SPARTAN STORES INC
Form 424B3
October 15, 2013
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-190730

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The boards of directors of each of Spartan Stores, Inc. (referred to as Spartan Stores) and Nash-Finch Company (referred to as Nash-Finch) have unanimously approved a business combination (referred to as the merger). Spartan Stores and Nash-Finch entered into an Agreement and Plan of Merger, dated as of July 21, 2013 (referred to as the merger agreement). Under the terms of the merger agreement, a wholly owned subsidiary of Spartan Stores will merge with and into Nash-Finch, with Nash-Finch surviving as a wholly owned subsidiary of Spartan Stores.

Upon completion of the merger, Nash-Finch stockholders will receive 1.20 shares of Spartan Stores common stock for each share of Nash-Finch common stock that they own (referred to as the exchange ratio). The exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger. Based on the closing price of Spartan Stores common stock on the Nasdaq Stock Market (referred to as Nasdaq) on July 19, 2013, the last trading day before public announcement of the merger, the 1.20 exchange ratio represented approximately $25.44 in value for each share of Nash-Finch common stock. Spartan Stores shareholders will continue to own their existing Spartan Stores shares. Spartan Stores common stock and Nash-Finch common stock are currently traded on Nasdaq under the symbols SPTN and NAFC, respectively. We urge you to obtain current market quotations of Spartan Stores and Nash-Finch common stock.

We intend for the merger to qualify as a reorganization for U.S. federal income tax purposes. Accordingly, Nash-Finch stockholders are not expected to recognize any gain or loss for U.S. federal income tax purposes upon the exchange of shares of Nash-Finch common stock for shares of Spartan Stores common stock pursuant to the merger, except with respect to cash received in lieu of fractional shares of Spartan Stores common stock.

Based on the estimated number of shares of Spartan Stores and Nash-Finch common stock that will be outstanding immediately prior to the closing of the merger, we estimate that, upon the closing, former Spartan Stores shareholders will own approximately 57.7% of the combined company following the merger and former Nash-Finch stockholders will own approximately 42.3% of the combined company following the merger.

Spartan Stores and Nash-Finch will each hold special meetings of their respective shareholders in connection with the proposed merger. At the Spartan Stores special meeting, Spartan Stores shareholders will be asked to vote on the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger and on the proposal to approve and adopt an amendment to Spartan Stores restated articles of incorporation to increase the number of authorized shares of Spartan Stores common stock. At the Nash-Finch special meeting, Nash-Finch stockholders will be asked to vote on the proposal to approve the merger agreement.

We cannot complete the merger unless the Spartan Stores shareholders approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger and the Nash-Finch stockholders approve the merger agreement, in each case as described above. Your vote is very important, regardless of the number of shares that you own. Whether or not you expect to attend your special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the Spartan Stores or Nash-Finch special meeting, as applicable.

The Spartan Stores board of directors unanimously recommends that the Spartan Stores shareholders vote FOR the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, FOR the proposal to approve an amendment to Spartan Stores restated articles of incorporation and FOR the proposal to approve the adjournment of the Spartan Stores special meeting, if necessary or appropriate, to permit further solicitation of proxies. The Nash-Finch board of directors unanimously recommends that the Nash-Finch stockholders vote FOR the proposal to approve the merger agreement, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise relates to the proposed transactions and FOR the proposal to approve the adjournment of the Nash-Finch special meeting, if necessary or appropriate, to permit further solicitation of proxies.

The obligations of Spartan Stores and Nash-Finch to complete the merger are subject to the satisfaction or waiver of several conditions. The accompanying joint proxy statement/prospectus contains detailed information about Spartan Stores, Nash-Finch, the special meetings, the merger agreement and the merger. You should read this joint proxy statement/prospectus carefully and in its entirety before voting, including the section entitled Risk Factors beginning on page 26.

We look forward to the successful combination of Spartan Stores and Nash-Finch.

Sincerely,

Dennis Eidson	Alec C. Covington
President and Chief Executive Officer	President and Chief Executive Officer
Spartan Stores, Inc.	Nash-Finch Company

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated October 15, 2013 and is first being mailed to Spartan Stores shareholders and Nash-Finch stockholders on or about October 17, 2013.

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Spartan Stores, Inc.

850 76th Street, S.W.

P.O. Box 8700

Grand Rapids, Michigan 49518-8700

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On November 18, 2013

To the Shareholders of Spartan Stores, Inc.:

We are pleased to invite you to attend the special meeting of shareholders of Spartan Stores, Inc., a Michigan corporation (referred to as Spartan Stores), which will be held at the offices of Warner Norcross & Judd LLP, 111 Lyon Street NW, Grand Rapids, MI 49503, on Monday, November 18, 2013 at 10:00 a.m., local time, for the following purposes:

- to vote on a proposal to approve the issuance of shares of Spartan Stores common stock, no par value per share, to stockholders of Nash-Finch Company (referred to as Nash-Finch) in connection with the merger contemplated by the Agreement and Plan of Merger, dated July 21, 2013, by and among Spartan Stores, Nash-Finch and SS Delaware, Inc., a wholly owned subsidiary of Spartan Stores, as it may be amended from time to time (referred to as the merger agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice is a part;

- to vote on a proposal to approve an amendment to Spartan Stores restated articles of incorporation to increase the number of authorized shares of common stock from 50 million to 100 million, a copy of which amendment is included as Annex B to the joint proxy statement/prospectus of which this notice is a part; and

- to vote on a proposal to approve the adjournment of the Spartan Stores special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Spartan Stores will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the Spartan Stores special meeting.

The Spartan Stores board of directors has fixed the close of business on October 15, 2013 as the record date for the Spartan Stores special meeting. Only Spartan Stores shareholders of record at that time are entitled to receive notice of, and to vote at, the Spartan Stores special meeting or any adjournment or postponement thereof.

Completion of the merger is conditioned on approval of the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, but it is not conditioned on approval of the proposed amendment to Spartan Stores restated articles of incorporation. Approval of the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger requires the approval of a majority of the votes cast at the Spartan Stores special meeting, assuming a quorum. Approval of the proposed amendment to Spartan Stores restated articles of incorporation requires the affirmative vote of the holders of a majority of the shares of Spartan Stores common stock outstanding and entitled to vote at the special meeting. Approval of the adjournment of the Spartan Stores special meeting to a later date or dates, if necessary or appropriate, to permit further solicitation of proxies requires the approval of a majority of the votes cast at the Spartan Stores special meeting.

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The Spartan Stores board of directors has unanimously approved the merger and the merger agreement and unanimously recommends that Spartan Stores shareholders vote FOR the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, FOR the proposal to approve the amendment to Spartan Stores restated articles of incorporation and FOR the proposal to approve the adjournment of the Spartan Stores special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Your vote is very important. Whether or not you expect to attend the Spartan Stores special meeting in person, to ensure your representation at the Spartan Stores special meeting, we urge you to submit a proxy to vote your shares as promptly as possible by (i) visiting the internet site listed on the Spartan Stores proxy card, (ii) calling the toll-free number listed on the Spartan Stores proxy card or (iii) submitting your Spartan Stores proxy card by mail by using the provided self-addressed, stamped envelope. Submitting a proxy will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any eligible holder of Spartan Stores stock who is present at the Spartan Stores special meeting may vote in person, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the Spartan Stores special meeting in the manner described in the accompanying document. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by the bank, broker or other nominee.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement and the other matters to be considered at the Spartan Stores special meeting. We urge you to carefully read this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Spartan Stores common stock, please contact Spartan Stores proxy solicitor:

Eagle Rock Proxy Advisors, LLC

12 Commerce Drive

Cranford, New Jersey 07016

Toll-free: (877) 705-6168

Email: spartanstores@eaglerockproxy.com

www.eaglerockproxy.com

By Order of the Spartan Stores Board of Directors,

Alex J. DeYonker

Executive Vice President, General Counsel and Secretary

Grand Rapids, Michigan

October 15, 2013

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Nash-Finch Company

7600 France Avenue South

Edina, MN 55435

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS To Be Held On November 18, 2013

To the Stockholders of Nash-Finch Company:

We are pleased to invite you to attend the special meeting of stockholders of Nash-Finch Company, a Delaware corporation (referred to as Nash-Finch), which will be held at the Westin Edina Galleria, Room: Cahill B, 3201 Galleria, Edina, MN 55435, on Monday, November 18, 2013, at 9:00 a.m., local time, for the following purposes:

to vote on a proposal to adopt the Agreement and Plan of Merger, dated as of July 21, 2013, by and among Nash-Finch, Spartan Stores, Inc., a Michigan corporation (referred to as Spartan Stores), and SS Delaware, Inc., a Delaware corporation and a wholly owned subsidiary of Spartan Stores, as it may be amended from time to time (referred to as the merger agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice is a part;

to consider and cast an advisory (non-binding) vote on the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions; and

to vote on a proposal to approve the adjournment of the Nash-Finch special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Nash-Finch will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the Nash-Finch special meeting.

The Nash-Finch board of directors has fixed the close of business on October 2, 2013 as the record date for the Nash-Finch special meeting. Only Nash-Finch stockholders of record at that time are entitled to receive notice of, and to vote at, the Nash-Finch special meeting or any adjournment or postponement thereof. A complete list of such stockholders will be available for inspection by any Nash-Finch stockholder for any purpose germane to the special meeting during ordinary business hours for the ten days preceding the Nash-Finch special meeting at Nash-Finch s offices at 7600 France Avenue South, Edina, MN 55435. The eligible Nash-Finch stockholder list will also be available at the Nash-Finch special meeting for examination by any stockholder present at such meeting.

Completion of the merger is conditioned on approval and adoption of the merger agreement by the Nash-Finch stockholders, which requires the approval of a majority of the issued and outstanding shares of Nash-Finch common stock entitled to vote at the Nash-Finch special meeting.

The Nash-Finch board of directors has unanimously approved the merger and the merger agreement and unanimously recommends that Nash-Finch stockholders vote FOR the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, FOR the approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to

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Nash-Finch s named executive officers that is based on or otherwise relates to the proposed transactions and FOR the proposal to approve the adjournment of the Nash-Finch special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Your vote is very important, regardless of the number of shares that you own. Whether or not you expect to attend the Nash-Finch special meeting in person, to ensure your representation at the Nash-Finch special meeting, we urge you to submit a proxy to vote your shares as promptly as possible by (i) accessing the internet site listed on the Nash-Finch proxy card, (ii) calling the toll-free number listed on the Nash-Finch proxy card or (iii) submitting your Nash-Finch proxy card by mail by using the provided self-addressed, stamped envelope. Submitting a proxy will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any eligible holder of Nash-Finch stock who is present at the Nash-Finch special meeting may vote in person, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the Nash-Finch special meeting in the manner described in the accompanying document. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by such bank, broker or other nominee.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement and the other matters to be considered at the Nash-Finch special meeting. We urge you to carefully read the joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes in their entirety. If you have any questions concerning the merger or the joint proxy statement/prospectus, would like additional copies or need help voting your shares of Nash-Finch common stock, please contact Nash-Finch s proxy solicitor:

Morrow & Co., LLC

470 West Avenue

Stamford, CT 06902

203-658-9400

Toll-free: 800-662-5200

www.morrowco.com

info@morrowco.com

By Order of the Nash-Finch Board of Directors,

Kathleen M. Mahoney

Executive Vice President, General Counsel and Secretary

Edina, Minnesota

October 15, 2013

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Spartan Stores and Nash-Finch from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

If you are a Spartan Stores shareholder:	**If you are a Nash-Finch stockholder:**
Eagle Rock Proxy Advisors, LLC 12 Commerce Drive Cranford, New Jersey 07016	Morrow & Co., LLC 470 West Avenue Stamford, CT 06902
Toll-free: (877) 705-6168 www.eaglerockproxy.com spartanstores@eaglerockproxy.com	203-658-9400 Toll-free: 800-662-5200 www.morrowco.com info@morrowco.com

Investors may also consult Spartan Stores or Nash-Finch s website for more information about Spartan Stores or Nash-Finch, respectively. Spartan Stores website is www.spartanstores.com. Nash-Finch s website is www.nashfinch.com. Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

If you would like to request any documents, please do so by November 8, 2013 in order to receive them before the special meetings.

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see Where You Can Find More Information beginning on page 160.

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ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission (referred to as the SEC) by Spartan Stores, constitutes a prospectus of Spartan Stores under Section 5 of the Securities Act of 1933, as amended (referred to as the Securities Act), with respect to the shares of Spartan Stores common stock to be issued to Nash-Finch stockholders in connection with the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both Spartan Stores and Nash-Finch under Section 14(a) of the Securities Exchange Act of 1934, as amended (referred to as the Exchange Act). It also constitutes a notice of meeting with respect to the special meeting of Spartan Stores shareholders and a notice of meeting with respect to the special meeting of Nash-Finch stockholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated October 15, 2013. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to Spartan Stores shareholders or Nash-Finch stockholders nor the issuance by Spartan Stores of shares of common stock pursuant to the merger will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding Spartan Stores has been provided by Spartan Stores and information contained in this joint proxy statement/prospectus regarding Nash-Finch has been provided by Nash-Finch.

All references in this joint proxy statement/prospectus to Spartan Stores refer to Spartan Stores, Inc., a Michigan corporation; all references in this joint proxy statement/prospectus to Merger Sub refer to SS Delaware, Inc., a Delaware corporation and wholly owned subsidiary of Spartan Stores formed for the sole purpose of effecting the merger; all references in this joint proxy statement/prospectus to Nash-Finch refer to Nash-Finch Company, a Delaware corporation; unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to we, our and us refer to Spartan Stores and Nash-Finch collectively, unless otherwise indicated or as the context requires; and all references to the merger or merger agreement refer to the Agreement and Plan of Merger, dated as of July 21, 2013, by and among Spartan Stores, Inc., SS Delaware, Inc. and Nash-Finch Company, a copy of which is included as Annex A to this joint proxy statement/prospectus. Spartan Stores and Nash-Finch, subject to and following completion of the merger, are sometimes referred to in this joint proxy statement/prospectus as the combined company.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a Spartan Stores shareholder or a Nash-Finch stockholder, may have regarding the merger and the other matters being considered at the special meetings and the answers to those questions. Spartan Stores and Nash-Finch urge you to carefully read the remainder of this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes in their entirety because the information in this section does not provide all of the information that might be important to you with respect to the merger and the other matters being considered at the special meetings.

Q: Why am I receiving this joint proxy statement/prospectus?

A: Spartan Stores and Nash-Finch have agreed to a business combination pursuant to the terms of the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A. In order to complete the merger, among other things, Spartan Stores shareholders must approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, and Nash-Finch stockholders must approve the merger agreement. In addition, while not a condition to the closing of the transactions contemplated by the merger agreement, Spartan Stores shareholders will vote on a proposal to approve an amendment to Spartan Stores restated articles of incorporation to increase the number of authorized of shares of capital stock of Spartan Stores.

