SpartanNash Co
Form DEF 14A
April 20, 2015
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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 x

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))

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

SpartanNash Company

(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):

x 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:

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¨ 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:

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SpartanNash Company

850 76th Street, S.W.

P.O. Box 8700

Grand Rapids, Michigan 49518-8700

(616) 878-2000

April 20, 2015

Dear Shareholder:

We cordially invite you to attend the 2015 Annual Meeting of Shareholders of SpartanNash Company, to be held on Wednesday, June 3, 2015, at the Marriott Courtyard Downtown Hotel, 11 Monroe Avenue NW, Grand Rapids, Michigan 49503, beginning at 9:00 a.m., Eastern Daylight Time.

The following pages contain the formal notice of meeting and proxy statement describing the matters to be acted upon at the Annual Meeting. We encourage you to read the proxy statement carefully. Securities and Exchange Commission rules allow us to furnish our proxy statement and annual report to our shareholders on the Internet. We are pleased to take advantage of these rules and believe that they enable us to provide our shareholders with the information that they need, while lowering the cost of delivery and reducing the environmental impact of the documents related to our Annual Meeting.

The meeting will consist primarily of the matters to be considered and voted upon by the shareholders. Management will present a brief report on results for the fiscal year ended January 3, 2015 and shareholders will have an opportunity to ask questions.

The annual meeting will continue to be webcast live. Anyone may access the webcast by visiting the Investor Relations section of our website, www.spartannash.com, and following the links to the live webcast. It is important that your shares be represented at the annual meeting, regardless of how many shares you own. **Please vote your shares using any of the means described in our proxy statement.** Regardless of whether or not you plan to attend the Annual Meeting, voting your shares prior to the meeting will not affect your right to vote in person if you attend.

Please note that attendance will be limited to shareholders of the Company and the holders of shareholder proxies. If you are a shareholder of record, you must bring the admission ticket attached to your proxy card or your notice of availability of proxy materials to be admitted to the meeting. Street name shareholders must present a copy of a brokerage statement reflecting stock ownership as of April 6, 2015. For all attendees, admission to the meeting will require presentation of a valid driver s license or other federal or state issued photo identification.

Sincerely,

Dennis Eidson

President and Chief Executive Officer

Your vote is important. Even if you plan to attend the meeting,

PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD PROMPTLY OR

VOTE BY TELEPHONE OR INTERNET.

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SPARTANNASH COMPANY

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To our shareholders:

The 2015 Annual Meeting of Shareholders of SpartanNash Company, will be held at the Marriott Courtyard Downtown Hotel, 11 Monroe Avenue NW, Grand Rapids, Michigan 49503, on Wednesday, June 3, 2015, at 9:00 a.m., Eastern Daylight Time. At the meeting, we will consider and vote on:

1. The election of eleven directors from among the nominees identified in this proxy statement;

2. Approval of the SpartanNash Company Stock Incentive Plan of 2015;

3. Approval of the Amended and Restated SpartanNash Executive Cash Incentive Plan of 2015;

4. Advisory approval of the Company s executive compensation (the say-on-pay vote);

5. Approval of proposed amendments to our Articles of Incorporation to remove supermajority vote provisions relating to business combinations;

6. Approval of a proposed amendment to our Articles of Incorporation to eliminate supermajority voting provisions with respect to the amendment or repeal of certain provisions of the Articles of Incorporation;

7. Approval of a proposed amendment to our Articles of Incorporation to eliminate supermajority voting provisions with respect to the amendment or repeal of the Company s Bylaws;

8. Approval of the elimination of the provision of our Articles of Incorporation relating to the Michigan Control Share Act, which has been repealed by the Michigan legislature;

9. Ratification of the selection of Deloitte & Touche LLP as our independent auditors for the current fiscal year (the fiscal year ending January 2, 2016); and

10. Any other business that may properly come before the meeting.

You are receiving this notice and can vote at the meeting and any adjournment of the meeting if you were a shareholder of record on April 6, 2015.

If you plan to attend the meeting: Please note that attendance will be limited to shareholders of the Company, the holders of shareholder proxies and invited guests. Admission to the meeting will require presentation of a valid driver s license or other federal- or state-issued photo identification. If you are a shareholder of record, you must bring the admission ticket attached to your proxy card or your notice of availability of proxy materials to be admitted to the meeting. Street name shareholders must bring a copy of a brokerage statement reflecting stock ownership as of April 6, 2015 to be admitted to the meeting.

The meeting will consist primarily of the matters to be considered and voted upon by the shareholders. Management will present a brief report on results for the fiscal transition period ended January 3, 2015 and shareholders will have an opportunity to ask questions. Please note that there will be no gift bags, product samples or refreshments.

Important Notice Regarding the Availability of Proxy Materials: SpartanNash s Proxy Statement and annual report to Shareholders for the fiscal year ended January 3, 2015 are available for viewing via the Internet at www.edocumentview.com/SPTN.

In addition, you may obtain electronic copies of all of our filings with the U.S. Securities and Exchange Commission in the Investor Relations section of our website, www.spartannash.com, by clicking the SEC Filings link.

BY ORDER OF THE BOARD OF DIRECTORS

Kathleen M. Mahoney

Executive Vice President General Counsel and Secretary

April 20, 2015

Your vote is important. Even if you plan to attend the meeting, PLEASE VOTE PROMPTLY BY TELEPHONE OR INTERNET, OR BY SIGNING, DATING AND RETURNING A PROXY CARD. See the information in the Questions and Answers section of our proxy statement regarding how to vote by telephone or internet, obtain a printed proxy card, revoke a proxy, and vote in person.

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SpartanNash Company

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD JUNE 3, 2015

PROXY STATEMENT

Dated April 20, 2015

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider. You should carefully read the entire proxy statement and the Company s Form 10-K before voting. In this proxy statement, we, us, our, the Company, and SpartanNash refer to SpartanNash Company, and you and your refer to each shareholder of SpartanNash.

Annual Meeting of Shareholders

Date and Time	June 3, 2015; 9:00 a.m. Eastern Daylight Time
Place	Downtown Courtyard by Marriott Hotel 11 Monroe Avenue NW Grand Rapids, Michigan 49503
Record Date	April 6, 2015
Voting	Shareholders as of the close of business on the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.
Admission	The 2015 Annual Meeting Admission Ticket, notice of availability of proxy materials or brokerage statement and valid driver s license or other federal or state issued photo identification is required to enter the SpartanNash annual meeting.

Meeting Agenda

Election of eleven directors.

Approval of the SpartanNash Company Stock Incentive Plan of 2015.

Approval of the Amended and Restated SpartanNash Company Executive Cash Incentive Plan of 2015.

Advisory approval of the Company s executive compensation as disclosed in this proxy statement.

Approval of proposed amendments to our Articles of Incorporation to eliminate all supermajority voting requirements.

Approval of the elimination of the provision of our Articles of Incorporation relating to the Michigan Control Share Act.

Ratification of the selection of Deloitte & Touche LLP as our independent auditors for the fiscal year ending January 2, 2016.

Transact any other business that may properly come before the meeting.

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Voting Matters and Vote Recommendations

The Board of Directors recommends that you vote FOR the election of each nominee and FOR the approval of each of the other proposals described in this proxy statement.

