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FOODARAMA SUPERMARKETS, INC.

Form 8-K/A

March 27, 2006

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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 2, 2006

FOODARAMA SUPERMARKETS, INC.
(Exact name of registrant as specified in its charter)

New Jersey	1-5745-1	21-0717108
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

Building 6, Suite 1
922 Highway 33
Freehold, New Jersey 07728
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (732) 462-4700

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

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))

INTRODUCTORY NOTE

On March 6, 2006, Foodarama Supermarkets, Inc. (the "Company") filed a Form 8-K with the Securities and Exchange Commission announcing that it had entered into a Tender Offer and Support Agreement, dated March 2, 2006, with Saker Holdings Corp. (the "Tender Offer and Support Agreement"). The Tender Offer and Support Agreement was attached thereto as Exhibit 99.2. The Company is filing this amendment to Form 8-K in order to (i) correct certain typographical errors contained in the Tender Offer and Support Agreement and (ii) report the

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entry into the Tender Offer and Support Agreement under Item 1.01 - Entry into Material Definitive Agreement."

Item 1.01 Entry into Material Definitive Agreement

The Company issued a press release on March 3, 2006 announcing that it has entered into a definitive agreement with respect to the going private transaction previously proposed by Saker Holdings Corp. Under the terms of the definitive agreement, Saker Holdings Corp. has agreed to make a cash tender offer for the Company's outstanding common stock at a price of \$53 per share. A copy of the press release which describes the material terms of the agreement is attached as Exhibit 99.1 hereto and incorporated by reference herein, and a copy of the Tender Offer and Support Agreement between the Company and Saker Holdings Corp. is attached hereto as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits

Exhibit No. -----	Description -----
99.1	Press Release dated March 2, 2006 (incorporated by reference to Exhibit 99.1 to the Form 8-K filed by the Company with the Securities and Exchange Commission on March 6, 2006).
99.2	Tender Offer and Support Agreement between Saker Holdings Corp. and Foodarama Supermarkets, Inc. dated as of March 2, 2006.

SIGNATURES

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

FOODARAMA SUPERMARKETS, INC.

(Registrant)

By: /s/ Michael Shapiro

Michael Shapiro
Senior Vice President and
Chief Financial Officer

Date: March 27, 2006

EXHIBIT INDEX

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Corp. and Foodarama Supermarkets, Inc. dated as of March 2, 2006.