Spartan Stores and Nash-Finch will hold separate special meetings of their stockholders to obtain these approvals. This joint proxy statement/prospectus, including its Annexes, contains and incorporates by reference important information about Spartan Stores and Nash-Finch, the merger and the stockholder meetings of Spartan Stores and Nash-Finch. You should read all of the available information carefully and in its entirety.

Q: What will I receive in the merger?

A: Spartan Stores shareholders: Whether or not the merger is completed, Spartan Stores shareholders will retain the Spartan Stores common stock that they currently own. They will not receive any merger consideration, and they will not receive any additional shares of Spartan Stores common stock in the merger.

Nash-Finch stockholders: If the merger is completed, Nash-Finch stockholders will receive 1.20 shares of Spartan Stores common stock for each share of Nash-Finch common stock that they hold at the effective time of the merger. Nash-Finch stockholders will not receive any fractional shares of Spartan Stores common stock in the merger. Instead, Spartan Stores will pay cash in lieu of any fractional shares of Spartan Stores common stock that a Nash-Finch stockholder would otherwise have been entitled to receive. Nash-Finch stockholders will also be entitled to any dividends declared and paid by Spartan Stores with a record date after the effective time of the merger after they have surrendered their certificates representing Nash-Finch common stock.

Q: What is the value of the merger consideration?

A: Because Spartan Stores will issue 1.20 shares of Spartan Stores common stock in exchange for each share of Nash-Finch common stock, the value of the merger consideration that Nash-Finch stockholders receive will depend on the price per share of Spartan Stores common stock at the effective time of the merger. That price will not be known at the time of the special meetings and may be less than the current price or the price at the time of the special meetings. We urge you to obtain current market quotations of Spartan Stores common stock and Nash-Finch common stock. See Risk Factors.

Q: When and where will the special meetings be held?

A: Spartan Stores shareholders: The special meeting of Spartan Stores shareholders will be held at the offices of Warner Norcross & Judd LLP, 111 Lyon Street NW, Grand Rapids, MI 49503, on Monday, November 18, 2013, at 10:00 a.m. local time.

Nash-Finch stockholders: The special meeting of Nash-Finch stockholders will be held at the Westin Edina Galleria, Room: Cahill B, 3201 Galleria, Edina, MN 55435, on Monday, November 18, 2013, at 9:00 a.m. local time.

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Q: Who is entitled to vote at the special meetings?

A: Spartan Stores shareholders: The record date for the Spartan Stores special meeting is October 15, 2013. Only record holders of shares of Spartan Stores common stock at the close of business on such date are entitled to notice of, and to vote at, the Spartan Stores special meeting or any adjournment or postponement thereof.

Nash-Finch stockholders: The record date for the Nash-Finch special meeting is October 2, 2013. Only record holders of shares of Nash-Finch common stock at the close of business on such date are entitled to notice of, and to vote at, the Nash-Finch special meeting or any adjournment or postponement thereof.

Q: What constitutes a quorum at the special meetings?

A: Spartan Stores shareholders: Shareholders who hold shares representing at least a majority of the shares entitled to vote at the Spartan Stores special meeting must be present in person or represented by proxy to constitute a quorum. All shares of Spartan Stores common stock represented at the Spartan Stores special meeting, including shares that are represented but that vote to abstain, will be treated as present for purposes of determining the presence or absence of a quorum. Broker non-votes will not be treated as present for purposes of determining the presence or absence of a quorum.

No business may be transacted at the Spartan Stores special meeting unless a quorum is present. If a quorum is not present, or if fewer shares are voted in favor of the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger than is required, if necessary or appropriate to allow additional time for obtaining additional proxies, the special meeting may be adjourned if the approval of a majority of the votes cast at the special meeting is obtained. No notice of an adjourned meeting need be given unless:

- the adjournment is for more than 30 days; or
- if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

At any adjourned meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the adjourned meeting.

Nash-Finch stockholders: Stockholders who hold shares representing at least a majority of the voting power of all issued and outstanding shares of capital stock entitled to vote at the Nash-Finch special meeting must be present in person or represented by proxy to constitute a quorum. All shares of Nash-Finch common stock represented at the Nash-Finch special meeting, either person or by proxy, including shares that are represented but that vote to abstain, will be treated as present for purposes of determining the presence or absence of a quorum. Broker non-votes will have no effect on determining the presence or absence of a quorum at the Nash-Finch special meeting.

No business may be transacted at the Nash-Finch special meeting unless a quorum is present. If a quorum is not present, the special meeting may be adjourned to allow additional time for obtaining additional proxies if the approval to adjourn the meeting of at least a majority of the stockholders present or represented by proxy is obtained. No notice of an adjourned meeting need be given unless:

- the adjournment is for more than 30 days, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting; or
- a new record date for determination of stockholders entitled to vote is fixed for the adjourned meeting, in which case the board of directors shall fix as the record date for determining stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote at the adjourned meeting, and shall give notice of the adjourned meeting to each stockholder of record as of such record date.

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At any adjourned meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the adjourned meeting.

Q: How do I vote if I am a stockholder of record?

A: Spartan Stores shareholders: If you were a record holder of Spartan Stores stock at the close of business on the record date for the Spartan Stores special meeting, you may vote in person by attending the Spartan Stores special meeting or, to ensure that your shares are represented at the Spartan Stores special meeting, you may authorize a proxy to vote by:

- visiting the internet site listed on the Spartan Stores proxy card and following the instructions provided on that site anytime up to 1:00 a.m. Eastern time, on November 18, 2013;
- calling the toll-free number listed on the Spartan Stores proxy card and following the instructions provided in the recorded message anytime up to 1:00 a.m. Eastern time, on November 18, 2013; or
- submitting your Spartan Stores proxy card by mail by using the provided self-addressed, stamped envelope.

If you hold shares of Spartan Stores common stock in street name through a stock brokerage account or through a bank or other nominee, please follow the voting instructions provided by your broker, bank or other nominee to ensure that your shares are represented at the Spartan Stores special meeting.

Nash-Finch stockholders. If you were a record holder of Nash-Finch stock at the close of business on the record date for the Nash-Finch special meeting, you may vote in person by attending the Nash-Finch special meeting or, to ensure that your shares are represented at the Nash-Finch special meeting, you may authorize a proxy to vote by:

- visiting the internet site listed on the Nash-Finch proxy card and following the instructions provided on that site anytime up to 11:59 p.m. Eastern time, on November 17, 2013;
- calling the toll-free number listed on the Nash-Finch proxy card and following the instructions provided in the recorded message anytime up to 11:59 p.m. Eastern time, on November 17, 2013; or
- submitting your Nash-Finch proxy card by mail by using the provided self-addressed, stamped envelope.

If you hold shares of Nash-Finch common stock in street name through a stock brokerage account or through a bank or other nominee, please follow the voting instructions provided by your broker, bank or other nominee to ensure that your shares are represented at the Nash-Finch special meeting.

Q: How many votes do I have?

A: Spartan Stores shareholders: With respect to each proposal to be presented at the Spartan Stores special meeting, holders of Spartan Stores common stock are entitled to one vote for each share of Spartan Stores common stock owned at the close of business on the Spartan Stores record date. At the close of business on the Spartan Stores record date, there were 21,874,509 shares of Spartan Stores common stock outstanding and entitled to vote at the Spartan Stores special meeting.

Nash-Finch stockholders: With respect to each proposal to be presented at the Nash-Finch special meeting, holders of Nash-Finch common stock are entitled to one vote for each share of Nash-Finch common stock owned at the close of business on the Nash-Finch record date. At the close of business on the Nash-Finch record date, there were 12,315,543 shares of Nash-Finch common stock outstanding and entitled to vote at the Nash-Finch special meeting.

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Q: What vote is required to approve each proposal?

A: Spartan Stores shareholders: The approval of the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger requires the approval of a majority of the votes cast at the Spartan Stores special meeting, assuming a quorum. Failures to vote, broker non-votes and abstentions will have no effect on the vote for this proposal.

The approval of the proposed amendment to Spartan Stores restated articles of incorporation requires the approval of a majority of the outstanding shares of Spartan Stores common stock entitled to vote at the Spartan Stores special meeting. Failures to vote, broker non-votes and abstentions will have the same effect as a vote AGAINST this proposal.

The adjournment of the Spartan Stores special meeting, if necessary or appropriate, to solicit additional proxies requires the approval of a majority of the votes cast at the Spartan Stores special meeting, regardless of whether there is a quorum. Failures to vote, broker non-votes and abstentions will have no effect on the vote.

Nash-Finch stockholders: The adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of a majority of the issued and outstanding shares of Nash-Finch common stock entitled to vote at the special meeting. Failures to vote, broker non-votes and abstentions will have the same effect as a vote AGAINST this proposal.

The approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions requires the affirmative vote of a majority of the issued and outstanding shares of Nash-Finch common stock that are present in person or represented by proxy and entitled to vote at the special meeting, assuming a quorum. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

The adjournment of the Nash-Finch special meeting, if necessary or appropriate, to solicit additional proxies requires the affirmative vote of a majority of the issued and outstanding shares of Nash-Finch common stock that are present in person or represented by proxy and entitled to vote at the special meeting, regardless of whether or not there is a quorum. Failures to vote and broker non-votes will have no effect on the vote for this proposal; however, abstentions will have the same effect as a vote AGAINST the approval of such proposal.

Q: How does the Spartan Stores board of directors recommend that Spartan Stores shareholders vote?

A: The Spartan Stores board of directors has unanimously determined that the merger and the other transactions contemplated by the merger agreement (including the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger) and the approval of a proposed amendment to Spartan Stores restated articles of incorporation are in the best interests of Spartan Stores and its shareholders. Accordingly, the Spartan Stores board of directors unanimously recommends that Spartan Stores shareholders vote FOR the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, FOR the proposal to approve an amendment to Spartan Stores restated articles of incorporation and FOR the proposal to approve the adjournment of the Spartan Stores special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: How does the Nash-Finch board of directors recommend that Nash-Finch stockholders vote?

A: The Nash-Finch board of directors has unanimously adopted the merger agreement and determined that the merger agreement is in the best interests of Nash-Finch and its shareholders. Accordingly, the Nash-Finch board of directors unanimously recommends that Nash-Finch stockholders vote FOR the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, FOR the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions and FOR the proposal to approve the adjournment of the Nash-Finch special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: My shares are held in street name by my broker, bank or other nominee. Will my broker, bank or other nominee automatically vote my shares for me?

A: No. If your shares are held through a stock brokerage account or a bank or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. The record holder of such shares is your broker, bank or other nominee, and not you. If this is the case, this joint proxy statement/prospectus has been forwarded to you by your broker, bank or other nominee. You must provide the record holder of your shares with instructions on how to vote your shares. Otherwise, your broker, bank or other nominee may not vote your shares on any of the proposals to be considered at the Spartan Stores special meeting or the Nash-Finch special meeting, as applicable, and a broker non-vote will result. In connection with the Spartan Stores special meeting, broker non-votes will have (i) no effect on the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger (assuming a quorum is present), (ii) the same effect as a vote AGAINST the proposal to approve an amendment to Spartan Stores restated articles of incorporation and (iii) no effect on the proposal to approve the adjournment of the Spartan Stores special meeting, if necessary or appropriate, to permit further solicitation of proxies. In connection with the Nash-Finch special meeting, broker non-votes will have (i) the same effect as a vote AGAINST the proposal to approve the adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement, (ii) no effect on the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions and (iii) no effect on the proposal to approve the adjournment of the Nash-Finch special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Please follow the voting instructions provided by your broker, bank or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly to Spartan Stores or Nash-Finch or by voting in person at the special meeting unless you first obtain a legal proxy from your broker, bank or other nominee.

Q: What will happen if I fail to vote?

A: Spartan Stores shareholders: If you fail to vote, it will have (i) no effect on the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger (assuming a quorum), (ii) the same effect as a vote AGAINST the proposal to approve an amendment to Spartan Stores restated articles of incorporation and (iii) no effect on the proposal to approve the adjournment of the Spartan Stores special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Nash-Finch stockholders: If you fail to vote, it will have (i) the same effect as a vote AGAINST the proposal to approve the adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement, (ii) no effect on the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions and (iii) no effect on the proposal to approve the adjournment of the Nash-Finch special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: What will happen if I mark my proxy or voting instructions to abstain from voting?

A: Spartan Stores shareholders: If you mark your proxy or voting instructions to abstain, it will have (i) no effect on the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger (assuming a quorum), (ii) the same effect as a vote AGAINST the proposal to approve an amendment to Spartan Stores restated articles of incorporation and (iii) no effect on the proposal to approve the adjournment of the Spartan Stores special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Nash-Finch stockholders: If you mark your proxy or voting instructions to abstain, it will have (i) the same effect as a vote AGAINST the proposal to approve the adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement, (ii) the same effect as a vote AGAINST the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions and (iii) the same effect as a vote AGAINST the proposal to approve the adjournment of the Nash-Finch special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: What will happen if I return my proxy card without indicating how to vote?

A: Spartan Stores shareholders: If you properly complete and sign your proxy card but do not indicate how your shares of Spartan Stores common stock should be voted on a proposal, the shares of Spartan Stores common stock represented by your proxy will be voted as the Spartan Stores board of directors recommends and, therefore, FOR the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, FOR the proposal to approve an amendment to Spartan Stores restated articles of incorporation and FOR the proposal to approve the adjournment of the Spartan Stores special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Nash-Finch stockholders: If you properly complete and sign your proxy card but do not indicate how your shares of Nash-Finch common stock should be voted on a proposal, the shares of Nash-Finch common stock represented by your proxy will be voted as the Nash-Finch board of directors recommends and, therefore, FOR the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, FOR the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions, and FOR the proposal to approve the adjournment of the Nash-Finch special meeting, if necessary or appropriate, to permit further solicitation of proxies.

Q: Can I change my vote or revoke my proxy after I have returned a proxy or voting instruction card?

A: Yes. If you are the record holder of either Spartan Stores or Nash-Finch stock: You can change your vote or revoke your proxy at any time before your proxy is voted at the applicable special meeting. You can do this by:

- timely delivering a signed written notice of revocation;
- timely delivering a new, valid proxy bearing a later date (including by telephone or through the internet); or
- attending the special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person. Simply attending the Spartan Stores special meeting or the Nash-Finch special meeting without voting will not revoke any proxy that you have previously given or change your vote.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by the Secretary of Spartan Stores or Nash-Finch, as applicable, no later than the beginning of the applicable special meeting.

Regardless of the method used to deliver your previous proxy, you may revoke your proxy by any of the above methods.

If you hold shares of either Spartan Stores or Nash-Finch in street name, you must contact your broker, bank or other nominee to change your vote.