Quorum and Vote Required

To conduct business at the annual meeting, a quorum of shareholders must be present. The presence in person or by properly executed proxy of the holders of a majority of all issued and outstanding shares of SpartanNash common stock entitled to vote at the meeting is necessary for a quorum. To determine whether a quorum is present, we will include shares that are present or represented by proxy, including abstentions and shares represented by a broker non-vote on any matter.

A plurality of the shares voting is required to elect directors. This means that, if there are more nominees than positions to be filled, the nominees who receive the most votes will be elected to the open director positions. Abstentions, broker non-votes and other shares that are not voted in person or by proxy will not be included in the vote count to determine if a plurality of shares voted in favor of each nominee. As discussed on page 36 under Majority Voting, a director-nominee receiving a greater number of votes withheld than votes for election is required to offer promptly his or her resignation to the Nominating and Corporate Governance Committee upon certification of the shareholder vote.

The proposed amendments to the Articles of Incorporation to eliminate supermajority voting with respect to business combinations (Proposal 5) will be approved if two-thirds of the shares that are outstanding and entitled to vote on April 6, 2015 are voted in favor of the proposal. The other proposed amendments to our Articles of Incorporation (Proposals 6, 7, and 8) will be approved if a majority of the shares that are outstanding and entitled to vote on April 6, 2015 are voted in favor of the proposal. For each of Proposals 5, 6, 7, and 8, abstentions, broker non-votes and other shares that are not voted in person or by proxy will have the same effect as a vote against the proposal.

The other proposals set forth in this proxy statement will be approved if a majority of the shares that are voted on the proposal at the meeting are voted in favor of approval. Abstentions, broker non-votes and other shares that are not voted on a proposal in person or by proxy will not be included in the vote count to determine if a majority of shares voted on the proposal voted in favor of approval.

We do not know of any other matters to be presented at the meeting. Generally, any other proposal to be voted on at the meeting would be approved if a majority of the shares that are voted on the proposal at the meeting are voted in favor of the proposal. Abstentions, broker non-votes and other shares that are not voted on the proposal in person or by proxy would not be included in the vote count to determine if a majority of shares voted on the proposal voted in favor of each such proposal.

Fiscal Year End

In November 2013, the Company changed its fiscal year end from the last Saturday in March to the Saturday closest to December 31. This proxy statement reports information for the fiscal year ended January 3, 2015, which we refer to as fiscal 2014 throughout this proxy statement. The fiscal transition period ended December 28, 2013 (referred to as FYE 12/28/13) reflects the 39-week fiscal transition period between the fiscal year end change.

Board Nominees

The following table provides summary information about each director who is nominated for election to serve a term of one year. Each director nominee is a current director and, during fiscal 2014, attended at least 95% of the meetings of the Board and each committee on which he or she was a member. Each director has been a director of the Company since the merger between Spartan Stores, Inc. and Nash-Finch Company on November 19, 2013 (the Merger) and was a director of Spartan Stores or Nash Finch before the Merger.

				Committee Memberships		
Name	**Age**	**Occupation**	**Independent[(1)]**	**AC**	**CC**	**NCGC**
M. Shân Atkins	58	Managing Director of Chetrum Capital LLC	ü	F		M
Dennis Eidson	61	President and Chief Executive Officer of SpartanNash				
Mickey P. Foret	69	Retired Executive Vice President and Chief Financial Officer of Northwest Airlines, Inc. and Retired Chairman and Chief Executive Officer of Northwest Airlines Cargo, Inc.	ü	C,F		M
Frank M. Gambino	61	Professor of Marketing and the Director of the Food & Consumer Packaged Goods Marketing Program in the Haworth College of Business at Western Michigan University	ü	M		
Douglas A. Hacker	59	Independent Business Executive	ü		M	C
Yvonne R. Jackson	65	President, Principal and Co-Founder of BeecherJackson	ü		C	M
Elizabeth A. Nickels	52	Independent Business Executive	ü	F		
Timothy J. O Donovan	70	Retired Chairman of the Board and Chief Executive Officer of Wolverine World Wide, Inc.	ü		M	M
Major General (Ret.) Hawthorne L. Proctor	67	Managing Partner of Proctor & Boone Consulting LLC and Senior Logistic Consultant of Intelligent Decisions, Inc.	ü	M		
Craig C. Sturken	71	Retired Chief Executive Officer of SpartanNash	ü			
William R. Voss	61	Managing Director of Lake Pacific Partners, LLC	ü		M	M

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AC	Audit Committee	C	Chair
CC	Compensation Committee	M	Member
NCGC	Nominating and Corporate Governance Committee	F	Member and Financial Expert

(1) Independent under Nasdaq independence standards for directors generally and for each Committee on which the director serves.

Corporate Governance Highlights

The Board believes that effective corporate governance should reinforce a culture of corporate integrity, foster the Company s pursuit of profitable growth and ensure quality and continuity of corporate leadership. Highlights of our governance practices include:

ü Annual election of all directors

ü Majority voting for directors

ü Annual board and committee self-evaluations; bi-annual individual director assessments

ü Separate Chairman (Craig Sturken) and CEO (Dennis Eidson)

ü Lead Independent Director (Timothy O Donovan)

ü Directors meet regularly without management present

ü Policy against hedging and pledging of our securities

ü Clawback policy for the recovery of incentive compensation

ü Annual say-on-pay vote

ü At least 2/3rds of the board must be independent directors (currently 10 out of 11 directors are independent)

ü All Board committees consist of independent directors

ü Board reflects diverse viewpoints, backgrounds, skills, experiences and expertise ü Directors limited to membership on three other public company boards of directors (management directors limited to one outside public company board)

Executive Compensation Advisory Vote

Last year, the Company s shareholders voted by 92% to approve the compensation paid to our named executive officers in FYE 12/28/13. In 2011, the Company s shareholders voted to hold advisory votes on executive compensation on an annual basis. The next shareholder advisory vote on the frequency of shareholder say-on-pay votes is expected to occur in 2017.

We are asking our shareholders to approve on an advisory basis our named executive officer compensation for fiscal 2014. This proposal, commonly known as a say-on-pay proposal, gives our shareholders the opportunity to express their views on our executive compensation. The Board recommends a FOR vote because it believes that our compensation policies and practices are effective in achieving the Company s goal of attracting, motivating, rewarding and retaining the senior management talent required to achieve our corporate objectives and increase shareholder value through long-term profitable growth.

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Business Context

We are pleased with the progress we have made in our first full year of operations as SpartanNash and with all that our team has accomplished. Our achievements from the past year include:

- *Increased sales*. For the 53-week fiscal 2014 full year, consolidated net sales increased 148.2% to $7.9 billion, largely due to the benefit of the Merger, compared to $3.2 billion for the 51 week period ended December 28, 2013. The 53rd week contributed $135.2 million in consolidated sales. Comparable store sales, excluding fuel, increased 0.9 percent in fiscal 2014.

- *Cash Generation*. We continued to report strong levels of net cash provided by operating activities, generating $139.1 million for fiscal year 2014, primarily due to contributions from the Merger and related synergies.

