on February 26, 2001)
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SIGNATURE

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.

FOODARAMA SUPERMARKETS, INC.

/s/ Michael Shapiro

Name: Michael Shapiro
Title: Chief Financial Officer
Date: July 12, 2006