

SMART & FINAL INC/DE  
Form 8-K  
May 20, 2004

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

Washington D.C. 20549

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**FORM 8-K**

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**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 19, 2004**

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**SMART & FINAL INC.**

**(Exact name of Registrant as specified in its charter)**

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**Delaware**  
**(State of Incorporation)**

**001-10811**  
**(Commission File Number)**

**95-4079584**  
**(I.R.S. Employer**

**Identification No.)**

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600 Citadel Drive

City of Commerce, California  
(Address of principal executive offices)

90040  
(Zip Code)

Registrant's telephone number, including area code: (323) 869-7500

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**Item 5. Other Events and Required FD Disclosure.**

On May 19, 2004, Smart & Final Inc. issued a News Release announcing the completion of its CEO succession, the appointment of one new director to its Board of Directors, the re-election of four members of its Board of Directors, and the amendment and restatement of the company's certificate of incorporation and bylaws to provide for the annual election of all directors beginning in 2005.

**SIGNATURES**

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

SMART & FINAL INC.

Date: May 19, 2004

By:

/s/ Richard N. Phegley

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Richard N. Phegley  
*Senior Vice President and  
Chief Financial Officer*

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99	News Release of Smart & Final Inc. dated May 19, 2004