- *Increased Dividend*. During fiscal 2014, we increased our quarterly dividend by 33% from $0.09 per share to $0.12 per share or $0.48 on an annual basis. In 2015, we further increased our quarterly dividend for the fifth consecutive year to $0.135 per share or $0.54 on an annual basis, an increase of 12.5%.

- *Reduced Leverage*. Long-term debt and capital lease obligations, including current maturities, declined from $605.7 million December 28, 2013 to $570.3 million at January 3, 2015, demonstrating our commitment to reducing the Company s leverage.

- *Share Repurchases.* As a result of strong cash flow generation, we continued to repurchase shares of our common stock. During fiscal 2014 we repurchased a total of 246,000 shares. As of January 3, 2015, the Company had $21.3 million available for future share repurchases under its $50.0 million repurchase program, which expires May 17, 2016.

Fiscal 2014 Chief Executive Officer Compensation

For fiscal 2014, the Board approved the following changes to our CEO s compensation to make Mr. Eidson s total compensation more consistent with the increased size, scope, and complexity of the Company:

- 8% increase to base salary

- Target annual cash incentive compensation increased to 110% of salary from 100% of salary

- Long-term incentive compensation (grant date value of shares and target value of cash opportunity) increased by 25%

- Analysis of Mr. Eidson s compensation is set forth in more detail beginning on page 54.

Executive Compensation Highlights

The Compensation Committee increased base salaries for our other named executive officers from no change to 11%.

The Company s adjusted consolidated net earnings performance was approximately 104% of target, resulting in a payout of 126.4% of target annual cash incentive for awards based on corporate performance.

Adjustments to the total value of long-term incentive award opportunities (cash and share-based) for the other named executive officers ranged from no change to 16%.

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Due to the structure and timing of long-term cash incentive award opportunities granted in prior years, no long-term cash incentive compensation was earned for fiscal 2014. Awards granted in 2014 will be measured at the end of fiscal 2016, and therefore payouts under such awards, if any, will be determined at that time.

Our Compensation Committee continued our pay-for-performance philosophy in fiscal 2014.

Our equity-based awards require continuing service and have forfeiture provisions.

All of our cash incentive awards are performance-based and our long-term cash incentive awards are subject to an additional service requirement.

Our executives must hold at least 50% of all shares acquired through the Company s stock incentive plans and other forms of stock based compensation until they are in compliance with our stock ownership guidelines.

Our Compensation Committee considers whether our compensation programs will encourage excessive or unnecessary risk-taking.

The Board of Directors has adopted a policy prohibiting the hedging and pledging of the Company s securities by directors and executive officers.

The Company maintains a clawback policy.

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Questions and Answers about the Proxy Materials and Our 2014 Annual Meeting

Q. Who may attend the meeting?

A. Only the Company s shareholders, their duly-appointed proxies and invited guests may attend the meeting. If you are a shareholder of record, you must bring the admission ticket attached to your proxy card or your notice of availability of proxy materials to be admitted to the meeting. Street name shareholders must bring a copy of a brokerage statement reflecting stock ownership as of April 6, 2015. All attendees must present a valid driver s license or other federal or state issued photo identification.

Q. Who may vote?

A. You may vote at the annual meeting if you were a shareholder of record of SpartanNash common stock at the close of business on April 6, 2015. Each shareholder is entitled to one vote per share of SpartanNash common stock on each matter presented for a shareholder vote at the meeting. As of April 6, 2015, there were 37,840,411 shares of SpartanNash common stock outstanding.

Q. How do I vote?

A. If you are a shareholder of record, SpartanNash offers you the convenience of voting through the Internet or by telephone, 24 hours a day, seven days a week. You may also vote by mail.

Internet Voting. You may vote via the Internet by visiting www.envisionreports.com/SPTN. You may navigate to the online voting site by clicking the Cast Your Vote button. Have the instructions attached to your proxy card ready when you access the site and follow the prompts to record your vote. This vote will be counted immediately and there is no need to send in your proxy card. Votes cast by Internet must be received by 1:00 a.m. Eastern Daylight Time on June 3, 2015.

Telephone Voting. To vote by telephone, dial the toll-free number on the instructions attached to your proxy card and listen for further directions. You must have a touch-tone phone. Telephonic votes will be counted immediately and there is no need to send in your proxy card. Votes cast by telephone must be received by 1:00 a.m. Eastern Daylight Time on June 3, 2015.

Voting by Mail. You may request a printed copy of your proxy card. If you properly sign and return the proxy card to the designated address, the shares represented by that proxy card will be voted at the annual meeting and at any adjournment of the meeting. Votes cast by mail must be received no later than the start of the meeting.

If you specify a choice on the proxy card that you return for voting, your shares will be voted as specified. If you do not specify a choice, your shares will be voted for election of each of the nominees named in this proxy statement, and for each of the proposals described in this proxy statement. If any other matter comes before the meeting, your shares will be voted in the discretion of the persons named as proxies on the proxy card.

Q. How do I vote if my shares are held in street name ?

A. You hold your shares in street name if your shares are registered in the name of a bank, broker or other nominee (which we will collectively reference as your broker). If you hold your shares in street name, then your broker must vote your street name shares in the manner you direct if

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you provide your broker with proper and timely voting instructions. **PLEASE USE THE VOTING FORMS AND INSTRUCTIONS PROVIDED BY YOUR BROKER OR ITS AGENT**. **These forms and instructions typically permit you to give voting instructions by telephone or Internet, using a number or Internet address provided by the broker.** You will NOT be able to vote street name shares using the internet address or telephone numbers established for registered shareholders as described in the prior Question and Answer. If you are a street name holder and later want to change your vote, you must contact your broker.

Please note that you may NOT vote shares held in street name in person at the annual meeting unless you request and receive a valid proxy from your broker.

Q. What happens if I do not cast a vote?

A. If you are a shareholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the Annual Meeting.

If you hold your shares in street name and do not provide timely voting instructions to your broker, your bank or broker may vote your shares only on routine matters, such as the ratification of the Company s independent public accounting firm. NYSE rules applicable to its member firms provide that your broker may not vote uninstructed shares on a discretionary basis on non-routine matters, such as the election of directors or approval of the executive compensation proposal. In such cases, the broker can register your shares as being present at the Annual Meeting for purposes of determining the presence of a quorum, but will not be able to vote on non-routine matters. This is called a broker non-vote.

Q. Can I change my mind after I return my proxy?

A. Yes. You may revoke your proxy at any time before it is voted at the meeting by taking any of the following four actions:

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

Q. May the annual meeting be adjourned?

A. Yes. The shareholders present at the meeting, in person or by proxy, may, by a majority vote, adjourn the meeting despite the absence of a quorum. Shares represented by proxy may be voted in the discretion of the proxy holder on a proposal to adjourn the meeting. If a quorum is not present at the meeting, we expect the Chairman of the Board to adjourn the meeting to solicit additional proxies, as is authorized under the Company s Bylaws. In addition, the Chairman may adjourn the meeting in the event of disorder or under other circumstances consistent with the Company s bylaws and rules of conduct for the annual meeting.

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Q. What does it mean if I receive more than one proxy or voting instruction card?

A. It means your shares are registered differently or are in more than one account. Please provide voting instructions for all proxy and voting instruction cards you receive.

Q. Where can I find the voting results of the annual meeting?

A. We will announce preliminary voting results at the annual meeting and publish final results in a current report on Form 8-K within four business days after the annual meeting.

