

SUPERVALU INC
Form 8-K
April 25, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
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): April 25, 2017

SUPERVALU INC.

(Exact name of registrant as specified in its charter)

Delaware 1-5418 41-0617000

(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

11840 Valley View Road 55344
Eden Prairie, Minnesota
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (952) 828-4000

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))
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Item 2.02 Results of Operations and Financial Condition.

Earnings Release

On April 25, 2017, SUPERVALU INC. (the “Company”) issued a News Release announcing its financial results for the quarter (12 weeks) and fiscal year (52 weeks) ended February 25, 2017. A copy of the News Release issued by the Company in connection with this Item 2.02 is attached as Exhibit 99.1 and is incorporated by reference herein.

Outlook for Fiscal 2018

On the fiscal 2017 fourth quarter conference call associated with the News Release, the Company will provide an outlook for the fiscal year ending February 24, 2018, including Adjusted EBITDA.

The Company defines Adjusted EBITDA as Net (loss) earnings from continuing operations, plus Interest expense, net and Income tax (benefit) provision, less Net earnings attributable to noncontrolling interests calculated in accordance with generally accepted accounting principles (“GAAP”), plus non-GAAP adjustments for Depreciation and amortization, LIFO charge (credit), certain employee-related costs and pension-related charges (including severance costs, pension settlement charges, multiemployer pension withdrawal charges, accelerated stock-based compensation charges and other items), certain non-cash asset impairment and other charges (including asset write-offs, store closures and market exits), certain gains and losses on the sale of property, goodwill and intangible asset impairment charges, costs related to the separation of businesses, legal settlement charges and gains, contract breakage costs and certain other non-cash charges or items, as determined by management. These items are omitted either because they are non-cash items or are items that are not considered in our supplemental assessment of our on-going business performance. Certain of these adjustments are considered in similar supplemental analyses by other companies, such as Depreciation and amortization, LIFO charge (credit) and certain other adjustments. Adjusted EBITDA is less disposed to variances in actual performance resulting from depreciation, amortization and other non-cash charges and credits, and more reflective of other factors that affect the Company’s underlying operating performance. There are significant limitations to using Adjusted EBITDA as a financial measure including, but not limited to, it not reflecting cash expenditures for capital assets or contractual commitments, changes in working capital, income taxes and debt service expenses that are recurring in the Company’s results of operations.

The following table reconciles the Company’s outlook for full year fiscal 2018 Adjusted EBITDA to Net earnings from continuing operations, the most comparable GAAP measure. This outlook does not include any results from the Company’s announced agreement to acquire Unified Grocers, Inc. Additional adjustments not related to our on-going business performance may also arise during fiscal 2018.

RECONCILIATION OF PROJECTED NET EARNINGS FROM
CONTINUING OPERATIONS TO PROJECTED ADJUSTED EBITDA

(In millions)	For the Fiscal Year Ended February 24, 2018 (52 weeks)	
	Projected Low End Amount	Projected High End Amount
Results of operations, as projected		
Net earnings from continuing operations	\$80	\$ 93
Income tax provision	45	52
Equity in earnings of unconsolidated affiliates	(4)	(4)
Interest expense, net	111	111
Total operating earnings	\$232	\$ 252
Add Equity in earnings of unconsolidated affiliates	4	4
Less net earnings attributable to noncontrolling interests	(4)	(4)

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Depreciation and amortization	202	202
LIFO charge	6	6
Adjusted EBITDA	\$440	\$ 460

Management is providing an outlook for fiscal 2018 Adjusted EBITDA, which is a non-GAAP financial measure, because management believes Adjusted EBITDA is an important measure of business performance that provide investors with useful supplemental information. The Company utilizes non-GAAP measures to analyze underlying core business trends to understand operating performance and as a compensation performance measure.

The information in this Item 2.02 and in Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, regardless of any general incorporation language in such filing.

Forward-Looking Statements

Except for the historical and factual information contained herein, the matters set forth in this report and related conference call, particularly those pertaining to SUPERVALU’s expectations, guidance or future operating results, and other statements identified by words such as “estimates,” “expects,” “projects,” “plans,” “intends,” “outlook” and similar expressions are forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including competition, ability to execute operations and initiatives, ability to realize benefits from acquisitions and dispositions, ability to grow sales, reliance on wholesale customers’ performance, failure to perform services, wind down of the Company’s relationships with Albertson’s LLC and New Albertson’s, Inc., ability to maintain or increase margins or identical store sales, restrictive covenants from indebtedness, labor relations issues, escalating costs of providing employee benefits, intrusions to and disruption of information technology systems, changes in military business, adequacy of insurance, asset impairment charges, fluctuations in our common stock price, impact of economic conditions, commodity pricing, severe weather, disruption to supply chain and distribution network, governmental regulation, food and drug safety issues, legal proceedings, pharmacy reimbursement and health care financing, intellectual property protection and other risk factors relating to our business or industry as detailed from time to time in SUPERVALU’s reports filed with the SEC. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this report. Unless legally required, SUPERVALU undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number Description

99.1 News Release of SUPERVALU INC., dated April 25, 2017

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.

Dated: April 25, 2017

SUPERVALU INC.

By: /s/ Bruce H. Besanko

Bruce H. Besanko
Executive Vice President, Chief
Operating Officer and
Chief Financial Officer
(Authorized Officer of Registrant)

EXHIBIT INDEX

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