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Q: What are the material U.S. federal income tax consequences of the merger to U.S. holders of Nash-Finch common stock?

A: The merger is intended to be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (referred to as the Code). Assuming the merger qualifies as a reorganization, a holder of Nash-Finch common stock generally will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of the holder s shares of Nash-Finch common stock for shares of Spartan Stores common stock in connection with the merger, except with respect to cash received in lieu of fractional shares. For further information, see Material U.S. Federal Income Tax Consequences beginning on page 118.

The U.S. federal income tax consequences described above may not apply to all holders of Nash-Finch common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your independent tax advisor for a full understanding of the particular tax consequences of the merger to you.

Q: When do you expect the merger to be completed?

A: Spartan Stores and Nash-Finch hope to complete the merger as soon as reasonably possible and expect the closing of the merger to occur in the fourth quarter of calendar 2013. However, the merger is subject to various regulatory clearances and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of Spartan Stores and Nash-Finch could result in the merger being completed at an earlier time, a later time or not at all. There may be a substantial amount of time between the Spartan Stores and Nash-Finch special meetings and the completion of the merger.

Q: Do I need to do anything with my shares of common stock other than voting for the proposals at the special meeting?

A: Spartan Stores shareholders: If you are a Spartan Stores shareholder, after the merger is completed, you are not required to take any action with respect to your shares of Spartan Stores common stock.

Nash-Finch stockholders: If you are a Nash-Finch stockholder, after the merger is completed, each share of Nash-Finch common stock that you hold will be converted automatically into the right to receive 1.20 shares of Spartan Stores common stock, together with cash in lieu of any fractional shares, as applicable. You will receive instructions at that time regarding exchanging your shares for shares of Spartan Stores common stock. You do not need to take any action at this time. Please do not send your Nash-Finch stock certificates with your proxy card.

Q: Are stockholders entitled to appraisal rights?

A: No. Neither the stockholders of Nash-Finch nor the shareholders of Spartan Stores are entitled to appraisal rights in connection with the merger under Delaware law or Michigan law or under the governing documents of either company.

Q: What happens if I sell my shares of Nash-Finch common stock before the Nash-Finch special meeting?

A: The record date for the Nash-Finch special meeting is earlier than the date of the Nash-Finch special meeting and the date that the merger is expected to be completed. If you transfer your Nash-Finch shares after the Nash-Finch record date but before the Nash-Finch special meeting, you will retain your right to vote at the Nash-Finch special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through the effective date of the merger.

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Q: What if I hold shares in both Spartan Stores and Nash-Finch?

A: If you are both a Spartan Stores shareholder and a Nash-Finch stockholder, you will receive two separate packages of proxy materials. A vote cast as a Spartan Stores shareholder will not count as a vote cast as a Nash-Finch stockholder, and a vote cast as a Nash-Finch stockholder will not count as a vote cast as a Spartan Stores shareholder. Therefore, please separately submit a proxy for each of your Spartan Stores and Nash-Finch shares.

Q: Who can help answer my questions?

A: Spartan Stores shareholders or Nash-Finch stockholders who have questions about the merger, the other matters to be voted on at the special meetings, or how to submit a proxy or who desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

If you are a Spartan Stores shareholder:	**If you are a Nash-Finch stockholder:**
Eagle Rock Proxy Advisors, LLC	Morrow & Co., LLC
12 Commerce Drive	470 West Avenue
Cranford, New Jersey 07016	Stamford, CT 06902
	203-658-9400
Toll-free: (877) 705-6168	Toll-free: 800-662-5200
www.eaglerockproxy.com	www.morrowco.com
spartanstores@eaglerockproxy.com	info@morrowco.com

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SUMMARY

This summary highlights information contained elsewhere in this joint proxy statement/prospectus and may not contain all the information that is important to you with respect to the merger and the other matters being considered at the Spartan Stores and Nash-Finch special meetings. Spartan Stores and Nash-Finch urge you to read the remainder of this joint proxy statement/prospectus carefully, including the attached Annexes, and the other documents to which we have referred you. See also the section entitled Where You Can Find More Information beginning on page 160. We have included page references in this summary to direct you to a more complete description of the topics presented below.

The Companies

Spartan Stores, Inc.

Spartan Stores is a leading regional grocery distributor and grocery retailer, operating principally in Michigan and Indiana. Spartan Stores operates two reportable business segments: Distribution and Retail. Spartan Stores Distribution segment provides a full line of grocery, general merchandise, health and beauty care, frozen and perishable items to approximately 390 independently owned grocery locations and Spartan Stores 102 corporate owned stores. Spartan Stores retail segment operates 102 retail supermarkets in Michigan including D&W Fresh Markets, Family Fare Supermarkets, Glen s Markets, VG s Food and Pharmacy and Valu Land. In addition, Spartan Stores Retail segment operates 30 fuel centers/convenience stores, generally adjacent to our supermarket locations. Spartan Stores supermarkets have a neighborhood market focus to distinguish them from supercenters.

Spartan Stores common stock trades on the Nasdaq Stock Market under the symbol SPTN.

The principal executive offices of Spartan Stores are located at 850 76th Street, S.W., Grand Rapids, Michigan, and Spartan Stores telephone number is (616) 878-2000. Additional information about Spartan Stores and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See Where You Can Find More Information on page 160.

Nash-Finch Company

Nash-Finch is a Fortune 500 company and the largest food distributor serving military commissaries and exchanges in the United States, in terms of revenue. Nash-Finch s core businesses include distributing food to military commissaries and exchanges and independent grocery retailers located in 41 states, the District of Columbia, Europe, Cuba, Puerto Rico, the Azores, Bahrain and Egypt. Nash-Finch also owns and operates a base of 76 retail stores, primarily supermarkets under the Family Fresh Market®, Econofoods®, Family Thrift Center®, No Frills®, Bag n Save®, Supermercado Nuestra Familia®, and Sun Mart® trade names. Nash-Finch was originally established in 1885 and incorporated in 1921.

Nash-Finch common stock trades on the Nasdaq Stock Market under the symbol NAFC.

The principal executive offices of Nash-Finch are located at 7600 France Avenue South, Minneapolis, Minnesota, and Nash-Finch s telephone number is (952) 832-0534. Additional information about Nash-Finch and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See Where You Can Find More Information on page 160.

SS Delaware, Inc.

SS Delaware, Inc., a wholly owned subsidiary of Spartan Stores, Inc., is a Delaware corporation that was formed on July 18, 2013 for the sole purpose of effecting the merger. In the merger, SS Delaware, Inc. will be merged with and into Nash-Finch, with Nash-Finch surviving as a wholly owned subsidiary of Spartan Stores.

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The Merger

A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. Spartan Stores and Nash-Finch encourage you to read the entire merger agreement carefully because it is the principal document governing the merger. For more information on the merger agreement, see the section entitled The Merger Agreement beginning on page 97.

Form of the Merger (see page 97)

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Merger Sub, a wholly owned subsidiary of Spartan Stores formed for the sole purpose of effecting the merger, will be merged with and into Nash-Finch. Nash-Finch will survive the merger as a wholly owned subsidiary of Spartan Stores. The combined company may pursue an internal restructuring of certain legal entities after completing the merger. The internal restructuring of the combined company would be subject to, among other things, the continuing evaluation of such restructuring and the approval of the board of directors of the combined company after the merger.

Merger Consideration (see page 98)

Nash-Finch stockholders will have the right to receive 1.20 shares of Spartan Stores common stock for each share of Nash-Finch common stock they hold at the effective time of the merger (referred to as the exchange ratio). The exchange ratio is fixed and will not be adjusted for changes in the market value of the common stock of Nash-Finch or Spartan Stores. As a result, the implied value of the consideration to Nash-Finch stockholders will fluctuate between the date of this joint proxy statement/prospectus and the effective date of the merger. Based on the closing price of Spartan Stores common stock on the Nasdaq Stock Market (referred to as the Nasdaq) on July 19, 2013, the last trading day before public announcement of the merger, the exchange ratio represented approximately $25.44 in value for each share of Nash-Finch common stock. Based on the closing price of Spartan Stores common stock on Nasdaq on October 14, 2013, the latest trading day before the date of this joint proxy statement/prospectus, the exchange ratio represented approximately $27.23 in value for each share of Nash-Finch common stock.

Material U.S. Federal Income Tax Consequences of the Merger (see page 118)

The merger is intended to be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. Assuming the merger qualifies as a reorganization, a holder of Nash-Finch common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of the holder s shares of Nash-Finch common stock for shares of Spartan Stores common stock pursuant to the merger, except with respect to cash received in lieu of fractional shares of Spartan Stores common stock.

As a condition to the completion of the merger, Spartan Stores and Nash-Finch will have received an opinion, dated as of the closing date of the merger, that the merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code.

The tax opinions regarding the merger will not address any state, local or foreign tax consequences of the merger. The opinions will be based on certain assumptions and representations as to factual matters from Spartan Stores and Nash-Finch, as well as certain covenants and undertakings by Spartan Stores and Nash-Finch. If any of the assumptions, representations, covenants or undertakings is incorrect, incomplete, inaccurate or is violated in any material respect, the validity of the conclusions reached by counsel in their opinions would be jeopardized and the tax consequences of the merger could differ from those described in this joint proxy statement/prospectus. Neither Spartan Stores nor Nash-Finch is currently aware of any facts or circumstances that would cause the assumptions, representations, covenants and undertakings to be incorrect, incomplete, inaccurate or violated in any material respect.

An opinion of counsel represents such counsel s best legal judgment but is not binding on the Internal Revenue Service (referred to as the IRS) or any court, so there can be no certainty that the IRS will not challenge the conclusions reflected in the opinion or that a court would not sustain such a challenge.

You are urged to consult your own tax advisor regarding the particular consequences to you of the merger.

Recommendation of the Board of Directors of Spartan Stores (see page 59)

After careful consideration, the Spartan Stores board of directors unanimously determined that the merger and the other transactions contemplated by the merger agreement are in the best interests of Spartan Stores and its shareholders, approved the merger and the merger agreement and recommended to Spartan Stores shareholders the approval of the issuance of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger. The Spartan Stores board of directors approved and declared advisable the proposed amendment to Spartan Stores restated articles of incorporation which increases the number of authorized shares of capital stock under its articles of incorporation at the effective time of the merger, and recommends the approval of the amendment to Spartan Stores restated articles of incorporation to the holders of Spartan Stores common stock. For more information regarding the factors considered by the Spartan Stores board of directors in reaching its decisions relating to its recommendations, see the section entitled The Merger Spartan Stores Reasons for the Merger; Recommendation of the Spartan Stores Board of Directors. **The Spartan Stores board of directors unanimously recommends that Spartan Stores shareholders vote FOR the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, FOR the proposal to approve an amendment to Spartan Stores restated articles of incorporation and FOR the proposal to approve the adjournment of the Spartan Stores special meeting to a later date or dates, if necessary or appropriate to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the issuance of shares of Spartan Stores common stock.**

Recommendation of the Board of Directors of Nash-Finch (see page 72)

After careful consideration, the Nash-Finch board of directors unanimously adopted the merger agreement, determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of Nash-Finch s stockholders, and recommended that the merger agreement be approved by Nash-Finch s shareholders. For more information regarding the factors considered by the Nash-Finch board of directors in reaching its decision to recommend the adoption of the merger agreement, see the section entitled The Merger Nash-Finch s Reasons for the Merger; Recommendation of the Nash-Finch Board of Directors. **The Nash-Finch board of directors unanimously recommends that Nash-Finch stockholders vote FOR the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, FOR the proposal to approve on an advisory (non-binding) basis, the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions and FOR the proposal to approve the adjournment of the Nash-Finch special meeting to a later date or dates, if necessary or appropriate to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the merger agreement.**

Opinion of Spartan Stores Financial Advisor (see page 61)

In connection with the merger, Spartan Stores board of directors received a written opinion, dated July 21, 2013, from Spartan Stores financial advisor, Moelis & Company LLC, referred to as Moelis , as to the fairness to Spartan Stores, from a financial point of view and as of the date of such opinion, of the exchange ratio. **The full text of Moelis written opinion dated July 21, 2013, which sets forth the assumptions made, procedures**

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followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex C to this proxy statement/prospectus and is incorporated herein by reference. Shareholders are urged to read Moelis written opinion carefully and in its entirety. Moelis opinion was provided for the use and benefit of Spartan Stores board of directors (in its capacity as such) in its evaluation of the merger. Moelis opinion is limited solely to the fairness to Spartan Stores, from a financial point of view, of the exchange ratio and does not address Spartan Stores underlying business decision to effect the merger or the relative merits of the merger as compared to any alternative business strategies or transactions that might be available with respect to Spartan Stores. Moelis opinion does not constitute a recommendation to any shareholder of Spartan Stores as to how such shareholder should vote or act with respect to the merger or any other matter.

Opinion of Nash-Finch s Financial Advisor (see page 75)

Nash-Finch retained J.P. Morgan Securities LLC (referred to as J.P. Morgan) to act as its financial advisor in connection with the merger. At the meeting of Nash-Finch s board of directors on July 21, 2013, J.P. Morgan rendered its oral opinion to the board of directors of Nash-Finch that, as of such date and based upon and subject to the factors and assumptions set forth in its opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to the holders of Nash-Finch common stock. The oral opinion was subsequently confirmed in writing by delivery of J.P. Morgan s written opinion dated the same date. **The full text of the written opinion of J.P. Morgan, dated July 21, 2013, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken in rendering its opinion, is attached as Annex D to this proxy statement/prospectus and is incorporated herein by reference. The Nash-Finch stockholders are urged to read the opinion in its entirety. J.P. Morgan s written opinion is addressed to the board of directors of Nash-Finch, is directed only to the fairness from a financial point of view of the exchange ratio in the proposed merger as of the date of the opinion and does not constitute a recommendation to any stockholder of Nash-Finch as to how such stockholder should vote at the Nash-Finch special meeting.**

Interests of Spartan Stores Directors and Executive Officers in the Merger (see page 84)

Certain of Spartan Stores directors and executive officers have financial interests in the merger that may be different from, or in addition to, the interests of Spartan Stores shareholders generally.

As detailed below under The Merger Board of Directors and Management Following the Merger, the merger agreement provides that upon consummation of the merger, the board of directors of Spartan Stores will consist of up to twelve directors, which will include seven directors chosen by the current Spartan Stores directors (at least five of whom will be independent for purposes of the Nasdaq rules) and four of the five current Nash-Finch directors who are independent for purposes of the Nasdaq rules. In addition, Nash-Finch has the right to designate a fifth independent director selected by its board of directors, subject to approval by Spartan Stores (which approval shall not be unreasonably withheld), prior to the consummation of the merger. If such additional independent director is not selected prior to the consummation of the merger, such independent director may be selected by the board of directors of the combined company.