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The Board of Directors proposes that the following eleven individuals be elected as directors of SpartanNash for a one-year term expiring at the 2016 annual meeting of shareholders:

M. Shân Atkins

Dennis Eidson

Mickey P. Foret

Frank M. Gambino

Douglas A. Hacker

Yvonne R. Jackson

Elizabeth A. Nickels

Timothy J. O Donovan

Hawthorne L. Proctor

Craig C. Sturken

William R. Voss

Biographical information concerning the nominees appears below under the heading The Board of Directors. The persons named as proxies on the proxy card intend to vote for the election of each of the nominees. The proposed nominees are willing to be elected and to serve as directors. If any nominee becomes unable to serve or is otherwise unavailable for election, which we do not anticipate, the incumbent Board of Directors may select a substitute nominee. If a substitute nominee is selected, the shares represented by your proxy card will be voted for the election of the substitute nominee, unless you give other instructions. If a substitute is not selected, all proxies will be voted for the election of the remaining nominees. Proxies will not be voted for more than eleven nominees.

Your Board of Directors recommends that you vote FOR election of all nominees as directors.

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On February 25, 2015, upon the recommendation of the Compensation Committee, the Board approved the SpartanNash Company Stock Incentive Plan of 2015 (the 2015 Plan), subject to shareholder approval at the 2015 Annual Meeting. The 2015 Plan will replace the Company s existing stock incentive plans: the Company s Stock Incentive Plan of 2005, as amended, and the Nash-Finch Company 2009 Incentive Award Plan (collectively, the Legacy Plans). If the 2015 Plan is approved by our shareholders, the 2015 Plan will become effective as of May 10, 2015 (the Effective Date). If this proposal is approved, 2,500,000 shares of SpartanNash Common Stock will be reserved for issuance under the 2015 Plan, and no further awards will be made under the Legacy Plans. If the 2015 Plan is not approved by our shareholders, no awards will be made under the 2015 Plan.

On April 6, 2015, the closing price of our common stock on Nasdaq was $32.17 per share.

Key Component of Compensation

Equity compensation is a key component of our total compensation package. Attracting, retaining and motivating specialized talent is critical to achieving our strategic and operating goals, including our goal to increase shareholder value. We believe that grants of equity allow us to remain competitive in the marketplace, enabling us to link executive compensation to performance, and attract, retain and motivate high-caliber talent dedicated to our long-term growth and success. The adoption of the 2015 Plan is necessary to allow SpartanNash to continue to utilize equity awards as part of our compensation plans. If the plan is not approved, the Company will be unable to continue to utilize equity compensation as part of its overall compensation program because the Company s Stock Incentive Plan of 2005 will expire by its terms on May 10, 2015, and the Nash-Finch Company 2009 Incentive Award Plan is available only to our associates who were not employed by Spartan Stores or its affiliates at the time of the merger of Spartan Stores and Nash Finch.

Historical Annual Share Usage

While the use of equity is an important part of our compensation program, we are mindful of our responsibility to our shareholders to exercise judgment in the granting of equity awards.

Our future burn rate, calculated by dividing the total common shares outstanding by the number of shares granted under the 2015 plan, will depend upon and be influenced by a number of factors, such as the number of plan participants, the price per share of our common stock and the methodology used to establish the equity award mix. The determination to reserve 2,500,000 shares for use in the 2015 Plan takes into account, among other things, our historical share usage rate and overhang, and our anticipated share needs for the next four to six years.

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Historical Share Usage. The annual share usage under the Company s equity compensation program for the last four fiscal years was as follows:

	(share amounts in thousands)	Fiscal Year Ended 1/3/15(1)	12/28/13(2)	3/30/13	3/31/12
A	Weighted average shares outstanding, including participating securities	37,641	24,137	21,773	22,791
B	Shares granted	318	227	215	223
C	Usage Rate (B/A)	**0.84%**	**0.94%**	**0.99%**	**0.98%**
D	Shares remaining available for Issuance	933	1,293	818	963
E	Shares issued and Outstanding	1,095	1,106	1,200	1,284
	Overhang ((D+E)/(A+D+E))	**5.1%**	**9.0%**	**8.5%**	**9.0%**

(1) Shares granted increased in fiscal 2014 due in part to the substantial increase in associate headcount following the Merger.

(2) The Company changed its fiscal year in 2013, resulting in an approximately 9-month transition period ended December 28, 2013. The increase in shares available for issuance was due to the assumption of the Nash-Finch Company 2009 Incentive Award Plan in connection with the Merger.

Dilution Assuming Approval of the 2015 Plan

Upon the approval of the 2015 Plan, the overall dilution of our equity awards would be approximately 9.6%. This calculation is based on our outstanding shares and equity awards measured as of January 3, 2015.

Outstanding Equity Awards: Stock Options	Restricted Stock	Additional Shares Requested	Total Shares Outstanding	Dilution
494,483	600,653	2,500,000	37,524,000	**9.6%**

Dilution is calculated by taking the sum of the outstanding equity awards and the additional shares requested, and dividing this by the total shares outstanding.

Promotion of Good Compensation Practices

We believe the 2015 Plan and our other related governance practices and policies contain provisions that are consistent with the interests of our shareholders and with our corporate governance practices.

No Evergreen Provision. The 2015 Plan does not contain an evergreen or similar provision. The 2015 Plan fixes the number of shares available for future grants and does not provide for any increase based on increases in the number of outstanding shares of common stock, other than for adjustments based on certain corporate events (e.g., stock split, stock dividend).

No Stock Option/SAR Repricing or Exchange. The 2015 Plan does not permit the repricing of incentive awards or the exchange of underwater options.

Fair Market Value Awards. Stock options and stock appreciation rights may not be granted at a discount to the fair market value of our common stock on the grant date.

Limit on Awards other than Stock Options/SARs. The 2015 Plan does not permit more than 75% of the shares authorized for issuance under the Plan to be issued as Incentive Awards other than stock options or stock appreciation rights.

Limited share recycling. Shares that are surrendered to pay the exercise price of an award or to satisfy tax withholding are not made available for re-grant.

No Liberal Definition of Change in Control. The Plan provides that a change in control will not have occurred for purposes of the plan until the effective time or consummation of the transaction or event giving rise to a change in control. The announcement of a tender offer or a shareholder vote approving a merger is not sufficient to constitute a change in control under the 2015 Plan.

Minimum Vesting Period. At least 95% of the awards under the 2015 Plan must be issued with a vesting period of at least one year.

Clawback. All awards under the 2015 Plan are subject to the Company s clawback policy for the recovery of incentive compensation.

No Hedging or Pledging of Equity. We maintain a policy that prohibits executive officers (including our Named Executive Officers) and members of the Board from pledging SpartanNash common stock or engaging in activities considered hedging of our common stock.

No Backdating. Awards will be granted in accordance with the Company s Policy Regarding Stock Option Grants and Other Share Based Awards, which prohibits backdating of options and other awards. The policy also provides that the Company will not time its release of material non public information for the purpose of affecting the value of compensation.

