

SUPERVALU INC  
Form S-8  
October 31, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 31, 2002

Registration No.

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

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**SUPERVALU INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

41-0617000  
(I.R.S. Employer Identification No.)

11840 Valley View Road  
Eden Prairie, Minnesota  
(Address of Principal Executive Offices)

55344  
(Zip Code)

**SUPERVALU PRE-TAX SAVINGS AND PROFIT SHARING PLAN, AS AMENDED**  
(Full title of the plan)

Warren E. Simpson  
Senior Corporate Counsel and Assistant Secretary  
SUPERVALU INC.  
11840 Valley View Road  
Eden Prairie, Minnesota 55344  
(Name and address of agent for service)

(952) 828-4000  
(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

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<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock (\$1.00 par value)	3,800,000 shares	\$16.775	\$63,745,000	\$5,865

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- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans named herein.
  - (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h)(1) and (c), based upon the average of the high and low prices of the registrant's Common Stock as reported on the Consolidated Transaction Reporting System of the New York Stock Exchange on October 25, 2002.
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**SUPERVALU PRE-TAX SAVINGS AND PROFIT SHARING PLAN**

The contents of the registration statement on Form S-8 bearing registration number 333-10151 are incorporated herein by reference.



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Signature	Title	Date
<u>/s/ RICHARD L. KNOWLTON*</u> Richard L. Knowlton	Director	
<u>/s/ CHARLES M. LILLIS*</u> Charles M. Lillis	Director	
<u>/s/ HARRIET PERLMUTTER*</u> Harriet Perlmutter	Director	
<u>/s/ STEVEN S. ROGERS*</u> Steven S. Rogers*	Director	

\* Executed this 31st day of October, 2002, on behalf of the indicated Directors by Warren E. Simpson, duly appointed Attorney-in-Fact.

By: /s/ WARREN E. SIMPSON  
Warren E. Simpson  
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plans) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Eden Prairie, State of Minnesota, on October 31, 2002.

SUPERVALU PRE-TAX SAVINGS AND PROFIT SHARING PLAN, AS AMENDED

By: SUPERVALU INC.,  
the Plan Administrator

By: /s/ RONALD C. TORTELLI  
Ronald C. Tortelli  
Senior Vice President, Human Resources

**INDEX TO EXHIBITS**

<u>Exhibit No.</u>		<u>Page No.</u>
4.1	Restated Certificate of Incorporation of SUPERVALU INC. (Incorporated by reference to Exhibit (3)(1) to SUPERVALU's Quarterly Report on Form 10-Q for the period ended June 15, 2002)	
4.2	Restated Bylaws of SUPERVALU INC. (Incorporated by reference to Exhibit (3) to SUPERVALU's Quarterly Report for the quarterly period (12 weeks) ended September 12, 1998)	
5	Opinion and consent of Warren E. Simpson, Esq.	i
23.1	Consent of KPMG LLP	ii
23.2	Consent of Warren E. Simpson, Esq. (Included in Exhibit 5)	
24	Powers of Attorney	iii-iv