It is anticipated that no payments or benefits will be triggered as a result of the merger under the employment agreements, executive severance agreements, or other benefit plans that Spartan Stores has entered into with its executive officers, or under any Spartan Stores equity incentive plan.

As of October 15, 2013, the record date for the Spartan Stores special meeting, the directors and executive officers of Spartan Stores and their affiliates beneficially owned and were entitled to vote 854,001 shares of Spartan Stores common stock, collectively representing approximately 3.9% of the shares of Spartan Stores common stock outstanding and entitled to vote.

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The Spartan Stores board of directors was aware of these interests and considered them, among other matters, in evaluating the merger and in making its recommendations to Spartan Stores shareholders.

Interests of Nash-Finch Directors and Executive Officers in the Merger (see page 84)

Certain of Nash-Finch s directors and executive officers have financial interests in the merger that may be different from, or in addition to, the interests of Nash-Finch s stockholders generally.

As detailed below under The Merger Board of Directors and Management Following the Merger, the merger agreement provides that upon consummation of the merger, the board of directors of Spartan Stores will consist of up to twelve directors, which will include seven directors chosen by the current Spartan Stores directors (at least five of whom will be independent for purposes of the Nasdaq rules) and four of the five current Nash-Finch directors (who are independent for purposes of the Nasdaq rules). In addition, Nash-Finch has the right to designate a fifth independent director selected by its board of directors, subject to approval by Spartan Stores (which approval shall not be unreasonably withheld), prior to the consummation of the merger. If such additional independent director is not selected prior to the consummation of the merger, such independent director may be selected by the board of directors of the combined company. Alec Covington, the current President and Chief Executive Officer of Nash-Finch, will serve as an advisor to the combined company on an as needed basis to help ensure a smooth transition. Edward Brunot, who currently serves as President of Nash-Finch s military business, will continue to lead that business in the combined companies. Each of Mr. Covington, Robert B. Dimond, Nash-Finch s Executive Vice President, Chief Financial Officer and Treasurer, Kevin Elliott, Nash-Finch s Executive Vice President, President and Chief Operating Officer, Nash-Finch Wholesale/Retail and Calvin S. Sihilling, Nash-Finch s Executive Vice President and Chief Information Officer, has been notified that his respective employment by the combined company will be terminated following the consummation of the merger. Other executive officers of Nash-Finch may also become employees or otherwise provide services to Spartan Stores or the combined company following the consummation of the merger. Current and former directors and officers of Nash-Finch will also be entitled to continued indemnification. Please see Interests of Nash-Finch Directors and Executive Officers in the Merger.

Also as described in Interests of Nash-Finch Directors and Executive Officers in the Merger, the merger will result in the acceleration of certain cash bonus awards and accelerated vesting and payout of certain benefits, including restricted stock units, performance units and deferred compensation account balances, payable to directors and executive officers. Upon a termination of employment of an executive officer by the combined company not-for-cause or by the executive officer for good reason following the merger, including the termination of employment of Messrs. Covington, Dimond, Elliott and Sihilling described above. The executive officer would be entitled to additional compensation.

As of October 2, 2013, the record date for the Nash-Finch special meeting, the directors and executive officers of Nash-Finch and their affiliates beneficially owned 767,812 shares of Nash-Finch common stock (including shares that such persons were entitled to receive pursuant to currently vested equity awards) and were entitled to vote 62,914 shares of Nash-Finch common stock (excluding shares that such persons may be entitled to receive pursuant to currently vested equity awards or upon the vesting of certain equity awards immediately prior to the effective time of the merger), collectively representing approximately 5.9% and 0.5%, respectively of the shares of Nash-Finch common stock outstanding and entitled to vote.

The Nash-Finch board of directors was aware of these interests and considered them, among other matters, in evaluating the merger and in making its recommendations to Nash-Finch stockholders.

Board of Directors and Management Following the Merger (see page 92)

Immediately following the effective time of the merger, the board of directors of the combined company will consist of up to twelve members, including: (i) seven directors chosen by the current Spartan Stores directors (at least five of whom will be independent for purposes of the Nasdaq rules), and (ii) four of the five current directors of Nash-Finch who are independent for purposes of the Nasdaq rules. In addition, Nash-Finch has the right to designate a fifth independent director selected by its board of directors, subject to approval by Spartan Stores (which approval shall not be unreasonably withheld), prior to the consummation of the merger. If such additional independent director is not selected prior to the consummation of the merger, such independent director may be selected by the board of directors of the combined company. The fees and/or other remuneration to be provided to the non-employee directors of the combined company have not been determined.

The merger agreement provides that Craig C. Sturken will continue to serve as Spartan Stores Chairman of the board, and that Dennis Eidson will continue to serve as President and Chief Executive Officer. Alec Covington, the current President and Chief Executive Officer of Nash-Finch, will serve as an advisor to the combined company to help ensure a smooth transition.

Treatment of Nash-Finch Stock Options and Other Equity-Based Awards (see page 94)

Upon completion of the merger, each right of any kind to receive Nash-Finch common stock or benefits measured by the value of a number of shares of Nash-Finch common stock granted under the Nash-Finch stock plans will be converted into an award with respect to a number of shares of Spartan common stock equal to the product of (i) the aggregate number of shares of Nash-Finch common stock subject to such award, multiplied by (ii) 1.20 (the exchange ratio in the merger). Such converted awards shall otherwise continue to have, and be subject to, the same terms and conditions set forth in the applicable Nash-Finch stock plan (or any other agreement to which such converted award was subject immediately prior to the effective time of the merger). The exercise or strike price (if any) per share of Spartan common stock applicable to any such converted award shall be equal to (i) the per share exercise price of such converted award immediately prior to the effective time of the merger divided by (ii) 1.20 (the exchange ratio in the merger).

Regulatory Clearances Required for the Merger (see page 93)

Spartan Stores and Nash-Finch have each agreed to take actions in order to obtain regulatory clearance required to consummate the merger. Regulatory clearance includes expiration or termination of the required waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, and the rules and regulations promulgated thereunder (referred to as the HSR Act), following required notifications with and review by the Federal Trade Commission and the Antitrust Division of the U.S. Department of Justice. On July 30, 2013, each of Spartan Stores and Nash-Finch filed its notification under the HSR Act. On August 29, 2013, the pre-merger waiting period under the HSR Act expired without action by the Federal Trade Commission or the Department of Justice.

While Spartan Stores and Nash-Finch expect to obtain all required regulatory clearances, we cannot assure you that these regulatory clearances will be obtained or that the granting of these regulatory clearances will not involve the imposition of additional conditions on the completion of the merger, including the requirement to divest assets, or require changes to the terms of the merger agreement. These conditions or changes could result in the conditions to the merger not being satisfied.

Amendment to the Restated Articles of Incorporation of Spartan Stores (see page 72)

The Spartan Stores board of directors has approved, subject to Spartan Stores shareholder approval, an amendment to the Spartan Stores restated articles of incorporation which increases the number of authorized shares of common stock from 50 million to 100 million. The form of amendment to Spartan Stores restated articles of incorporation is included in this joint proxy statement/prospectus as Annex B. The approval of the amendment by the Spartan Stores shareholders is not a condition precedent to the closing of the merger. In the event this proposal is approved by Spartan Stores shareholders, but the merger is not completed, the amendment will not become effective.

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Expected Timing of the Merger

Spartan Stores and Nash-Finch currently expect the closing of the merger to occur in the fourth calendar quarter of 2013. However, the merger is subject to various regulatory clearances and the satisfaction or waiver of other conditions as described in the merger agreement, and it is possible that factors outside the control of Spartan Stores and Nash-Finch could result in the merger being completed at an earlier time, a later time or not at all.

Conditions to Completion of the Merger (see page 109)

The obligations of Spartan Stores and Nash-Finch to complete the merger are subject to the satisfaction of the following conditions:

- The adoption of the merger agreement by the holders of a majority of the outstanding shares of Nash-Finch common stock;
- approval of the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger by the affirmative vote of holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Spartan Stores special meeting, assuming a quorum;
- the expiration or earlier termination of the waiting period (and any extension thereof) applicable to the merger under the HSR Act;
- absence of any injunction, decree, order, statute, rule or regulation by a court or other governmental entity that makes unlawful or prohibits the consummation of the merger;
- effectiveness of the registration statement of which this joint proxy statement/prospectus forms a part and the absence of a stop order or proceedings threatened or initiated by the SEC for that purpose;
- authorization for the listing on Nasdaq of the shares of Spartan Stores common stock to be issued in connection with the merger and upon conversion of the Nash-Finch restricted stock and the shares of Spartan Stores common stock reserved for issuance pursuant to Spartan Stores stock options, subject to official notice of issuance; and
- the combined company s financing sources shall not have failed to enter into the credit facility and make the initial loans under the new credit facility due to the occurrence of a material adverse effect or the failure of a condition to the new credit facility relating to minimum opening excess availability.

In addition, each of Spartan Stores and Nash-Finch s obligations to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

- the representations and warranties of the other party, other than the representations related to the ownership of subsidiaries, capitalization, and authorization of the merger (i) to the extent qualified by material adverse effect, will be true and correct, and (ii) to the extent not qualified by material adverse effect, will be true and correct except where the failure to be true and correct, individually or in the aggregate, has not had, and would not reasonably be expected to have, a material adverse effect on such party as of the date of the merger agreement and as of the closing date (other than those representations and warranties that were made only as of a specified date, which need only be true and correct as of such specified date);

the representations and warranties of the other party relating to the ownership of subsidiaries and capitalization will be true and correct in all respects (other than de minimis inaccuracies) as of the date of the merger agreement and as of the closing date (except to the extent such representations or warranties were made only as of a specified date, in which case, as of such specified date);

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- the representations and warranties of the other party relating to the authorization of the merger will be true and correct in all respects;

- the other party having performed, in all material respects, its covenants and agreements under the merger agreement required to be performed on or prior to the closing date;

- receipt of a certificate executed by the other party s chief executive officer or chief financial officer as to the satisfaction of the conditions described in the preceding four bullets;

- there shall not have occurred a material adverse effect with respect to the other party; and

- receipt of a tax opinion from the party s tax counsel as described in the section titled The Merger Agreement Conditions to Completion of the Merger, including an opinion that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code.

No Solicitation of Alternative Proposals (see page 104)

The merger agreement precludes Spartan Stores and Nash-Finch from soliciting or engaging in discussions or negotiations with a third party with respect to a proposal for an acquisition proposal. However, if Spartan Stores or Nash-Finch receives an unsolicited acquisition proposal from a third party, and Spartan Stores or Nash-Finch s board of directors, as applicable, among other things, determines in good faith (after consultation with its legal and financial advisors) that such unsolicited proposal is, or is reasonably expected to lead to, a superior proposal to the merger, then Spartan Stores or Nash-Finch, as applicable, may furnish non-public information to and enter into discussions with, and only with, that third party regarding such acquisition proposal.

Termination of the Merger Agreement (see page 111)

Spartan Stores and Nash-Finch may mutually agree to terminate the merger agreement at any time, notwithstanding adoption of the merger agreement by stockholders. Either company may also terminate the merger agreement if the merger is not consummated by January 21, 2014, subject to certain exceptions. In addition, either company may terminate the agreement to enter into a definitive agreement with respect to a superior proposal, subject to certain conditions and the payment of a termination fee. See the section entitled The Merger Agreement Termination of the Merger Agreement for a discussion of these and other rights of each of Spartan Stores and Nash-Finch to terminate the merger agreement.

Termination Fees and Expenses (see page 113)

Generally, all fees and expenses incurred in connection with the merger agreement and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses, subject to the specific exceptions discussed in this joint proxy statement/prospectus where Spartan Stores or Nash-Finch, as the case may be, may be required to pay a termination fee of $12 million or expense reimbursement up to $10 million. See the section entitled The Merger Agreement Expenses and Termination Fees; Liability for Breach for a discussion of the circumstances under which such termination fee will be required to be paid.

Accounting Treatment (see page 121)

Spartan Stores and Nash-Finch each prepares its respective financial statements in accordance with accounting principles generally accepted in the United States of America, which is referred to as GAAP . The merger will be accounted for using the acquisition method of accounting. Spartan Stores will be treated as the acquirer for accounting purposes.

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No Appraisal Rights (see page 156)

Neither the holders of shares of Spartan Stores common stock nor the holders of shares of Nash-Finch common stock are entitled to appraisal rights in connection with the merger in accordance with Michigan or Delaware law, respectively. Neither the restated articles of incorporation of Spartan Stores or its bylaws, nor the fifth amended and restated certificate of incorporation of Nash-Finch or its bylaws, confers such appraisal rights.

Comparison of Stockholder Rights and Corporate Governance Matters (see page 138)

Nash-Finch stockholders receiving merger consideration will have different rights once they become stockholders of the combined company due to differences between the governing corporate documents of Nash-Finch and the governing corporate documents of the combined company. These differences are described in detail under the section entitled Comparison of Rights of Spartan Stores Shareholders and Nash-Finch Stockholders.

Listing of Shares of Spartan Stores Common Stock; Delisting and Deregistration of Shares of Nash-Finch Common Stock (see page 95)

It is a condition to the completion of the merger that the shares of Spartan Stores common stock to be issued to Nash-Finch stockholders pursuant to the merger (including those shares of Spartan Stores common stock to be issued upon conversion of the Nash-Finch stock options, restricted stock, and restricted stock units) be authorized for listing on Nasdaq at the effective time of the merger, subject to official notice of issuance. Upon completion of the merger, shares of Nash-Finch common stock currently listed on Nasdaq will cease to be listed on Nasdaq and will be subsequently deregistered under the Exchange Act.

The Meetings

The Spartan Stores Special Meeting (see page 37)

The special meeting of Spartan Stores shareholders will be held at the offices of Warner Norcross & Judd LLP, 111 Lyon Street NW, Grand Rapids, MI 49503, on Monday, November 18, 2013, at 10:00 a.m., local time. The special meeting of Spartan Stores shareholders is being held to consider and vote on:

- a proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger;
- a proposal to approve an amendment to Spartan Stores restated articles of incorporation to increase the number of authorized shares of Spartan Stores common stock; and
- a proposal to approve the adjournment of the Spartan Stores special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Completion of the merger is conditioned on approval of the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, however it is not conditioned on the approval of the amendment to Spartan Stores restated articles of incorporation to increase the number of authorized shares of Spartan Stores common stock.