The following summary of certain features of the 2015 Plan is qualified in its entirety by reference to the full text of the 2015 Plan, which is attached to this Proxy Statement as Appendix A. All capitalized terms used but not defined in this section have the respective meanings given to them in the 2015 Plan. Included in the summary is information regarding the effect of U.S. federal tax laws upon participants and SpartanNash. This information is not a complete summary of such tax laws and is subject to change. Participants in the 2015 Plan should consult their own tax advisors regarding the specific tax consequences to them of participating in and receiving incentive awards under the 2015 Plan.

General

The 2015 Plan authorizes the Compensation Committee to award to directors and associates compensation that is based on or related to shares of SpartanNash Company common stock. The 2015 Plan permits the award of stock options, restricted stock, stock appreciation rights, restricted stock units, and stock awards based on or related to shares of SpartanNash common stock (collectively referred to as incentive awards).

Limited Share Recycling

Any shares that are cancelled, or that terminate, expire, or are forfeited, may be used for the future grant of awards to the extent of such cancellation, termination, expiration, or forfeiture.

Shares may not again be made available for issuance or delivery if such shares are delivered to or withheld by the Company to pay the exercise price of a stock option or stock appreciation right or the withholding taxes related to an award.

Minimum Vesting

The 2015 Plan provides that any award must be subject to a vesting period of at least one year, except that the Compensation Committee may issue awards up to an aggregate amount of 5% of the shares authorized for use in the Plan that are not subject to minimum vesting provisions.

Limitations on Issuance

The 2015 Plan prohibits the issuance of more than 75% of the shares authorized under the 2015 Plan as incentive awards other than stock options or stock appreciation rights. In addition, it does not allow any participant to receive, in any calendar year, incentive awards issued under the 2015 Plan with respect to more than 25% of the total number of shares available under the 2015 Plan. Upon the occurrence of certain corporate events (e.g., stock split, stock dividend), the Compensation Committee will adjust the incentive awards appropriately. Unless the 2015 Plan is terminated earlier by the Board of Directors, incentive awards may be granted at any time before or on May 10, 2025, when the 2015 Plan will terminate according to its terms.

Eligible Participants

Members of the Board of Directors of SpartanNash and associates of SpartanNash and its subsidiaries may receive incentive awards under the 2015 Plan. We anticipate that the primary persons who will receive incentive awards under the 2015 Plan will be non-employee directors of SpartanNash (currently 10 persons), executive officers (currently 9 persons) and other associates that the Compensation Committee considers appropriate to participate in the 2015 Plan. Approximately 150 individuals are expected to receive awards under the Company s equity compensation plans during 2015. Additional individuals may become directors, officers or designated associates in the future and could participate in the 2015 Plan. Directors, nominees for director, officers and other associates of SpartanNash and its subsidiaries may be considered to have an interest in the 2015 Plan because they may in the future receive incentive awards under it.

Administration of the 2015 Plan

The Compensation Committee of the Board of Directors will administer the 2015 Plan. The Compensation Committee will determine, subject to the terms of the 2015 Plan, the persons to receive incentive awards, the nature and amount of incentive awards to be granted to each person (subject to the limits specified in the 2015 Plan), the time of each grant, the terms and duration of each grant, and all other determinations necessary or advisable for administration of the 2015 Plan. The Compensation Committee may establish a program to allow selected participants the opportunity to defer payment under an incentive award. To date, the Compensation Committee has not established such a program.

Stock Options

The 2015 Plan permits SpartanNash to grant to participants options to purchase shares of SpartanNash common stock at stated prices for specific periods of time. For purposes of determining the number of shares available under the 2015 Plan, each stock option counts as the number of shares of common stock subject to the stock option. Stock options that may be granted to associates under the 2015 Plan may be either nonqualified stock options or may qualify as incentive stock options as defined in Section 422 of the Code. Incentive stock options are available only for associates. They are not available for directors who are not employees.

The Compensation Committee establishes the terms of individual stock option grants in stock option agreements, certificates of award or both. These documents contain terms, conditions and restrictions that the Compensation Committee determines to be appropriate.

The exercise price of a stock option is determined by the Compensation Committee, but must be at least 100% of the closing price of SpartanNash common stock as on the date of grant as reported by Nasdaq.

When exercising all or a portion of a stock option, an option holder could pay the exercise price with cash or, if permitted by the Compensation Committee, shares of SpartanNash common stock, or other consideration substantially equal to cash. The Compensation Committee could also authorize payment of all or a portion of the exercise price in the form of a promissory note or installment payments, except as limited by the Sarbanes-Oxley Act of 2002 or other laws, rules or regulations. Any promissory note or installment payments must be with full recourse and at the market rate of interest. The Board could restrict or suspend the power of the Compensation Committee to permit such loans, however, and could require that adequate security be provided. In addition, the Compensation Committee may implement a program for broker-assisted cashless exercises of stock options.

Although the term of each stock option is determined by the Compensation Committee, no stock option may be exercisable under the 2015 Plan more than ten years from the date it was granted. Stock options generally are exercisable for limited periods of time if an option holder dies, becomes disabled (as defined in the 2015 Plan), is terminated without cause, or voluntarily leaves his or her employment or directorship.

The Company has not granted stock options since 2009. Stock options granted prior to 2009 generally vested and became exercisable ratably over a four-year period.

No Repricing

No stock options may be repriced, replaced, regranted through cancellation or modified without shareholder approval if the effect of such repricing, replacement, regrant or modification would be to reduce the base price of such stock options to the same participants.

Federal Tax Consequences of Stock Options

Incentive Stock Options. Under current federal income tax laws, an option holder does not recognize income and SpartanNash does not receive a deduction at the time an incentive stock option is granted, vests or is exercised. However, the difference between the market value of the common stock subject to the incentive stock option and the exercise price would be a tax preference item for purposes of calculating alternative minimum tax. Upon the sale or other disposition of the common stock acquired pursuant to an incentive stock option, as long as (i) the option holder held the stock for at least one year after the exercise of the stock option and at least two years after the grant of the stock option, and (ii) the stock option is exercised not later than three months after termination of employment (one year in the event of disability), the option holder s basis equals the exercise price and the option holder would pay tax on the difference between the sale proceeds and the exercise price as capital gain. SpartanNash receives no deduction for federal income tax purposes under these circumstances. Special rules apply when an option holder dies.

If an option holder fails to meet any of the conditions described above relating to holding periods and exercises following termination of employment, he or she generally would recognize compensation taxed as ordinary income equal to the difference between (i) the lesser of (a) the fair market value of the common stock acquired pursuant to the stock option at the time of exercise, or (b) the amount realized on the sale or disposition, and (ii) the exercise price paid for the stock. SpartanNash would then receive a corresponding deduction for federal income tax purposes, except to the extent that the deduction limits of Section 162(m) of the Internal Revenue Code apply. Additional gains, if any, recognized by the option holder would result in the recognition of short- or long-term capital gain.

The Compensation Committee has not granted incentive stock options for many years.

