

FOODARAMA SUPERMARKETS, INC.
Form SC 13E3/A
July 25, 2006

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

SCHEDULE 13E-3

RULE 13e-3 TRANSACTION STATEMENT
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934
and Rule 13e-3 thereunder)

(Amendment No. 5)

FOODARAMA SUPERMARKETS, INC.
(Name of Issuer)

FOODARAMA SUPERMARKETS, INC.
SAKER HOLDINGS CORP.
JOSEPH J. SAKER
RICHARD J. SAKER
JOSEPH J. SAKER, JR.
THOMAS A. SAKER
JOSEPH SAKER FAMILY PARTNERSHIP, L.P.

(Name of Person(s) Filing Statement)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

344820105
(CUSIP Number of Class of Securities)

Michael Shapiro
Chief Financial Officer
922 Highway 33
Building 6, Suite 1
Freehold, New Jersey 07728
(732) 294-2270

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and
Communications on Behalf of the Persons Filing Statement)

With a Copy to:
John A. Aiello, Esq.
Giordano, Halleran & Ciesla, P.C.
125 Half Mile Road
P.O. Box 190
Middletown, New Jersey 07748
(732) 741-3900

This statement is filed in connection with (check the appropriate box):

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- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

CALCULATION OF FILING FEE

| Transaction Valuation (1) ----- | Amount of Filing Fee ----- |
|------------------------------------|-------------------------------|
| \$56,309,084 | \$6,026 |

(1) The transaction valuation was determined by multiplying \$52.00, the average of the high and low trading prices of the common stock of Foodarama Supermarkets, Inc. as of March 23, 2006, by 1,082,867 shares of Foodarama's common stock to be exchanged pursuant to the transaction.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$5,498

Amount Previously Paid: \$528

Form or Registration No.: Registration Statement on Form S-4.

Form or Registration No.: Amendment No. 1 to Registration Statement on Form S-4.

Filing Party: FSM-Delaware, Inc.

Filing Party: FSM-Delaware, Inc.

Date Filed: March 27, 2006

Date Filed: May 8, 2006

INTRODUCTION

This Amendment No. 5 to Rule 13e-3 Transaction Statement on Schedule 13E-3 (this "Amendment") amends and supplements the Transaction Statement on Schedule 13E-3 (the "Schedule 13E-3") filed with the Securities and Exchange Commission (the "SEC") on March 27, 2006, as amended by Amendment No. 1 to Schedule 13E-3 filed with the SEC on May 8, 2006, as further amended by Amendment No. 2 to Schedule 13E-3 filed with the SEC on June 1, 2006, as further amended by Amendment No. 3 to Schedule 13E-3 filed with the SEC on June 13, 2006, as further amended by Amendment No. 4 to Schedule 13E-3 files with the SEC on July 20, 2006, in connection with the Agreement and Plan of Share Exchange, dated as of March 2, 2006 (the "Share Exchange Agreement") between Foodarama Supermarkets, Inc. ("Foodarama") and FSM-Delaware, Inc. ("FSM-Delaware"), a Delaware corporation and wholly-owned subsidiary of Foodarama.

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The Share Exchange Agreement had been executed as part of a "going private" transaction whereby Foodarama would cease being a publicly traded company. In June 2006, Saker Holdings Corp. (the "Purchaser"), a Delaware corporation formed by a purchaser group consisting of Richard J. Saker, President and Chief Executive Officer of Foodarama, Joseph J. Saker, Chairman of Foodarama, Joseph J. Saker, Jr., Senior Vice President - Marketing and Advertising and Secretary of Foodarama, Thomas A. Saker, Vice President of Store Operations of Foodarama, the Joseph Saker Family Partnership, L.P. and four other members of the family of Joseph J. Saker (collectively, the "Purchaser Group"), had commenced an offer (the "Tender Offer") to purchase all of the outstanding shares of Foodarama common stock not currently owned by the Purchaser Group, at a price of \$53 per share.