With respect to each Spartan Stores proposal listed above, Spartan Stores shareholders may cast one vote for each share of Spartan Stores common stock that they own. The proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger requires the approval of a majority of the votes cast at the Spartan Stores special meeting, assuming a quorum. The proposal to approve an amendment to Spartan Stores restated articles of incorporation requires the approval of a majority of the outstanding shares of Spartan Stores common stock entitled to vote at the Spartan Stores special meeting. No

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business may be transacted at the Spartan Stores special meeting unless a quorum is present. If a quorum is not present, or if fewer shares are voted in favor of the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger than is required, to allow additional time for obtaining additional proxies, the special meeting may be adjourned if the approval of a majority of the votes cast at the special meeting is obtained. No notice of an adjourned meeting need be given unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

The Nash-Finch Special Meeting (see page 42)

The special meeting of Nash-Finch stockholders will be held at the Westin Edina Galleria, Room: Cahill B, 3201 Galleria, Edina, MN 55435, on Monday, November 18, 2013, at 9:00 a.m., local time. The special meeting of Nash-Finch stockholders is being held to consider and vote on:

- a proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement, which is further described in the sections titled The Merger and The Merger Agreement, beginning on pages 47 and 97, respectively;

- an advisory (non-binding) proposal to approve the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions; and

- a proposal to approve the adjournment of the Nash-Finch special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Completion of the merger is conditioned on the adoption of the merger agreement, the merger and the other transactions contemplated by the merger agreement.

With respect to each Nash-Finch proposal listed above, Nash-Finch stockholders may cast one vote for each share of Nash-Finch common stock that they own. The proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of a majority of the issued and outstanding shares of Nash-Finch common stock entitled to vote at the Nash-Finch special meeting. The proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Nash-Finch s named executive officers that is based on or otherwise related to the proposed transactions the affirmative vote of a majority of the issued and outstanding shares of Nash-Finch common stock that are present in person or represented by proxy and entitled to vote at the special meeting, assuming a quorum. No business may be transacted at the Nash-Finch special meeting unless a quorum is present. If a quorum is not present, or if fewer shares are voted in favor of the proposal to adopt the merger agreement, the merger and the other transactions contemplated by the merger agreement than is required, to allow additional time for obtaining additional proxies, the special meeting may be adjourned upon the affirmative vote of a majority of the issued and outstanding shares of Nash-Finch common stock that are present in person or represented by proxy and entitled to vote at the special meeting. No notice of an adjourned meeting need be given unless the adjournment is for more than 30 days or a new record date for determination of stockholders entitled to vote is fixed for the adjourned meeting.

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Summary Historical Consolidated Financial Data

Summary Historical Consolidated Financial Data of Spartan Stores

The following statement of earnings data for each of the three years in the period ended March 30, 2013 and the balance sheet data as of March 30, 2013 and March 31, 2012 have been derived from the audited consolidated financial statements of Spartan Stores contained in its Annual Report on Form 10-K for the fiscal year ended March 30, 2013, which is incorporated into this document by reference. The statement of earnings data for the years ended March 27, 2010 and March 28, 2009 and the balance sheet data as of March 26, 2011, March 27, 2010 and March 28, 2009 have been derived from Spartan Stores audited consolidated financial statements for such years, which have not been incorporated into this document by reference.

The statement of earnings data for the twelve weeks ended June 22, 2013 and June 23, 2012, and the balance sheet data as of June 22, 2013 have been derived from Spartan Stores unaudited interim condensed consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended June 22, 2013, which is incorporated into this document by reference. The balance sheet data as of June 23, 2012 has been derived from Spartan Stores unaudited interim condensed consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended June 23, 2012, which has not been incorporated into this document by reference. These financial statements are unaudited, but, in the opinion of Spartan Stores management, contain all adjustments necessary to present fairly Spartan Stores consolidated financial position and results of operations for the periods indicated.

You should read this summary financial data together with the consolidated financial statements that are incorporated by reference into this document and their accompanying notes and management s discussion and analysis of financial condition and results of operations of Spartan Stores contained in such reports. See Where You Can Find More Information beginning on page 160.

Consolidated Statement of Earnings Data of Spartan Stores

	Twelve Weeks Ended		Years Ended				
	June 22, 2013	June 23, 2012	March 30, 2013	March 31, 2012(a)	March 26, 2011	March 27, 2010	March 28, 2009(b)
	(In thousands, except per share data)						
Net Sales	$ 612,405	$ 603,912	$ 2,608,160	$ 2,634,226	$ 2,533,064	$ 2,551,956	$ 2,576,738
Gross profit	125,276	121,720	545,544	556,110	556,515	558,650	536,113
Restructuring, asset impairment and other(c)	987		1,589	(23)	532	6,154	
Operating earnings	9,936	11,713	60,968	66,483	67,966	58,664	72,744
Interest expense	2,265	3,156	13,410	15,037	15,104	16,394	14,138
Debt extinguishment			5,047				
Earnings before income taxes and discontinued operations	7,680	8,605	43,267	51,556	52,959	42,408	58,947
Income taxes	2,896	2,529	15,425	19,686	20,420	16,475	23,914
Earnings from continuing operations	$ 4,784	$ 6,076	$ 27,842	$ 31,870	$ 32,539	$ 25,933	$ 35,033
Earnings from continuing operations per share:							
Basic	$ 0.22	$ 0.28	$ 1.28	$ 1.40	$ 1.44	$ 1.16	$ 1.59
Diluted	$ 0.22	$ 0.28	$ 1.27	$ 1.39	$ 1.43	$ 1.15	$ 1.57
Cash dividends declared per share	$ 0.09	$ 0.08	$ 0.32	$ 0.26	$ 0.20	$ 0.20	$ 0.20

(a) Includes 53 weeks in accordance with Spartan Stores 52 53 week reporting convention.
(b) Spartan Stores acquired certain assets and assumed certain liabilities of *VG s Food Centers* in fiscal 2009.

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(c) Discussion regarding these charges can be found in Note 3 to the unaudited interim condensed consolidated financial statements included in Spartan Stores unaudited interim condensed consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended June 22, 2013, which is incorporated into this document by reference, Note 3 to the consolidated financial statements included in the audited consolidated financial statements of Spartan Stores contained in its Annual Report on Form 10-K for the fiscal year ended March 30, 2013, which is incorporated into this document by reference, and the notes to the consolidated financial statements included in the audited consolidated financial statements of Spartan Stores contained in its Annual Reports on Form 10-K for the fiscal years ended March 26, 2011 and March 27, 2010, respectively, which have not been incorporated into this document by reference.

Balance Sheet Data of Spartan Stores

	As of				As of		
	June 22, 2013	**June 23, 2012**	**March 30, 2013**	**March 31, 2012**	**March 26, 2011**	**March 27, 2010**	**March 28, 2009**
				(In thousands)			
Total assets	$ 792,291	$ 784,346	$ 789,667	$ 763,473	$ 751,396	$ 753,481	$ 723,311
Long-term debt and capital lease obligations	148,031	156,397	145,876	133,565	170,711	181,066	194,115
Shareholders equity	338,478	317,567	335,655	323,608	305,505	273,905	247,205

Summary Historical Consolidated Financial Data of Nash-Finch

The following statement of operations data for each of the three years in the period ended December 29, 2012 and the balance sheet data as of December 29, 2012 and December 31, 2011 have been derived from the audited consolidated financial statements of Nash-Finch contained in its Annual Report on Form 10-K for the fiscal year ended December 29, 2012, which is incorporated into this document by reference. The statement of operations data for the years ended January 2, 2010 and January 3, 2009 and the balance sheet data as of January 1, 2011, January 2, 2010 and January 3, 2009 have been derived from Nash-Finch s audited consolidated financial statements for such years, which have not been incorporated into this document by reference.

The statement of operations data for the twenty-four weeks ended June 15, 2013 and June 16, 2012, and the balance sheet data as of June 15, 2013 have been derived from Nash-Finch s unaudited interim consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended June 15, 2013, which is incorporated into this document by reference. The balance sheet data as of June 16, 2012 has been derived from Nash-Finch s unaudited interim consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended June 16, 2012, which has not been incorporated into this document by reference. These financial statements are unaudited, but, in the opinion of Nash-Finch s management, contain all adjustments necessary to present fairly Nash-Finch s financial position and results of operations for the periods indicated.

You should read this summary financial data together with the financial statements that are incorporated by reference into this document and their accompanying notes and management s discussion and analysis of financial condition and results of operations of Nash-Finch contained in such reports. See Where You Can Find More Information beginning on page 160.

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Statement of Operations Data of Nash-Finch

	Twenty-Four Weeks Ended		Years Ended				
	June 15, 2013	June 16, 2012	December 29, 2012	December 31, 2011	January 1, 2011	January 2, 2010(a)	January 3, 2009(b)
	(In thousands, except per share data)						
Sales	$ 2,298,993	$ 2,174,087	$ 4,820,797	$ 4,855,459	$ 5,034,926	$ 5,253,610	$ 4,683,240
Gross profit	192,418	169,517	391,468	380,026	400,788	418,688	406,949
Selling, general and administrative	147,334	121,212	290,393	261,000	269,140	287,328	288,263
Special charges						6,020	
Gain on acquisition of a business		(6,639)	(6,639)			(6,682)	
Gain on litigation settlement						(7,630)	
Goodwill impairment		131,991	166,630			50,927	
Depreciation and amortization	17,570	16,586	37,834	35,704	36,119	40,603	38,429
Interest expense	9,957	10,598	24,944	24,894	23,403	24,372	26,466
Income tax expense (benefit)	6,568	(24,717)	(27,822)	22,623	21,185	20,972	20,646
Net earnings (loss)	$ 10,989	$ (79,514)	$ (93,872)	$ 35,805	$ 50,941	$ 2,778	$ 33,145
Earnings (loss) per share:							
Basic	$ 0.85	$ (6.14)	$ (7.24)	$ 2.80	$ 3.97	$ 0.21	$ 2.57
Diluted	$ 0.84	$ (6.14)	$ (7.24)	$ 2.74	$ 3.86	$ 0.21	$ 2.52
Cash dividends declared per share	$ 0.36	$ 0.36	$ 0.72	$ 0.72	$ 0.72	$ 0.72	$ 0.72

(a) Information presented for fiscal 2009 reflects Nash-Finch s acquisition on January 31, 2009, from GSC Enterprises, Inc., of three distribution centers which service military commissaries and exchanges.
(b) Includes 53 weeks in accordance with Nash-Finch s 52 53 week reporting convention.

Balance Sheet Data of Nash-Finch

	As of		As of				
	June 15, 2013	June 16, 2012	December 29, 2012	December 31, 2011	January 1, 2011	January 2, 2010	January 3, 2009
	(In thousands)						
Total assets	$ 1,099,144	$ 1,009,370	$ 1,003,617	$ 1,073,768	$ 1,050,675	$ 999,536	$ 952,546
Long-term debt and capital lease obligations	429,988	352,254	371,058	294,451	311,186	279,032	248,026
Stockholders equity	304,032	320,901	296,389	404,623	377,004	350,559	349,019

Summary Unaudited Pro Forma Condensed Combined Financial Information of Spartan Stores and Nash-Finch

The following table presents selected unaudited pro forma condensed combined financial information about Spartan Stores consolidated balance sheet and statements of earnings, after giving effect to the merger with Nash-Finch. The information under Statement of Earnings Data in the table below gives effect to the merger as if it had been consummated on April 1, 2012, the beginning of the earliest period presented. The information under Balance Sheet Data in the table below assumes the merger had been consummated on June 22, 2013. This unaudited pro forma combined financial information was prepared using the acquisition method of accounting with Spartan Stores considered the acquirer of Nash-Finch. See Accounting Treatment on page 121.

In addition, the unaudited pro forma combined financial information includes adjustments which are preliminary and will likely be revised. There can be no assurance that such revisions will not result in material changes. The unaudited pro forma combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined company.

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The information presented below should be read in conjunction with the historical consolidated financial statements of Spartan Stores and Nash-Finch, including the related notes, filed by each of them with the SEC, and with the pro forma condensed combined financial statements of Spartan Stores and Nash-Finch, including the related notes, appearing elsewhere in this document. See Where You Can Find More Information beginning on page 160 and Unaudited Pro Forma Condensed Combined Financial Information beginning on page 122. The unaudited pro forma condensed combined financial data is not necessarily indicative of results that actually would have occurred or that may occur in the future had the merger been completed on the dates indicated.

	Twelve Weeks Ended June 22, 2013	Year Ended March 30, 2013
	(In thousands, except per share data)	
Statement of Operations Data:		
Net sales	$ 1,706,646	$ 7,428,957
Operating earnings (loss)	$ 22,017	$ (29,510)
Income tax expense (benefit)	$ 5,159	$ (9,865)
Earnings (loss) from continuing operations	$ 8,988	$ (61,818)
Earnings (loss) from continuing operations per share basic	$ 0.24	$ (1.63)
Earnings (loss) from continuing operations per share diluted	$ 0.24	$ (1.63)

	June 22, 2013 (In thousands)
Balance Sheet Data:	
Total assets	$ 1,943,938
Long-term debt and capital lease obligations	$ 579,330
Total shareholders equity	$ 665,513

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Unaudited Comparative Per Share Data

Presented below are Spartan Stores historical per share data for the twelve weeks ended June 22, 2013 and the year ended March 30, 2013 and Nash-Finch s historical per share data for the twelve weeks ended March 23, 2013 and the year ended December 29, 2012 and unaudited pro forma combined per share data for the twelve weeks ended June 22, 2013 and the year ended March 30, 2013. This information should be read together with the consolidated financial statements and related notes of Spartan Stores and Nash-Finch that are incorporated by reference into this joint proxy statement/prospectus and with the unaudited pro forma combined financial data included under Unaudited Pro Forma Condensed Combined Financial Information beginning on page 122. The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the period presented, nor is it necessarily indicative of the future operating results or financial position of the combined company. The historical book value per share is computed by dividing total shareholders equity by the number of shares of common stock outstanding as of June 22, 2013 for Spartan Stores and June 15, 2013 for Nash-Finch. The pro forma earnings per share of the combined company is computed by dividing the pro forma income by the pro forma weighted average number of shares outstanding. The pro forma book value per share of the combined company is computed by dividing total pro forma shareholders equity by the pro forma number of shares of common stock outstanding as of June 22, 2013.

Spartan Stores	**Historical**	**Unaudited Pro Forma Combined**
Twelve Weeks Ended June 22, 2013		
Earnings from continuing operations per share:		
Basic	$ 0.22	$ 0.24
Diluted	$ 0.22	$ 0.24
Cash dividends	$ 0.09	$ 0.09
Year Ended March 30, 2013		
Earnings (loss) from continuing operations per share:		
Basic	$ 1.28	$ (1.63)
Diluted	$ 1.27	$ (1.63)
Cash dividends	$ 0.32	$ 0.32
As of June 22, 2013		
Book value per share of common stock	$ 15.46	$ 17.52

Nash-Finch	**Historical**	**Unaudited Pro Forma Equivalent(a)**
Twelve Weeks Ended March 23, 2013		
Earnings per share:		
Basic	$ 0.16	$ 0.29
Diluted	$ 0.16	$ 0.29
Cash dividends	$ 0.18	$ 0.11
Year Ended December 29, 2012		
Loss per share:		
Basic	$ (7.24)	$ (1.96)
Diluted	$ (7.24)	$ (1.96)
Cash dividends	$ 0.72	$ 0.38
As of June 15, 2013		
Book value per share of common stock	$ 24.74	$ 21.02

(a) The Nash-Finch unaudited pro forma equivalent per share financial information is computed by multiplying the Spartan Stores unaudited pro forma combined amounts by the exchange ratio (1.20 shares of Spartan Stores common stock for each share of Nash-Finch common stock) so that the per share amounts are equated to the respective values for one share of Nash-Finch common stock.