Nonqualified Stock Options. Federal income tax laws provide different rules for nonqualified stock options those options that do not meet the Internal Revenue Code s definition of an incentive stock option. Under current federal income tax laws, an option holder would not recognize any income and SpartanNash would not receive a deduction when a nonqualified stock option is granted or vests. If a nonqualified stock option is exercised, the option holder would recognize compensation income equal to the difference between the exercise price paid and the market value of the stock acquired upon exercise (on the date of exercise). SpartanNash would then receive a corresponding deduction for federal income tax purposes, except to the extent that the deduction limits of Section 162(m) of the Internal Revenue Code apply. The option holder s tax basis in the shares acquired is the exercise price paid plus the amount of compensation income recognized. Sale of the stock after exercise would result in recognition of short-term or long-term capital gain (or loss).

Stock Appreciation Rights

The 2015 Plan permits the Compensation Committee to grant stock appreciation rights. A stock appreciation right permits the holder to receive the difference between the market value of a share of common stock subject to the stock appreciation right on the exercise date of the stock appreciation right and a base price set by the Compensation Committee. Under the 2015 Plan, the per-share base price for exercise or settlement of stock appreciation rights must be equal to or greater than the closing price of such shares on the date the stock appreciation rights are granted as reported by Nasdaq. Stock appreciation rights are exercisable on dates determined by the Compensation Committee at the time of grant. The Compensation Committee can award stock appreciation rights for any amount of consideration or no consideration, as the Compensation Committee determines. To date, the Compensation Committee has not granted stock appreciation rights.

No Repricing

No stock appreciation rights may be repriced, replaced, regranted through cancellation or modified without shareholder approval if the effect of such repricing, replacement, regrant or modification would be to reduce the base price of such stock appreciation rights to the same participants.

Federal Tax Consequences of Stock Appreciation Rights

The treatment of stock appreciation rights that are payable solely in the form of SpartanNash common stock under federal income tax laws is similar to the treatment of nonqualified stock options as described above. Under current federal income tax laws, a participant would not recognize any income and SpartanNash would not receive a deduction at the time such a stock appreciation right is granted or vests. If a stock appreciation right is exercised, the participant would recognize compensation income in the year of exercise in an amount equal to the difference between the base or settlement price and the market value of the stock acquired upon exercise (on the date of exercise). SpartanNash would receive a corresponding deduction for federal income tax purposes, except to the extent that the deduction limits of Section 162(m) of the Internal Revenue Code apply. The participant s tax basis in the shares acquired would be increased over the exercise price by the amount of compensation income recognized. Sale of the stock after exercise would result in recognition of short- or long-term capital gain or loss. Under current federal income tax laws, if a stock appreciation right is settled and paid in the form of cash, the participant would recognize compensation income in the year of exercise in an amount equal to the cash payment. SpartanNash would receive a corresponding deduction for federal income tax purposes.

Restricted Stock and Restricted Stock Units

The 2015 Plan permits the Compensation Committee to award restricted stock and restricted stock units, subject to the terms and conditions set by the Compensation Committee that are consistent with the 2015 Plan. Shares of restricted stock are shares of common stock the retention, vesting and/or transferability of which is subject, for specified periods of time, to such terms and conditions as the Compensation Committee deems appropriate (including continued service or employment and/or achievement of performance goals established by the Compensation Committee). Restricted stock units are incentive awards denominated in units of common stock under which the issuance of shares of common stock is subject to such terms and conditions as the Compensation Committee deems appropriate (including continued service or employment and/or achievement of performance goals established by the Compensation Committee). For purposes of determining the number of shares available under the 2015 Plan, each restricted stock unit would count as the number of shares of common stock subject to the restricted stock unit. The Compensation Committee may award restricted stock or restricted stock units for any amount of consideration or no consideration, as the Compensation Committee determines.

As with stock option grants, the Compensation Committee establishes the terms of individual awards of restricted stock and restricted stock units in award agreements or certificates of award. Restricted stock and restricted stock units granted to a participant vest (i.e., the restrictions on them lapse) in the manner and at the times that the Compensation Committee determines; subject, however, to the requirement that any award must be subject to applicable minimum vesting requirements in accordance with the 2015 Plan.

Unless the Compensation Committee otherwise consents or permits or unless the terms of a restricted stock or restricted stock unit agreement or award provide otherwise, if a participant s service or employment is terminated during the restricted period (i.e., the period of time during which restricted stock or a restricted stock unit is subject to restrictions) for any reason other than death, disability or retirement, each restricted stock and restricted stock unit award of the participant still subject in full or in part to restrictions at the date of such termination would automatically be forfeited and returned to the Company.

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If the participant s service or employment terminates during the restricted period because of retirement, then all outstanding shares of restricted stock and restricted stock units will continue to vest according to the terms of the award, if the participant refrains from entering into competition with the Company.

If the participant s service or employment is terminated during the restricted period because of death or disability, then the restrictions on the participant s shares of restricted stock and restricted stock units would terminate automatically with respect to that respective number of such shares or restricted stock units (rounded to the nearest whole number) equal to the respective total number of such shares or restricted stock units granted to such participant multiplied by the number of full months that have elapsed since the date of grant divided by the total number of full months in the respective restricted period (provided that any performance-based vesting requirements must be satisfied before the shares may be issued). All of the remaining shares of restricted stock would be forfeited and returned to the Company and all of the remaining Restricted Stock Units would be forfeited; however, the Compensation Committee could, either before or after a participant dies or becomes disabled, waive the restrictions remaining on any or all of his or her remaining shares of restricted stock and restricted stock units.

The Compensation Committee may impose additional restrictions on shares of restricted stock and restricted stock units. Except for restrictions on transferability, holders of restricted stock enjoy all other rights of a shareholder with respect to the restricted stock, including dividend and liquidation rights and full voting rights. For restricted stock units, unless the terms of the grant provide otherwise, a holder has dividend and liquidation rights with respect to the underlying shares of Common Stock as if the holder held unrestricted Common Stock. Holders of restricted stock units do not enjoy voting rights with respect to the shares underlying the units.

Unless the Compensation Committee determines otherwise, any noncash dividends or distributions paid with respect to shares of unvested restricted stock and shares of common stock subject to unvested restricted stock units are subject to the same restrictions and vesting schedule as the shares to which such dividends or distributions relate.

Dividend Equivalents

The Compensation Committee may grant dividend equivalents, which are the right to receive cash or stock equivalent to dividends paid on Common Stock between the date an incentive award is granted to a participant and the date such the award vests, is exercised, is distributed or expires, as determined by the Compensation Committee. Dividend equivalents may not be paid with respect to options or stock appreciation rights that are either forfeited or cancelled prior to vesting, and no dividend equivalents may be earned with respect to awards that vest based upon the attainment of performance-based objectives before the attainment of the performance-based objectives. No participant may receive both dividends and dividend equivalents with respect to the same award. SpartanNash has not awarded any dividend equivalents and does not currently intend to make any such awards.

Recent Practice

The Compensation Committee s recent practice has been to award shares of restricted stock to selected associates and members of the Board of Directors. Shares of restricted stock granted to associates vest in equal annual installments over a four-year period. Shares of restricted stock awarded to non-employee directors vests in full approximately one year after the grant. In addition, in the agreements relating to restricted stock awards, the Compensation Committee s recent practice has been to provide that upon the death or disability of a plan participant, all restrictions on the shares held by such participant shall lapse and the shares will become vested.

