

SPARTAN STORES INC  
Form 425  
July 22, 2013

Filed by Spartan Stores, Inc.

pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: Spartan Stores, Inc.

Commission File No.: 000-31127

Date: July 22, 2013

#### **EXPLANATORY NOTE**

Spartan Stores, Inc. issued the following communications to its associates and certain customers on July 22, 2013.

July 22, 2013

Dear Yes Rewards Customer,

Family Fare's parent company Spartan Stores announced today its plan to merge with Nash Finch, another Midwest grocery wholesale distributor and retailer. This is an exciting combination bringing together two highly complementary companies with industry leading distribution services and strong retail banners which we believe will provide significant long term benefits to our customers and associates.

While details are still being finalized, we can tell you that you will experience no changes in your local Family Fare, and you will continue to receive all of the great promotions offered through the yes Rewards Program, including weekly specials, as well as our pharmacy services and fuel rewards. Our name will remain Family Fare; and we will continue to provide all of the private and national brands you shop for every day.

There will not be any store associate changes with this merger, so you will find your favorite meat cutter, cake decorator or cashier at your local Family Fare. We will continue to be committed to delivering excellent customer service and outstanding quality.

We appreciate your business and loyalty. Rest assured it is the desire of these two companies to only make your Family Fare even better for many years to come.

Sincerely,

Dennis Eidson

President and Chief Executive Officer

Spartan Stores

#### ***Important Information for Investors***

Communications in this letter do not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The issuance of Spartan Stores common stock in connection with the proposed Merger will be submitted to Spartan Stores shareholders for their consideration, and the proposed Merger will be submitted to Nash-Finch's stockholders for their consideration. In connection therewith, Spartan Stores will file a registration statement on Form S-4 with the SEC that will include a joint proxy statement to be used by Spartan Stores and Nash-Finch to solicit the required approval of their shareholders in connection with the proposed Merger and that will also constitute a prospectus of Spartan Stores. Spartan Stores and Nash-Finch

may also file other documents with the SEC concerning the proposed Merger. INVESTORS AND SECURITY HOLDERS OF SPARTAN STORES ARE URGED TO READ THE JOINT PROXY STATEMENT AND PROSPECTUS REGARDING THE PROPOSED MERGER AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. Investors and security holders may obtain a free copy of the joint proxy statement and prospectus and other documents containing important information about Spartan Stores and Nash-Finch, once such documents are filed with the SEC, through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by Spartan Stores will be available free of charge on Spartan Stores' website at [www.spartanstores.com](http://www.spartanstores.com) under the tab Investor Relations. Copies of the documents filed with the SEC by Nash-Finch will be available free of charge on Nash-Finch's website at [www.nashfinch.com](http://www.nashfinch.com).

Spartan Stores, Nash-Finch and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Spartan Stores and the shareholders of Nash-Finch in connection with the proposed Merger. Information about the directors and executive officers of Spartan Stores is set forth in its proxy statement for its 2013 annual meeting of shareholders, which was filed with the SEC on June 14, 2013. Information about the directors and executive officers of Nash-Finch is set forth in its proxy statement for its 2013 annual meeting of stockholders, which was filed with the SEC on March 11, 2013. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement and prospectus and other relevant materials to be filed with the SEC when they become available.

#### ***Cautionary Statement Regarding Forward-Looking Statements***

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934. These include statements regarding the effects of the proposed Merger and statements preceded by, followed by or that otherwise include the words expects, believes, will, could, opportunity, or similar expressions. Forward-looking statements relating to expectations about future results or events are based upon information available to Spartan Stores and Nash-Finch as of today's date and are not guarantees of the future performance of Spartan Stores, Nash-Finch or the combined company, and actual results may vary materially from the results and expectations discussed. There is no assurance that the parties will complete the proposed Merger. The Merger Agreement may be terminated if the companies do not receive the necessary approval of Spartan Stores' shareholders or Nash-Finch's stockholders or government approvals or if either Spartan Stores or Nash-Finch fails to satisfy all conditions to closing stated in the Merger Agreement. Additional risks and uncertainties related to the proposed Merger include, but are not limited to, the successful integration of Spartan Stores' and Nash-Finch's businesses and the combined company's ability to compete in the highly competitive retail grocery and food distribution industries. Spartan Stores cautions that the foregoing list of risks and uncertainties is not exclusive. Additional information concerning these and other risks is contained in Spartan Stores' and Nash-Finch's most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K and other SEC filings. Spartan Stores undertakes no obligation to publicly update any of these forward-looking statements to reflect events or circumstances that may arise after the date of this Current Report.