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Comparative Market Prices

The following table shows the closing sale prices of Spartan Stores and Nash-Finch common stock as reported on NASDAQ as of July 19, 2013, the last trading day before public announcement of the merger, and as of October 14, 2013, the last trading day before the date of this joint proxy statement/prospectus.

	Spartan Stores Common Stock	Nash-Finch Common Stock	Implied Value for Each Share of Nash-Finch Common Stock
July 19, 2013	$ 21.20	$ 25.43	$ 25.44
October 14, 2013	$ 22.69	$ 27.19	$ 27.23

The market price of Spartan Stores common stock and Nash-Finch common stock will fluctuate prior to the merger. Spartan Stores shareholders and Nash-Finch stockholders are urged to obtain current market quotations for the shares prior to making any decision with respect to the merger.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain forward-looking statements within the meaning of the federal securities laws that are not limited to historical facts, but reflect Spartan Stores and Nash-Finch s current beliefs, expectations or intentions regarding future events. Words such as may, will, could, should, expect, plan, p intend, anticipate, believe, estimate, predict, potential, pursue, target, continue, and similar expressions are intended to identify s forward-looking statements. These forward-looking statements include, without limitation, Spartan Stores and Nash-Finch s expectations with respect to the synergies, costs and other anticipated financial impacts of the proposed transaction; future financial and operating results of the combined company; the combined company s plans, objectives, expectations and intentions with respect to future operations and services; approval of the proposed transaction by stockholders and by governmental regulatory authorities; the satisfaction of the closing conditions to the proposed transaction; and the timing of the completion of the proposed transaction.

All forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements, many of which are generally outside the control of Spartan Stores and Nash-Finch and are difficult to predict. These risks and uncertainties also include those set forth under Risk Factors, beginning on page 26, as well as, among others, risks and uncertainties relating to:

- the actions of actual or potential competitors in the markets in which the combined company will operate;
- the combined company s ability to effectively address food cost or price inflation or deflation, maintain and improve customer and supplier relationships; realize expected synergies and other benefits of the merger; realize growth opportunities, maintain or expand our customer base, reduce operating costs, continue to meet the terms of applicable debt covenants; continue to pay dividends, and successfully implement and realize the expected benefits of various programs, initiatives and goals;
- possible changes in the military commissary system, including those stemming from the redeployment of forces, congressional action, changes in funding levels, or the effects of mandated reductions in or sequestration of government expenditures;
- effects of governmental and environmental regulations and policies;
- the availability and cost of financing;
- the effectiveness of the combined company s capital investments and marketing strategies;
- general economic conditions;
- the proposed merger, including the ability to complete the merger in the anticipated timeframe or at all, the diversion of each party s management in connection with the merger and the combined company s ability to realize fully or at all the anticipated benefits of the merger; and
- other financial, operational and legal risks and uncertainties detailed from time to time in each party s SEC filings.

Spartan Stores and Nash-Finch caution that the foregoing list of factors is not exclusive. Additional information concerning these and other risk factors 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. All subsequent written and oral forward-looking statements concerning Spartan Stores, Nash-Finch, the proposed transaction or other matters and attributable to Spartan Stores or Nash-Finch or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. The forward-looking statements speak only as of the date made and, other than as required by law, neither Spartan Stores nor Nash-Finch undertake any obligation to update publicly or revise any of these forward-looking statements, whether as a result of new information, future events or otherwise.

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RISK FACTORS

In addition to the other information included and incorporated by reference into this joint proxy statement/prospectus, including the matters addressed in the section entitled Special Note Regarding Forward-Looking Statements beginning on page 25, you should carefully consider the following risk factors before deciding whether to vote for the proposal to adopt the merger agreement and approve the merger, in the case of Nash-Finch stockholders, or for the proposal to approve the Spartan Stores share issuance, in the case of Spartan Stores shareholders. In addition, you should read and consider the risks associated with each of the businesses of Nash-Finch and Spartan Stores because these risks will relate to the combined company following the completion of the merger. Descriptions of some of these risks can be found in the Annual Reports of Spartan Stores and Nash-Finch on Form 10-K for the fiscal years ended March 30, 2013 and December 29, 2012, respectively, as such risks may be updated or supplemented in each company s subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, which are incorporated by reference into this joint proxy statement/prospectus. You should also consider the other information in this document and the other documents incorporated by reference into this document. See the section entitled Where You Can Find More Information beginning on page 160.

Risks Relating to the Merger

The merger is subject to conditions, including certain conditions that may not be satisfied, or completed on a timely basis, if at all. Failure to complete the merger could have material and adverse effects on Spartan Stores and Nash-Finch.

The completion of the merger is subject to a number of conditions, including the approval by the Spartan Stores shareholders of the Spartan Stores share issuance and the approval by Nash-Finch stockholders of the adoption of the merger agreement and of the merger, which make the completion and timing of the completion of the merger uncertain. See the section entitled The Merger Agreement Conditions to Completion of the Merger, beginning on page 109, for a more detailed discussion. Also, either Spartan Stores or Nash-Finch may terminate the merger agreement if the merger has not been consummated by January 21, 2014, except that this right to terminate the merger agreement will not be available to any party whose failure to perform any obligation under the merger agreement has been the cause of or the primary factor that resulted in the failure of the merger to be consummated on or before that date.

If the merger is not completed on a timely basis, or at all, Spartan Stores and Nash-Finch s respective ongoing businesses may be adversely affected and, without realizing any of the benefits of having completed the merger, Spartan Stores and Nash-Finch will be subject to a number of risks, including the following:

- Spartan Stores and Nash-Finch will be required to pay their respective costs relating to the merger, such as legal, accounting, financial advisory and printing fees, whether or not the merger is completed;

- time and resources committed by Spartan Stores and Nash-Finch s respective management to matters relating to the merger could otherwise have been devoted to pursuing other beneficial opportunities;

- the market price of Spartan Stores common stock or Nash-Finch common stock could decline to the extent that the current market price reflects a market assumption that the merger will be completed; and

- if the merger agreement is terminated and the board of directors of Spartan Stores or the board of directors of Nash-Finch seeks another business combination, Spartan Stores shareholders and Nash-Finch stockholders cannot be certain that Spartan Stores or Nash-Finch will be able to find a party willing to enter into a merger agreement on terms equivalent to or more attractive than the terms that the other party has agreed to in the merger agreement.

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The merger agreement contains provisions that limit each party s ability to pursue alternatives to the merger, could discourage a potential competing acquiror of either Spartan Stores or Nash-Finch from making a favorable alternative transaction proposal and, in specified circumstances, could require either party to pay a termination fee of $12 million to the other party.

The merger agreement contains certain provisions that restrict each of Spartan Stores and Nash-Finch s ability to initiate, solicit, knowingly encourage or, subject to certain exceptions, engage in discussions or negotiations with respect to, or approve or recommend, any third-party proposal for an alternative transaction. Further, even if the Spartan Stores board of directors withdraws or qualifies its recommendation with respect to the Spartan Stores share issuance or if the Nash-Finch board of directors withdraws or qualifies its recommendation with respect to the adoption of the merger agreement and the approval of the merger, unless the merger agreement has been terminated in accordance with its terms, Spartan Stores or Nash-Finch, as the case may be, will still be required to submit each of their merger-related proposals to a vote at their special meeting of stockholders. In addition, the other party generally has an opportunity to offer to modify the terms of the transactions contemplated by the merger agreement in response to any third-party alternative transaction proposal before the board of directors of the company that has received a third-party alternative transaction proposal may withdraw or qualify its recommendation with respect to the merger-related proposal. In some circumstances, upon termination of the merger agreement, a party will be required to pay a termination fee of $12 million to the other party. See the sections entitled The Merger Agreement Restrictions on Solicitation beginning on page 104, The Merger Agreement Termination of the Merger Agreement beginning on page 111 and The Merger Agreement Termination Fees and Expenses; Liability for Breach beginning on page 113.

These provisions could discourage a potential third-party acquiror or merger partner that might have an interest in acquiring all or a significant portion of Spartan Stores or Nash-Finch or pursuing an alternative transaction from considering or proposing such a transaction, even if it were prepared to pay consideration with a higher per share cash or market value than the per share cash or market value proposed to be received or realized in the merger or might result in a potential third-party acquiror or merger partner proposing to pay a lower price to the Spartan Stores shareholders or Nash-Finch stockholders than it might otherwise have proposed to pay because of the added expense of the $12 million termination fee that may become payable in certain circumstances.

If the merger agreement is terminated and either Spartan Stores or Nash-Finch determines to seek another business combination, Spartan Stores or Nash-Finch, as applicable, may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the merger.

If either party terminates the merger agreement because of the failure by the other party to fulfill its obligations, then the breaching party may be required to reimburse the terminating party s expenses.

The merger agreement provides that Spartan Stores may terminate the agreement, subject to certain exceptions, if Nash-Finch breaches or fails to perform any of its representations, warranties, covenants or other agreements therein and such breach or failure to performance is not cured within 30 business days or is incapable of being cured by January 21, 2014. Similarly, Nash-Finch may terminate the agreement, subject to certain exceptions, if Spartan Stores or Merger Sub breaches or fails to perform any of its respective representations, warranties, covenants or other agreements therein and such breach or failure to performance is not cured within 30 business days or is incapable of being cured by January 21, 2014. If the merger agreement is terminated as a result of a breach by the other party, the breaching party will be required to reimburse up to $10 million of the terminating party s documented out-of-pocket fees and expenses in connection with the transaction. In addition, if the breaching party receives a third-party proposal for certain types of alternative transactions prior to termination of the merger agreement and consummates a takeover proposal within 12 months after termination of the merger agreement or enters into an agreement for a takeover proposal within 12 months after termination of the merger agreement and subsequently consummates such transaction, the breaching party shall be required to pay a termination fee of $12 million, minus the amount of any expense reimbursement, to the terminating party.

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Spartan Stores and Nash-Finch s executive officers and directors have interests in the merger that may be different from, or in addition to, the interests of Spartan Stores and Nash-Finch stockholders generally.

Spartan Stores and Nash-Finch s executive officers and directors have interests in the merger that may be different from, or in addition to, the interests of Spartan Stores and Nash-Finch stockholders generally. The executive officers of Nash-Finch have arrangements with Nash-Finch that provide for severance, accelerated vesting of certain rights and other benefits if their employment is terminated under certain circumstances following the completion of the merger. In addition, certain of Nash-Finch s compensation and benefit plans and arrangements provide for payment or accelerated vesting or distribution of certain rights or benefits upon completion of the merger. Executive officers and directors of Nash-Finch also have rights to indemnification, advancement of expenses and directors and officers liability insurance that will survive completion of the merger.

The merger agreement contains certain provisions relating to the governance of the combined company following completion of the merger. Completion of the merger is subject to the conditions described under The Merger Agreement Conditions to Completion of the Merger beginning on page 109.

The board of directors of the combined company and its committees will have up to 12 directors as of the closing, including four of the five directors of Nash-Finch who are currently independent under NASDAQ rules and seven directors of Spartan Stores chosen by the current Spartan Stores board of directors, including five directors who are independent under NASDAQ rules. In addition, Nash-Finch has the right to designate a fifth independent director selected by its board of directors, subject to approval by Spartan Stores (which approval shall not be unreasonably withheld), prior to the consummation of the merger. If such additional independent director is not selected prior to the consummation of the merger, such independent director may be selected by the board of directors of the combined company. Each director shall be elected annually. The current Chairman of the Spartan Stores board of directors will continue as Chairman of the Board following the closing. In addition, following the closing, the Chairman of each of the Audit Committee and the Nominating and Governance Committee of the combined company shall be one of the directors who is currently an independent director of Nash-Finch and the Chairperson of the Compensation Committee of the combined company shall be one of the directors who is currently an independent director of Spartan Stores. The Spartan Stores board of directors shall re-nominate the former Nash-Finch members of the board for re-election at each of the next three annual meetings of shareholders.

The current President and Chief Executive Officer of Spartan Stores shall continue as the President and Chief Executive Officer of Spartan Stores after the closing. The current President and Chief Executive Officer of Nash-Finch will serve as an advisor to the combined company on an as needed basis. The President of Nash-Finch s military business will continue to lead the business in the combined company.

As of the date of this joint proxy statement/prospectus, Spartan Stores has not made a determination as to which of its directors will remain on the board of directors of the combined company.

The Spartan Stores and Nash-Finch boards of directors were aware of these interests at the time each approved the merger agreement, the merger and the other transactions contemplated by the merger agreement. These interests may cause Spartan Stores and Nash-Finch s directors and executive officers to view the proposed merger differently and more favorably than you may view them. These interests are described in greater detail in the sections entitled The Merger Interests of Spartan Stores Directors and Executive Officers in the Merger beginning on page 84, The Merger Interests of Nash-Finch Directors and Executive Officers in the Merger beginning on page 84, and The Merger Board of Directors and Management Following the Merger beginning on page 92.

Each party is subject to business uncertainties and contractual restrictions while the proposed merger is pending, which could adversely affect each party s business and operations.

In connection with the pendency of the merger, it is possible that some customers, suppliers and other persons with whom Spartan Stores or Nash-Finch has a business relationship may delay or defer certain business decisions or might decide to seek to terminate, change or renegotiate their relationships with Spartan Stores or

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Nash-Finch, as the case may be, as a result of the merger, which could negatively affect Spartan Stores or Nash-Finch s respective revenues, earnings and cash flows, as well as the market price of Spartan Stores or Nash-Finch s common stock, regardless of whether the merger is completed.

Under the terms of the merger agreement, each of Spartan Stores or Nash-Finch is subject to certain restrictions on the conduct of its business prior to completing the merger, which may adversely affect its ability to execute certain of its business strategies, including the ability in certain cases to enter into or amend contracts, acquire or dispose of assets, incur indebtedness or incur capital expenditures. Such limitations could negatively affect each party s businesses and operations prior to the completion of the merger.

The exchange ratio is fixed and will not be adjusted in the event of any change in either Spartan Stores or Nash-Finch s stock price.

