

UNITED NATURAL FOODS INC  
Form 8-K  
October 06, 2017

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

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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): October 6, 2017

UNITED NATURAL FOODS, INC.  
(Exact Name of Registrant as Specified in its Charter)

|  |                          |   |
|--|--------------------------|---|
| Delaware                                       | 000-21531                | 05-0376157                                    |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S.<br>Employer<br>Identification<br>No.) |

313 Iron Horse Way, Providence, RI 02908  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (401) 528-8634  
N/A  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 8.01 Other Events.

On October 6, 2017, United Natural Foods, Inc., a Delaware corporation (the “Company”), issued a press release announcing that its Board of Directors had authorized a share repurchase program for up to \$200.0 million of the Company’s outstanding common stock. The repurchase program is scheduled to expire upon the Company’s repurchase of shares of the Company’s common stock having an aggregate purchase price of \$200.0 million. Repurchases will be made in accordance with applicable securities laws from time to time in the open market, through privately negotiated transactions, or otherwise. The Company may also implement all or part of the repurchase program pursuant to a plan or plans meeting the conditions of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press Release of United Natural Foods, Inc. dated October 6, 2017

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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.

UNITED NATURAL FOODS, INC.

By: /s/ Joseph J. Traficanti

Name: Joseph J. Traficanti

Title: Senior Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary

Date: October 6, 2017

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EXHIBIT INDEX

Exhibit No. Description

|      |  |
|------|--|
| 99.1 | <u>Press</u><br><u>Release</u><br><u>of</u><br><u>United</u><br><u>Natural</u><br><u>Foods,</u><br><u>Inc.</u><br><u>dated</u><br><u>October</u><br><u>6, 2017</u> |
|------|--|