

SPARTAN STORES INC
Form DEFA14A
August 03, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

SPARTAN STORES, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

The Spartan Stores, Inc. 2009 Annual Meeting of Shareholders of Spartan Stores, Inc. will be held at Grand Valley State University's Eberhard Conference Center, 301 W. Fulton Street, Grand Rapids, Michigan 49504, on Wednesday, August 12, 2009, at 10:00 a.m., local time. At the Annual Meeting, among other items, shareholders will be asked to approve amendment of the Company's Stock Incentive Plan of 2005 (the "Plan") to increase the number of shares of common stock reserved for issuance under the Plan from 1,200,000 to 2,200,000.

On July 31, 2009, the Compensation Committee of the Board of Directors of Spartan Stores, Inc. approved a modification to the definition of the term "Change in Control" in the Plan that will, with respect to future grants under the Plan, provide that a Change in Control shall occur upon the consummation and effective time of a merger, reorganization, sale of assets or similar transaction. The prior definition provided that a Change in Control shall occur upon shareholder approval of such a transaction. This modification is conditioned on the approval of the amendment to the Plan. A copy of the Compensation Committee's determination approving the modification is attached to an exhibit to the Company's Current Report on Form 8-K filed August 3, 2009 and is incorporated herein by reference.

A copy of the Plan and the proposed amendment to be voted upon is available in the Company's Proxy Statement dated June 26, 2009.