Upon completion of the merger, each share of Nash-Finch common stock will be converted into the right to receive 1.20 shares of Spartan Stores common stock. This exchange ratio will not be adjusted for changes in the market price of either Spartan Stores common stock or Nash-Finch common stock between the date of signing the merger agreement and completion of the merger. Changes in the price of Spartan Stores common stock prior to the merger will affect the value of Spartan Stores common stock that Nash-Finch common stockholders will receive on the closing date. The exchange ratio will, however, be adjusted appropriately to fully reflect the effect of any reorganization, reclassification, recapitalization, stock split, split-up, stock dividend or other distribution, combination, exchange or readjustment with respect to the shares of either Nash-Finch common stock or Spartan Stores common stock prior to the completion of the merger.

The prices of Spartan Stores common stock and Nash-Finch common stock on the date of the completion of the merger may vary from their prices on the date the merger agreement was executed, on the date of this joint proxy statement/prospectus and on the date of each stockholder meeting. As a result, the value represented by the exchange ratio will also vary. For example, based on the range of closing prices of Spartan Stores common stock during the period from July 19, 2013, the last full trading day before the public announcement of the merger, through October 14, 2013, the latest practicable trading date before the date of this joint proxy statement/prospectus, the exchange ratio represented a value ranging from a high of $27.67 to a low of $23.60 for each share of Nash-Finch common stock.

These variations could result from changes in the business, operations or prospects of Spartan Stores or Nash-Finch prior to or following the completion of the merger, regulatory considerations, general market and economic conditions and other factors both within and beyond the control of Spartan Stores or Nash-Finch. At the time of the special stockholders meetings, Nash-Finch stockholders will not know with certainty the value of the shares of Spartan Stores common stock that they will receive upon completion of the merger.

The merger is subject to the expiration of applicable waiting periods and the receipt of approvals, consents or clearances from regulatory authorities that may impose conditions that could have an adverse effect on Nash-Finch, Spartan Stores or the combined company or, if not obtained, could prevent completion of the merger.

Before the merger may be completed, any waiting period (or extension thereof) applicable to the merger must have expired or been terminated, and any approvals, consents or clearances required in connection with the merger must have been obtained, in each case, under the HSR Act and other applicable law. In deciding whether to grant the required regulatory approval, consent or clearance, the relevant governmental entities will consider the effect of the merger on competition within their relevant jurisdiction. The terms and conditions of the approvals, consents and clearances that are granted may impose requirements, limitations or costs or place restrictions on the conduct of the combined company s business. Under the merger agreement, Spartan Stores and Nash-Finch have agreed to use their commercially reasonable efforts to obtain such approvals, consents and clearances and therefore may be required to comply with conditions or limitations imposed by governmental authorities, except that neither party may be required to agree to hold separate or divest any of its or its subsidiaries assets, facilities, properties or businesses, or agree to any limitations on its or its subsidiaries conduct or actions or covenants affecting business practices, and neither party may agree to any of the foregoing without the other party s prior written consent. There can be no assurance that regulators will not impose conditions, terms, obligations or restrictions and that such conditions, terms, obligations or restrictions will not have the effect of delaying completion of the merger or imposing additional material costs on or materially limiting the revenues of the combined company following the completion of the merger. In addition, neither Spartan Stores nor Nash-Finch can provide assurance that any such conditions, terms, obligations or restrictions will not result in the delay or abandonment of the merger. For a more detailed description of the regulatory review process, see the section entitled The Merger Regulatory Clearances Required for the Merger beginning on page 93.

Uncertainties associated with the merger may cause a loss of management personnel and other key employees which could adversely affect the future business and operations of the combined company.

Spartan Stores and Nash-Finch are dependent on the experience and industry knowledge of their officers and other key employees to execute their business plans. The combined company s success after the completion of the merger will depend in part upon the ability of Spartan Stores and Nash-Finch to retain key management personnel and other key employees. Current and prospective employees of Spartan Stores and Nash-Finch may experience uncertainty about their roles within the combined company following the completion of the merger, which may have an adverse effect on the ability of each of Spartan Stores and Nash-Finch to attract or retain key management and other key personnel. Accordingly, no assurance can be given that the combined company will be able to attract or retain key management personnel and other key employees of Spartan Stores and Nash-Finch to the same extent that Spartan Stores and Nash-Finch have previously been able to attract or retain their own employees.

Litigation filed against Spartan Stores, Nash-Finch, Merger Sub and Nash-Finch s board of directors could prevent or delay the consummation of the merger or result in the payment of damages following completion of the merger.

In connection with the merger, purported Nash-Finch stockholders have filed two putative stockholder class action lawsuits against Spartan Stores, Nash-Finch, Merger Sub and Nash-Finch s boards of directors, among others. Among other remedies, the plaintiffs seek to enjoin the merger. The outcome of any such litigation is uncertain. If a dismissal is not granted or a settlement is not reached, the lawsuits could prevent or delay completion of the merger and result in substantial costs to Spartan Stores and Nash-Finch, including any costs associated with indemnification. Additional lawsuits may be filed against Spartan Stores, Nash-Finch or the directors and officers of either company in connection with the merger. The defense or settlement of any lawsuit or claim that remains unresolved at the time the merger is consummated may adversely affect the combined company s business, financial condition, results of operations and cash flows. See The Merger Litigation Related to the Merger beginning on page 96 for more information about the lawsuits that have been filed related to the merger.

The unaudited pro forma condensed combined financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and may not be reflective of the operating results and financial condition of the combined company following completion of the merger.

The unaudited pro forma condensed combined financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what the combined company s actual financial position or results of operations would have been had the merger been completed on the dates indicated. Further, the combined company s actual results and financial position after the merger may differ materially and adversely from the unaudited pro forma condensed combined financial data that is included in this joint proxy statement/prospectus. The unaudited pro forma condensed combined financial information has been

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prepared with the expectation, as of the date of this joint proxy statement/prospectus, that Spartan Stores will be identified as the acquirer under GAAP and reflects adjustments based upon preliminary estimates of the fair value of assets to be acquired and liabilities to be assumed. The final acquisition accounting will be based upon the actual purchase price and the fair value of the assets and liabilities of the party that is determined to be the acquiree under GAAP as of the date of the completion of the merger. In addition, subsequent to the closing date, there will be further refinements of the acquisition accounting as additional information becomes available. Accordingly, the final acquisition accounting may differ materially from the pro forma condensed combined financial information reflected in this document. See Unaudited Pro Forma Condensed Combined Financial Information beginning on page 122 for more information.

Completion of the merger may trigger change in control or other provisions in certain agreements to which Nash-Finch is a party.

The completion of the merger may trigger change in control or other provisions in certain agreements to which Nash-Finch is a party. If Spartan Stores and Nash-Finch are unable to negotiate waivers of those provisions, the counterparties may exercise their rights and remedies under the agreements, potentially terminating the agreements or seeking monetary damages. Even if Spartan Stores and Nash-Finch are able to negotiate waivers, the counterparties may require a fee for such waivers or seek to renegotiate the agreements on terms less favorable to Nash-Finch or the combined company.

Risks Relating to the Combined Company after Completion of the Merger

The combined company may be unable to successfully integrate the businesses of Spartan Stores and Nash-Finch and realize the anticipated benefits of the merger.

The merger involves the combination of two companies that currently operate as independent public companies. The combined company will be required to devote significant management attention and resources to integrating the business practices and operations of Spartan Stores and Nash-Finch. Potential difficulties the combined company may encounter as part of the integration process include the following:

- the inability to successfully combine the businesses of Spartan Stores and Nash-Finch in a manner that permits the combined company to achieve the full synergies anticipated to result from the merger;
- complexities associated with managing the businesses of the combined company, including the challenge of integrating complex systems, technology, distribution channels, networks and other assets of each of the companies in a seamless manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies;
- integrating the workforces of the two companies while maintaining focus on providing consistent, high quality customer service; and
- potential unknown liabilities and unforeseen increased expenses or delays associated with the merger, including capital expenditures and one-time cash costs to integrate the two companies that may exceed the anticipated range of $24 million to $27 million in one-time cash costs and capital expenditures that Spartan Stores and Nash-Finch currently estimate.

In addition, Spartan Stores and Nash-Finch have operated and, until the completion of the merger, will continue to operate independently and may not begin the actual integration process. Although the parties are conducting an integration planning process as permitted by legal restrictions, this process could result in:

- diversion of the attention of each company s management; and
- the disruption of, or the loss of momentum in, each company s ongoing businesses or inconsistencies in standards, controls, procedures and policies,

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any of which could adversely affect each company s ability to maintain relationships with customers, suppliers, employees and other constituencies or Spartan Stores and Nash-Finch s ability to achieve the anticipated benefits of the merger or could reduce each company s earnings or otherwise adversely affect the business and financial results of the combined company.

Spartan Stores shareholders and Nash-Finch stockholders will have a reduced ownership and voting interest after the merger and will exercise less influence over the policies of the combined company.

Spartan Stores shareholders presently have the right to vote in the election of Spartan Stores board of directors and on other matters affecting Spartan Stores. Nash-Finch stockholders presently have the right to vote in the election of Nash-Finch s board of directors and on other matters affecting Nash-Finch. Immediately after the merger is completed, it is expected that current Spartan Stores shareholders will own approximately 57.7% of the combined company s common stock outstanding and current Nash-Finch stockholders will own approximately 42.3% of the combined company s common stock outstanding, respectively.

As a result, current Spartan Stores shareholders and current Nash-Finch stockholders will have less influence on the policies of the combined company than they now have on the policies of Spartan Stores and Nash-Finch, respectively.

The future results of the combined company will suffer if the combined company does not effectively manage its expanded operations following the completion of the merger.

Following the completion of the merger, the size of the business of the combined company will increase significantly beyond the current size of either Spartan Stores or Nash-Finch s business. The combined company s future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs and complexity. There can be no assurances that the combined company will be successful or that it will realize the expected operating efficiencies, cost savings and other benefits currently anticipated from the merger.

The combined company is expected to incur substantial expenses related to the completion of the merger and the integration of Spartan Stores and Nash-Finch.

The combined company is expected to incur substantial expenses in connection with the completion of the merger and the integration of Spartan Stores and Nash-Finch. There are a large number of processes, policies, procedures, operations, technologies and systems that must be integrated, including purchasing, accounting and finance, sales, payroll, pricing, revenue management, marketing and benefits. In addition, the businesses of Spartan Stores and Nash-Finch will continue to maintain a presence in Grand Rapids, Michigan and Minneapolis, Minnesota. While Spartan Stores and Nash-Finch have assumed that a certain level of expenses would be incurred, there are many factors beyond their control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. These expenses could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings. These integration expenses likely will result in the combined company taking significant charges against earnings following the completion of the merger, and the amount and timing of such charges are uncertain at present.

The combined company will be significantly more highly leveraged than Spartan Stores is currently.

Upon completion of the merger, the combined company expects to incur approximately $100 million in additional indebtedness. Although the combined company intends to repay the current indebtedness of Nash-Finch in full with the proceeds of the new indebtedness, the combined company will have consolidated indebtedness of approximately $600 million, which is greater than the current indebtedness of Spartan Stores prior to the merger. The increased indebtedness and higher debt-to-equity ratio of the combined company in comparison to that of Spartan Stores on a historical basis will have the effect, among other things, of reducing the flexibility of Spartan Stores to respond to changing business and economic conditions and increasing borrowing costs. For more information on the financial impact of the combined company s indebtedness, see Unaudited Pro Forma Condensed Combined Financial Information beginning on page 122.

The financing arrangements that the combined company will enter into in connection with the merger may, under certain circumstances, contain restrictions and limitations that could significantly impact the combined company s ability to operate its business.

Spartan Stores is incurring significant new indebtedness in connection with the merger. Spartan Stores and Nash-Finch expect that the agreements governing the indebtedness that the combined company will incur in connection with the merger will contain covenants that, among other things, may, under certain circumstances, place limitations on the dollar amounts paid or other actions relating to:

- payments in respect of, or redemptions or acquisitions of, debt or equity issued by the combined company or its subsidiaries, including the payment of dividends on Spartan Stores common stock;
- incurring additional indebtedness;
- incurring guarantee obligations;
- paying dividends;
- creating liens on assets;
- entering into sale and leaseback transactions;
- making investments, loans or advances;
- entering into hedging transactions;
- engaging in mergers, consolidations or sales of all or substantially all of their respective assets; and
- engaging in certain transactions with affiliates.

In addition, the combined company will be required to maintain a minimum amount of excess availability as set forth in these agreements.

The combined company s ability to maintain minimum excess availability in future periods will depend on its ongoing financial and operating performance, which in turn will be subject to economic conditions and to financial, market and competitive factors, many of which are beyond the combined company s control. The ability to comply with this covenant in future periods will also depend on the combined company s ability to successfully implement its overall business strategy and realize contemplated merger synergies.

Various risks, uncertainties and events beyond the combined company s control could affect its ability to comply with the covenants contained in its debt agreements. Failure to comply with any of the covenants in its existing or future financing agreements could result in a default under those agreements and under other agreements containing cross-default provisions. A default would permit lenders to accelerate the maturity of the debt under these agreements and to foreclose upon any collateral securing the debt. Under these circumstances, the combined company might not have sufficient funds or other resources to satisfy all of its obligations. In addition, the limitations imposed by financing agreements on the combined company s ability to incur additional debt and to take other actions might significantly impair its ability to obtain other financing.

We have obtained commitment letters from potential lenders. However, the loan documents have not been finalized.

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The market price of the combined company s common stock may be affected by factors different from those affecting the price of Spartan Stores or Nash-Finch common stock.

Upon completion of the merger, holders of Spartan Stores common stock and Nash-Finch common stock will become holders of common stock in the combined company. As the businesses of Spartan Stores and Nash-Finch are different, the results of operations as well as the price of the combined company s common stock may in the future be affected by factors different from those factors affecting Spartan Stores and Nash-Finch as independent stand-alone companies. The combined company will face additional risks and uncertainties that Spartan Stores or Nash-Finch may currently not be exposed to as independent companies.

Other Risk Factors of Spartan Stores and Nash-Finch

Spartan Stores and Nash-Finch s businesses are and will be subject to the risks described above. In addition, Spartan Stores and Nash-Finch are, and will continue to be subject to the risks described in Spartan Stores and Nash-Finch s Annual Reports on Form 10-K for the fiscal year ended March 30, 2013 and December 29, 2012, respectively, as updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. See Where You Can Find More Information beginning on page 160 for the location of information incorporated by reference into this joint proxy statement/prospectus.

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THE COMPANIES

Spartan Stores, Inc.