Federal Tax Consequences of Restricted Stock and Restricted Stock Units

Generally, under current federal income tax laws a participant does not recognize income upon the award of restricted stock or restricted stock units. However, a participant is required to recognize compensation income at the time the award vests (when the restrictions lapse) equal to the difference between the fair market value of the stock at vesting and the amount paid for the stock (if any). At the time the participant recognizes compensation income, SpartanNash is entitled to a corresponding deduction for federal income tax purposes, except to the extent that the deduction limits of Section 162(m) of the Internal Revenue Code apply. If restricted stock or restricted stock units are forfeited by a participant, the participant would not recognize income with respect to the forfeited award and SpartanNash would not receive a corresponding deduction. Prior to the vesting and lapse of restrictions, dividends paid on shares subject to awards of restricted stock and restricted stock units would be reported as compensation income to the participant and SpartanNash would receive a corresponding deduction, except to the extent that the deduction limits of Section 162(m) of the Internal Revenue Code apply.

A participant may, within 30 days after the date of an award of restricted stock (but not an award of restricted stock units), elect to report compensation income for the tax year in which the restricted stock is awarded. If the participant makes this election, the amount of compensation income is equal to the difference between the fair market value of the restricted stock at the time of the award and the amount paid for the stock (if any). Any later appreciation in the value of the restricted stock would be treated as capital gain and recognized only upon the sale of the shares subject to the award of restricted stock. Dividends received after such an election are taxable as dividends and not treated as additional compensation income. If, however, restricted stock is forfeited after the participant makes such an election, the participant will not be allowed any deduction for the amount that he or she earlier reported as income. Upon the sale of shares subject to the restricted stock award, a participant recognizes a short-term or long-term capital gain (or loss) in the amount of the difference between the sale price and the participant s basis in the stock.

Other Stock-Based Awards

Finally, the 2015 Plan also permits the Compensation Committee to grant a participant one or more types of awards of SpartanNash common stock or awards based on or related to shares of SpartanNash common stock, other than the types described above (*i.e.*, stock options, stock appreciation rights, restricted stock and restricted stock units). The Compensation Committee may make stock-based awards for any amount of consideration, or no consideration, as the Compensation Committee determines. SpartanNash has not made such awards and does not currently intend to make any such awards. Any such awards would be subject to terms and conditions as the Compensation Committee deems appropriate, as set forth in the respective award agreements and as permitted under the 2015 Plan.

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Federal Tax Consequences of Stock-Based Awards

The recipient of a stock-based award generally would recognize compensation income equal to the difference between the fair market value of the stock when it is awarded and the amount paid for the stock (if any). The recipient s tax basis in the stock would equal the amount of compensation income recognized on the award plus the amount paid by the recipient for the stock (if any). SpartanNash is entitled to a corresponding deduction equal to the amount of compensation income recognized by the recipient, except to the extent that the deduction limits of Section 162(m) of the Internal Revenue Code apply. Upon a subsequent sale of the stock, the recipient would recognize a short-term or long-term capital gain (or loss) equal to the difference between the amount realized on the sale and his or her basis in the stock. Different rules may apply where the stock is transferred subject to a substantial risk of forfeiture.

Effects of a Change in Control of SpartanNash

For awards made under the 2015 Plan, except as otherwise provided in a separate agreement with a plan participant, upon the occurrence of a change in control of the Company, awards will be treated as follows:

Surviving Entity Assumes Awards. With respect to awards assumed by the surviving entity or otherwise equitably converted or substituted in connection with a change in control, if within two years after the effective date of the change in control, a participant s employment is involuntary terminated other than for cause, then:

- all of that participant s outstanding options and stock appreciation rights will become fully exercisable;
- all time-based vesting restrictions on that participant s outstanding awards will lapse; and
- the payout level attainable under all outstanding performance-based awards will vest based on the greater of assumed achievement at the target level or the projected level of achievement measured at the last completed period prior to termination and projected to the end of the performance period, in either case to be paid on a pro-rata basis according to the number of weeks the participant was employed in the performance period.

Surviving Entity Does Not Assume Awards. Upon the occurrence of a change in control of the Company in which awards are not assumed by the surviving entity or otherwise equitably converted or substituted in connection with the change in control in a manner approved by the Compensation Committee or the Board:

- all of that participant s outstanding options and SARs will become fully exercisable;
- all time-based vesting restrictions on that participant s outstanding awards will lapse; and
- the payout level attainable under all outstanding performance-based awards will vest based on the greater of assumed achievement at the target level or the projected level of achievement measured at the time of the change in control and projected to the end of the performance period.

Performance-Based Compensation

The Compensation Committee may designate any award as a qualified performance-based award for the purpose of making the award fully deductible without regard to the $1,000,000 deduction limit

imposed by Section 162(m) of the Internal Revenue Code. If an award is so designated, the Compensation Committee must establish objectively determinable performance goals for the award. Performance goals for such awards must be based on one or more of the following criteria, which may be expressed in terms of Company-wide objectives or in terms of objectives that relate to the performance of a subsidiary or a division, region, department or function within the Company or a subsidiary: net earnings; earnings before or after taxes, interest, depreciation, and/or amortization; earnings per share, reflecting dilution of the common stock as the Compensation Committee deems appropriate, and, if the Compensation Committee so determines, net of or including dividends; net sales; net sales growth; return measures (including, but not limited to, return on assets, capital, equity, or sales); cash flow (including, but not limited to, operating cash flow and free cash flow); cash flow return on capital; gross or operating margins; productivity ratios; share price (including, but not limited to, growth measures and total shareholder return); expense or cost levels, including cost savings relating to the Merger; margins; operating efficiency; customer satisfaction, satisfaction based on specified objective goals or a SpartanNash-sponsored customer survey; working capital targets; economic value added measurements; market share or market penetration with respect to specific designated products or product groups and/or specific geographic areas; aggregate product price and other product measures; reduction of losses, loss ratios or expense ratios; reduction in fixed costs; inventory turnover; debt reduction; associate turnover; specified objective social goals; and safety record.

The performance measurement defined by the Compensation Committee could provide that any evaluation of performance could include or exclude certain specific events or their effects that occur during the performance period, including asset write-downs; litigation or claim judgments or settlements; changes in tax laws, accounting principles, or other laws or provisions affecting reported results; any reorganization and restructuring programs; extraordinary nonrecurring items as described in Accounting Standards Codification 225-20 Presentation Income Statement Extraordinary and Unusual Items and/or in management s discussion and analysis of financial condition and results of operations appearing in the Company s annual report to shareholders for the applicable fiscal year; acquisitions, divestitures or accounting changes; foreign exchange gains and losses; and other special charges or extraordinary items.

Tax Withholding

If incentive awards are made under the 2015 Plan, SpartanNash may withhold from any cash otherwise payable to a participant, or require a participant to remit to SpartanNash, amounts necessary to satisfy applicable withholding and employment-related taxes. Unless the Compensation Committee determines otherwise, minimum required tax withholding obligations may also be satisfied by withholding SpartanNash common stock to be received upon exercise of or vesting of an incentive award or by delivering to SpartanNash previously-owned shares of common stock.