This Amendment is being filed by Foodarama, the issuer of the securities that are the subject of the Rule 13e-3 transaction, the Purchaser and certain members of the Purchaser Group who are deemed to be affiliates of Foodarama. On June 13, 2006, FSM Delaware filed with the SEC Amendment No. 3 to Registration Statement on Form S-4 which includes a proxy statement/prospectus (the "Proxy Statement/Prospectus") pursuant to the Securities Act of 1933, as amended, containing information with respect to the Share Exchange Agreement and the "going private" transaction. The information set forth in the Proxy Statement/Prospectus, including all appendices thereto, is expressly incorporated by reference into this Amendment in its entirety, and the information contained in this Amendment is qualified in its entirety by the provisions of the Proxy Statement/Prospectus.

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Item 15. Additional Information.

(b) Other Material Information.

This Amendment hereby amends and supplements the Schedule 13E-3 by adding the following disclosure for Item 15 thereof:

On July 25, 2006, Foodarama and the Purchaser issued a press release announcing that the Purchaser has accepted for payment all of the shares tendered as of the expiration date of the Tender Offer for all of the outstanding shares of Foodarama common stock not owned by the Purchaser Group. The full text of the press release is filed as Exhibit (a)(6) to this Amendment and is incorporated herein. Based upon information provided by American Stock Transfer & Trust Company, the depository for the Tender Offer, 416,363 shares were validly tendered (and not properly withdrawn) in the Tender Offer prior to the Tender Offer's expiration at 12:00 midnight on July 19, 2006. These shares, together with shares held by members of the Purchaser Group, represent approximately 91% of the outstanding common stock of Foodarama.

Foodarama also announced that the share exchange (the "Share Exchange") between Foodarama and FSM-Delaware, which had been proposed in connection with the Tender Offer, became effective at 7:00 p.m. on July 24, 2006, and, at that time, each outstanding share of Foodarama common stock was exchanged for one share of common stock of FSM-Delaware. The Share Exchange was immediately followed by the merger of FSM-Delaware with and into Purchaser. As a result of the merger, shareholders of Foodarama who did not tender shares in the Tender Offer, other than the members of the Purchaser Group, will receive \$53 per share in cash for the shares of FSM-Delaware which would otherwise be issuable to them pursuant to the Share Exchange, subject to their right to seek appraisal rights under Delaware law. These transactions have resulted in Foodarama becoming a wholly owned subsidiary of Purchaser and ceasing to be a publicly traded

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company.

Item 16. Exhibits.

| Exhibit No. | Description. |
|-------------|--|
| ----- | ----- |
| (a) (4) | Proxy Statement/Prospectus, incorporated by reference to the Proxy Statement/Prospectus contained in Amendment No. 3 to Registration Statement on Form S-4, filed by FSM-Delaware, Inc. with the SEC on June 13, 2006. |
| (a) (5) | Press Release issued by Foodarama and the Purchaser announcing the results of the Tender Offer and the approval of the Share Exchange, incorporated by reference to Exhibit (a)(5) to Amendment No. 4 to Schedule 13E-3, filed by Foodarama, the Purchaser and the Purchaser Group with the SEC on July 20, 2006. |
| (a) (6) | Press Release issued by Foodarama and Purchaser announcing the completion of the going private transaction. |
| (b) | Amended and Restated Commitment Letter, dated as of November 23, 2005, issued by GMAC Commercial Finance LLC on June 6, 2006, incorporated by reference to Exhibit (b) to Amendment No. 3 to Schedule 13E-3, filed by Foodarama, the Purchaser and certain members of the Purchaser Group with the SEC on June 13, 2006. |
| 4 | |
| (c) (1) | Fairness Opinion of William Blair & Company LLC, incorporated by reference to Annex B to the Proxy Statement/Prospectus. |
| (c) (2) | Materials dated March 2, 2006 presented to the Special Committee by William Blair & Company in connection with the March 2, 2006 meeting of the Special Committee, incorporated by reference to Exhibit (c)(2) to Amendment No. 1 to Schedule 13E-3, filed by Foodarama, the Purchaser and certain members of the Purchaser Group with the SEC on May 8, 2006. |
| (c) (3) | Materials dated January 27, 2006 presented to the Special Committee by William Blair & Company in connection with the January 30, 2006 conference call with the Special Committee, incorporated by reference to Exhibit (c)(3) to Amendment No. 3 to Schedule 13E-3, filed by Foodarama, the Purchaser and certain members of the Purchaser Group with the SEC on June 13, 2006. |
| (c) (4) | Materials dated January 20, 2006 presented to the Special Committee by William Blair & Company in connection with the January 23, 2006 meeting of the Special Committee, incorporated by reference to Exhibit (c)(4) to Amendment No. 3 to Schedule 13E-3, filed by Foodarama, the Purchaser and certain members of the Purchaser Group with the SEC on June 13, 2006. |
| (d) (1) | Agreement and Plan of Share Exchange, dated March 2, 2006, by and between Foodarama and FSM-Delaware, incorporated by reference to Annex A to the Proxy Statement/Prospectus. |