Spartan Stores is a leading regional grocery distributor and grocery retailer, operating principally in Michigan and Indiana. Spartan Stores operates two reportable business segments: Distribution and Retail. Spartan Stores Distribution segment provides a full line of grocery, general merchandise, health and beauty care, frozen and perishable items to approximately 390 independently owned grocery locations and Spartan Stores 102 corporate owned stores. Spartan Stores retail segment operates 102 retail supermarkets in Michigan including D&W Fresh Markets, Family Fare Supermarkets, Glen s Markets, VG s Food and Pharmacy and Valu Land. In addition, Spartan Stores Retail segment operates 30 fuel centers/convenience stores, generally adjacent to Spartan Stores supermarket locations. Spartan Stores supermarkets have a neighborhood market focus to distinguish them from supercenters.

Established in 1917 as a cooperative grocery distributor, Spartan Stores converted to a for-profit business corporation in 1973. In January 1999, Spartan Stores began to acquire retail supermarkets in Spartan Stores focused geographic regions. In August 2000, Spartan Stores common stock became listed on Nasdaq.

Spartan Stores common stock is traded on Nasdaq under the symbol SPTN.

The principal executive offices of Spartan Stores are located at 850 76th Street, S.W., Grand Rapids, Michigan 49518, and Spartan Stores telephone number is (616) 878-2000. Additional information about Spartan Stores and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See Where You Can Find More Information on page 160.

Nash-Finch Company

Nash-Finch is the largest food distributor serving military commissaries and exchanges in the United States, in terms of revenue. Its core businesses include distributing food to military commissaries and independent grocery retailers and distributing to and operating its corporate-owned retail stores. Its business consists of three primary operating segments: Military Food Distribution (referred to as Military), Food Distribution and Retail.

Nash-Finch s Military segment contracts with manufacturers to distribute a wide variety of food products to military commissaries and exchanges located in the United States and the District of Columbia, and in Europe, Puerto Rico, Cuba, the Azores, Egypt and Bahrain. Nash-Finch has over 30 years of experience acting as a distributor to U.S. military commissaries and exchanges.

Nash-Finch s Food Distribution segment sells and distributes a wide variety of nationally branded and private label grocery products and perishable food products from 13 distribution centers to approximately 1,500 independent retail locations and corporate-owned retail stores located in 41 states, primarily in the Midwest, Great Lakes, and Southeast regions of the United States.

Nash-Finch s Retail segment operated 76 corporate-owned grocery stores, as of August 20, 2013, primarily in the Upper Midwest under the Family Fresh Market®, Econofoods®, Family Thrift Center®, No Frills®, Bag n Save®, Supermercado Nuestra Familia®, and Sun Mart® trade names.

Nash-Finch common stock trades on the Nasdaq Stock Market under the symbol NAFC.

The principal executive offices of Nash-Finch are located at 7600 France Avenue South, Minneapolis, Minnesota 55435 , and Nash-Finch s telephone number is (952) 832-0534. Additional information about Nash-Finch and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See Where You Can Find More Information on page 160.

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SS Delaware, Inc.

SS Delaware, Inc., a wholly owned subsidiary of Spartan Stores, Inc., is a Delaware corporation that was formed on July 18, 2013 for the sole purpose of effecting the merger. In the merger, SS Delaware, Inc. will be merged with and into Nash-Finch, with Nash-Finch surviving as a wholly owned subsidiary of Spartan Stores.

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THE SPARTAN STORES SPECIAL MEETING

This joint proxy statement/prospectus is being provided to the Spartan Stores shareholders as part of a solicitation of proxies by the Spartan Stores board of directors for use at the Spartan Stores special meeting to be held at the time and place specified below and at any properly convened meeting following an adjournment or postponement thereof. This joint proxy statement/prospectus provides Spartan Stores shareholders with information they need to know to be able to vote or instruct their vote to be cast at the Spartan Stores special meeting.

Date, Time and Place

The special meeting of Spartan Stores shareholders will be held at the offices of Warner Norcross & Judd LLP, 111 Lyon Street NW, Grand Rapids, MI 49503, on Monday, November 18, at 10:00 a.m., local time.

Purpose of the Spartan Stores Special Meeting

At the Spartan Stores special meeting, Spartan Stores shareholders will be asked to consider and vote on the following:

- a proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger;
- a proposal to approve an amendment to Spartan Stores restated articles of incorporation to increase the number of authorized shares of common stock of Spartan Stores from 50 million to 100 million;
- a proposal to approve the adjournment of the Spartan Stores special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to approve the first proposal listed above.

Completion of the merger is conditioned on approval of the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, but it is not conditioned on approval of the proposed amendment to Spartan Stores restated articles of incorporation.

Recommendation of the Spartan Stores Board of Directors

At a special meeting held on July 21, 2013, the Spartan Stores board of directors unanimously determined that the merger and the other transactions contemplated by the merger agreement, including the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, are in the best interests of Spartan Stores and its shareholders. At that same special meeting, the Spartan Stores board of directors determined that the proposed amendment to the Spartan Stores restated articles of incorporation to increase the authorized shares of common stock from 50 million to 100 million is in the best interests of Spartan Stores and its shareholders. **Accordingly, the Spartan Stores board of directors unanimously recommends that Spartan Stores shareholders vote FOR the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, FOR the proposal to approve an amendment to the Spartan Stores restated articles of incorporation and FOR the proposal to approve the adjournment of the Spartan Stores special meeting, if necessary or appropriate, to permit further solicitation of proxies.**

Spartan Stores shareholders should carefully read this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes in their entirety for more detailed information concerning the merger and the transactions contemplated by the merger agreement.

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Spartan Stores Record Date; Shareholders Entitled to Vote

The record date for the Spartan Stores special meeting is October 15, 2013. Only record holders of shares of Spartan Stores common stock at the close of business on such date are entitled to notice of, and to vote at, the Spartan Stores special meeting or any adjournment or postponement thereof. At the close of business on the record date, the only outstanding voting securities of Spartan Stores were common stock, and 21,874,509 shares of Spartan Stores common stock were issued and outstanding.

Each share of Spartan Stores common stock outstanding on the record date of the Spartan Stores special meeting is entitled to one vote on each proposal and any other matter coming before the Spartan Stores special meeting.

Voting by Spartan Stores Directors and Executive Officers

At the close of business on the record date for the Spartan Stores special meeting, Spartan Stores directors and executive officers and their affiliates were entitled to vote 854,001 shares of Spartan Stores common stock or approximately 3.9% of the shares of Spartan Stores common stock outstanding on that date. We currently expect that Spartan Stores directors and executive officers and their affiliates will vote their shares in favor of all Spartan Stores proposals, but no director has entered into any agreement obligating him or her to do so.

Quorum

No business may be transacted at the Spartan Stores special meeting unless a quorum is present. Shareholders who hold shares representing at least a majority of the shares entitled to vote at the Spartan Stores special meeting must be present in person or represented by proxy to constitute a quorum. If a quorum is not present, or if fewer shares are voted in favor of the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger than is required, then the special meeting may be adjourned to allow additional time for obtaining additional proxies, if the approval of a majority of the votes cast at the special meeting is obtained.

No notice of an adjourned meeting need be given unless after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At any adjourned meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the adjourned meeting.

All shares of Spartan Stores common stock represented at the Spartan Stores special meeting, including shares that are represented but that vote to abstain, will be treated as present for purposes of determining the presence or absence of a quorum. Broker non-votes will have no effect on determining the presence or absence of a quorum.

Required Vote

The required votes to approve the Spartan Stores proposals are as follows:

- The issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger requires the approval of a majority of the votes cast at the Spartan Stores special meeting, assuming a quorum. Failures to vote, broker non-votes and abstentions will have no effect on the vote for the proposal.

- The approval of the proposed amendment to Spartan Stores restated articles of incorporation to increase the number of authorized shares of Spartan Stores common stock requires the approval of a majority of the outstanding shares of Spartan Stores common stock entitled to vote at the Spartan Stores special meeting. Failures to vote, broker non-votes and abstentions will have the same effect as a vote AGAINST the proposal.

The adjournment of the Spartan Stores special meeting, if necessary or appropriate, to solicit additional proxies requires the approval of a majority of the votes cast at the Spartan Stores special meeting, regardless of whether there is a quorum. Failures to vote, broker non-votes and abstentions will have no effect on the vote for the proposal.

Voting of Proxies by Holders of Record

If you were a record holder of Spartan Stores stock at the close of business on the record date of the Spartan Stores special meeting, a proxy card is enclosed for your use. Spartan Stores requests that you vote your shares as promptly as possible by (i) visiting the internet site listed on the Spartan Stores proxy card, (ii) calling the toll-free number listed on the Spartan Stores proxy card or (iii) submitting your Spartan Stores proxy card by mail by using the provided self-addressed, stamped envelope. Information and applicable deadlines for voting through the internet or by telephone are set forth on the enclosed proxy card. When the accompanying proxy is returned properly executed, the shares of Spartan Stores common stock represented by it will be voted at the Spartan Stores special meeting or any adjournment or postponement thereof in accordance with the instructions contained in the proxy card. Your internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

If a proxy is returned without an indication as to how the shares of Spartan Stores common stock represented are to be voted with regard to a particular proposal, the Spartan Stores common stock represented by the proxy will be voted in accordance with the recommendation of the Spartan Stores board of directors and, therefore, FOR the proposal to approve the issuance of shares of Spartan Stores common stock to Nash-Finch stockholders in connection with the merger, FOR the proposed amendment to the Spartan Stores restated articles of incorporation and FOR the proposal to adjourn the Spartan Stores special meeting, if necessary or appropriate, to permit further solicitation of proxies.

At the date hereof, the Spartan Stores board of directors has no knowledge of any business that will be presented for consideration at the Spartan Stores special meeting and that would be required to be set forth in this joint proxy statement/prospectus or the related proxy card other than the matters set forth in Spartan Stores Notice of Special Meeting of Stockholders. If any other matter is properly presented at the Spartan Stores special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

Your vote is important. Accordingly, if you were a record holder of Spartan Stores common stock on the record date of the Spartan Stores special meeting, please sign and return the enclosed proxy card or vote via the internet or telephone whether or not you plan to attend the Spartan Stores special meeting in person. Proxies submitted through the specified internet website or by phone must be received by 1:00 a.m., Eastern Time, on November 18, 2013.

Shares Held in Street Name

If you hold shares of Spartan Stores common stock through a stock brokerage account or a bank or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. The record holder of such shares is your broker, bank or other nominee, and not you, and you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to Spartan Stores or by voting in person at the Spartan Stores special meeting unless you have a legal proxy, which you must obtain from your broker, bank or other nominee. Please also note that brokers, banks or other nominees who hold shares of Spartan Stores common stock on behalf of their customers may not give a proxy to Spartan Stores to vote those shares without specific instructions from their customers.

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If you are a Spartan Stores shareholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee may not vote your shares on any of the Spartan Stores proposals.

Attending the Meeting; Voting in Person

Only Spartan Stores shareholders, their duly appointed proxies, and invited guests may attend the meeting. **All attendees must present government-issued photo identification** (such as a driver s license or passport) for admittance. The additional items, if any, that attendees must bring depend on whether they are shareholders of record, beneficial owners, or proxy holders. A Spartan Stores shareholder who holds shares directly registered in such shareholder s name with Spartan Stores transfer agent, Computershare, who wishes to attend the special meeting in person should bring government-issued photo identification.

A shareholder who holds shares in street name through a broker, bank, trustee or other nominee (referred to as a beneficial owner) who wishes to attend the special meeting in person must bring proof of beneficial ownership as of the record date, such as a letter from the broker, bank, trustee or other nominee that is the record owner of such beneficial owner s shares, a brokerage account statement or the voting instruction form provided by the broker).

A person who holds a validly executed proxy entitling such person to vote on behalf of a record owner of Spartan Stores shares who wishes to attend the special meeting in person must bring the validly executed proxy naming such person as the proxy holder, signed by the Spartan Stores shareholder, and proof of the signing shareholder s record ownership as of the record date.

No cameras, recording equipment or other electronic devices will be allowed in the meeting room. Failure to provide the requested documents at the door or failure to comply with the procedures for the special meeting may prevent stockholders from being admitted to the Spartan Stores special meeting.

Revocation of Proxies

A Spartan Stores shareholder may revoke a proxy at any time before it is voted at the meeting by taking any of the following four actions:

- delivering written notice of revocation to Spartan Stores Secretary, 850 76th Street, S.W., P.O. Box 8700, Grand Rapids, Michigan 49518-8700;
- delivering a proxy card bearing a later date than the proxy that you wish to revoke;
- casting a subsequent vote via telephone or the Internet, as described above; or
- attending the meeting and voting in person.

Merely attending the meeting will not, by itself, revoke your proxy; you must cast a subsequent vote at the meeting using forms provided for that purpose. Your last valid vote that we receive before or at the annual meeting is the vote that will be counted.

Tabulation of Votes

Spartan Stores has appointed IVS Associates to serve as the Inspector of Election for the Spartan Stores special meeting. IVS Associates will independently tabulate affirmative and negative votes and abstentions.

Solicitation of Proxies

Spartan Stores is soliciting proxies for the Spartan Stores special meeting from its stockholders. In accordance with the merger agreement, Spartan Stores will pay its own cost of soliciting proxies from its

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shareholders, including the cost of mailing this joint proxy statement/prospectus. In addition to solicitation of proxies by mail, proxies may be solicited by Spartan Stores officers, directors and regular employees, without additional remuneration, by personal interview, telephone or other means of communication.

Spartan Stores will make arrangements with brokerage houses, custodians, nominees and fiduciaries to forward proxy solicitation materials to beneficial owners of Spartan Stores common stock. Spartan Stores may reimburse these brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding the proxy materials.

To help assure the presence in person or by proxy of the largest number of shareholders possible, we have engaged Eagle Rock Proxy Advisors, LLC, a proxy solicitation firm (referred to as Eagle Rock), to solicit proxies on Spartan Stores behalf. We have agreed to pay to Eagle Rock a proxy solicitation fee of $7,500. We will also reimburse Eagle Rock for its reasonable out-of-pocket costs and expenses.

Adjournments

Any adjournment of the Spartan Stores special meeting may be made from time to time if the approval of the holders of a majority of the votes cast at the Spartan Stores special meeting is obtained, whether or not a quorum exists, without further notice other than by an announcement made at the special meeting (unless a new record date is fixed). If a quorum is not present at the special meeting, the chairman may adjourn the meeting to solicit additional proxies. If a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the proposal to issue shares of Spartan Stores common stock in connection with the merger, then Spartan Stores shareholders may be asked to vote on a proposal to adjourn the Spartan Stores special meeting so as to permit the further solicitation of proxies.

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THE NASH-FINCH SPECIAL MEETING

This joint proxy statement/prospectus is being provided to the Nash-Finch stockholders as part of a solicitation of proxies by the Nash-Finch board of directors for use at the Nash-Finch special meeting to be held at the time and place specified below and at any properly convened meeting following an adjournment or postponement thereof. This joint proxy statement/prospectus provides Nash-Finch stockholders with information they need to know to be able to vote or instruct their vote to be cast at the Nash-Finch special meeting.