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- (d) (2) (i) Tender Offer and Support Agreement, dated as of March 2, 2006, by and between Foodarama and Purchaser, incorporated by reference to Exhibit 99.2 to the report on Form 8-K/A filed by Foodarama with the SEC on March 27, 2006.
- (d) (2) (ii) First Amendment to Tender Offer and Support Agreement, dated June 7, 2006, by and between Foodarama and Purchaser, incorporated by reference to Exhibit (d) (2) (ii) to Amendment No. 3 to Schedule 13E-3, filed by Foodarama, the Purchaser and certain members of the Purchaser Group with the SEC on June 13, 2006.
- (d) (3) Form of Agreement and Plan of Merger, by and between FSM-Delaware and Purchaser, incorporated by reference to Annex D to the Proxy Statement/Prospectus.
- (d) (4) Custody Agreement and Limited Power of Attorney, by and among Purchaser and members of the Purchaser Group, incorporated by reference to Exhibit (d) (4) to Amendment No. 1 to Schedule 13E-3 filed by Foodarama, the Purchaser and certain members of the Purchaser Group with the SEC on May 8, 2006.
- (d) (5) Custody Agreement, by and among Purchaser and members of the Purchaser Group, incorporated by reference to Exhibit (d) (5) to Amendment No. 1 to Schedule 13E-3 filed by Foodarama, the Purchaser and certain members of the Purchaser Group with the SEC on May 8, 2006.

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- (d) (6) Exchange Agreement, dated March 2, 2006, by and among Purchaser and members of the Purchaser Group, incorporated by reference to Exhibit (d) (6) to Amendment No. 1 to Schedule 13E-3 filed by Foodarama, the Purchaser and certain members of the Purchaser Group with the SEC on May 8, 2006.
- (d) (7) Amendment No. 1 to Exchange Agreement, dated March 17, 2006, by and among Purchaser and members of the Purchaser Group, incorporated by reference to Exhibit (d) (7) to Amendment No. 1 to Schedule 13E-3 filed by Foodarama, the Purchaser and certain members of the Purchaser Group with the SEC on May 8, 2006.
- (f) None.
- (g) None.

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 25, 2006

FOODARAMA SUPERMARKETS, INC.

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By: /s/ Michael Shapiro

Name: Michael Shapiro
Title: Chief Financial Officer

Saker Holdings Corp.

By: /s/ Richard J. Saker

Name: Richard J. Saker
Title: President and Chief Executive Officer

/s/ Joseph J. Saker

Joseph J. Saker

/s/ Richard J. Saker

Richard J. Saker

/s/ Joseph J. Saker, Jr.

Joseph J. Saker, Jr.

/s/ Thomas A. Saker

Thomas A. Saker

Joseph Saker Family Partnership, L.P.

By: Saker Family Corporation, General Partner

By: /s/ Richard J. Saker

Name: Richard J. Saker
Title: President

EXHIBIT INDEX

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