Termination and Amendment of the 2015 Plan or Awards

The Board of Directors may terminate the 2015 Plan at any time and may from time to time amend the 2015 Plan as it considers proper and in the best interests of SpartanNash, provided that no such amendment may be made without the approval of shareholders of SpartanNash if it would (i) change the list of measurements of performance on which the Compensation Committee may base performance goals, (ii) reduce the exercise price of a stock option or the base price of a stock appreciation right below the market value of the underlying stock on the date of the grant, (iii) reduce the exercise price of outstanding stock options or the base price of outstanding stock

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appreciation rights, (iv) increase the individual annual maximum award limit, or (v) otherwise amend the 2015 Plan in any manner requiring shareholder approval by law or under Nasdaq listing requirements or rules. In addition, no amendment to the Plan or to a previously granted award agreement may impair the rights of a holder of any outstanding incentive award without the consent of the participant, except in certain circumstances in which such amendment is necessary to satisfy a law or regulation or to meet the requirements of or avoid adverse financial accounting consequences under any accounting standard.

Subject to certain limitations (including the prohibition on repricing of options and stock appreciation rights and minimum vesting periods), the Compensation Committee may amend or modify the terms of any outstanding incentive award in any manner not prohibited by the 2015 Plan. SpartanNash may suspend a participant s rights under the 2015 Plan for a period of up to sixty days while a participant s termination for cause is considered.

New Plan Benefits

The benefits to be received under the 2015 Plan, as amended, will depend, among other things, on the Compensation Committee s determinations and actions, the fair market value of SpartanNash common stock at various future dates, and the number of shares available under SpartanNash s other equity compensation plans under which benefits may also be granted. As such, the benefits to be received under the 2015 Plan by participants are not presently determinable and the benefits that would have been received had the 2015 Plan been in effect for the most recent fiscal year are similarly not determinable.

Your Board of Directors and Compensation Committee recommends that you vote FOR the SpartanNash Company Stock Incentive Plan of 2015.

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The Board of Directors believes that SpartanNash s interests are best advanced by aligning the interests of its key officers with the interests of its shareholders. Therefore, to provide incentives and rewards for achievement of financial and other business goals, on February 25, 2015, the Board of Directors and approved, subject to shareholder approval, the SpartanNash Company Executive Cash Incentive Plan of 2015 (the Executive Plan).

The Executive Plan is a continuation of the Company s Executive Cash Incentive Plan of 2010, which will expire by its terms at the Company s 2015 annual meeting of shareholders unless the shareholders re-approve the plan at that meeting.

Performance-Based Compensation

Section 162(m) of the Internal Revenue Code, as amended, limits to $1,000,000 the annual income tax deduction that a publicly-held corporation may claim for compensation paid to its chief executive officer and to its four most highly compensated officers other than the chief executive officer. Qualified performance-based compensation is exempt from the $1,000,000 limit and may be deducted even if other compensation exceeds $1,000,000. The Executive Plan is intended to provide for the ability to award compensation that qualifies as performance-based compensation under Section 162(m) of the Internal Revenue Code.

Participants

The Executive Plan would permit the Compensation Committee to designate any executive officer (currently ten persons) of SpartanNash or any of its subsidiaries as a participant under the Executive Plan for the performance period. However, it is the intention of the Compensation Committee that participation in the Executive Plan in any period would be limited to those individuals who are expected to receive compensation for that year that would not otherwise be tax deductible under Section 162(m). Because Section 162(m), by its terms, limits its application to a corporation s chief executive officer and four other most highly compensated officers or other officers who may be included among those five officers, it is not presently expected that any person other than those officers would receive awards under the Executive Plan for a given performance period.

Participants in the Executive Plan may also receive cash or other compensation under any other SpartanNash plan or program. The Executive Plan provides, however, that no payment under any other bonus program or compensation arrangement may be contingent upon failure to meet the performance goals for payment of an incentive bonus under the Executive Plan.

Summary of Features

The following is a summary of the material features of the Executive Plan; however, it is not complete and, therefore, you should not rely solely on it for a detailed description of every aspect of the Executive Plan. The summary is qualified in its entirety by reference to the terms of the Executive Plan, a copy of which is attached as Appendix B to this proxy statement.

Under the Executive Plan, the Compensation Committee must specify for each participant, for the applicable performance period:

- the performance period, expressed as a number of fiscal years or other time period;
- a target bonus, expressed as a percentage of the participant s annual base salary or a specified dollar amount;

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- incentive bonus levels, expressed as a percentage of the target bonus, to be paid for specified levels of achievement of performance goals;

- the applicable business criteria by which performance will be measured; and

- any specific conditions under which an incentive bonus could be reduced or forfeited (but not increased).

Incentive bonus levels could be expressed as a matrix of percentages of the target bonus that would be paid at specified levels of performance. The percentage of the target bonus paid may be determined by interpolation if the performance achieved falls between specified performance levels above the threshold. Alternatively, incentive bonus levels may be expressed as a mathematical formula determining the percentage of the target bonus payable at varying levels of performance.

The term incentive bonus, as used in the Executive Plan, means a bonus awarded and paid to a participant for services to SpartanNash or its subsidiaries during a performance period that would be based upon achievement of pre-established financial and other objectives by SpartanNash, one or more of its subsidiaries or business units, or any combination thereof.

Administration

The Compensation Committee would determine the performance goal or set of goals for each participant for the performance period, the attainment of which would have to be substantially uncertain when specified. The performance goal or set of goals, and the participants, for the performance period would have to be established in writing by the Compensation Committee during the first 90 days of the performance period and would have to be based solely upon objective criteria from which an independent third party with knowledge of the facts could determine whether the performance goal or set of goals was satisfied and from that determination could calculate the performance-based compensation to be paid. Although the Compensation Committee would have authority to exercise reasonable discretion to interpret the Executive Plan and the performance goals that it would specify pursuant to the Executive Plan, it may not amend or waive such performance goals after the 90th day of a performance period. The Compensation Committee would have no authority or discretion to increase any incentive bonus or to construct, modify or apply the measurement of performance in a manner that would directly or indirectly increase the incentive bonus for any participant for any performance period above the amount determined by the applicable objective criteria established within the first 90 days of the performance period.

Under the Executive Plan the performance of SpartanNash would be determined by reference to one or more of the following business criteria specified by the Compensation Committee, either individually or in any combination, applied to either SpartanNash as a whole or to a SpartanNash business unit or subsidiary, either individually or in any combination, and measured against pre-determined levels, the performance of a pre-established peer group or a published or special index: net earnings; earnings before or after taxes, interest, depreciation, and/or amortization; earnings per share, reflecting dilution of the common stock as the Compensation Committee deems appropriate, and, if the Compensation Committee so determines, net of or including dividends; net sales; net sales growth; return measures (including, but not limited to, return on assets, capital, equity, or sales); cash flow (including, but not limited to, operating cash flow and free cash flow); cash flow return on capital; gross or operating margins; productivity ratios; share price (including, but not limited to, growth measures and total shareholder return); expense or cost levels, including cost savings relating to the Merger; margins; operating efficiency; customer satisfaction, satisfaction based on specified objective goals or a SpartanNash-sponsored customer survey; working capital targets; economic value added measurements; market share or market penetration with respect to specific designated products or product groups and/or specific geographic areas; aggregate product price and other product measures; reduction of losses, loss ratios or expense ratios; reduction in fixed costs; inventory turnover; debt reduction; associate turnover; specified objective social goals; and safety record.

Adjustments

The performance measurement defined by the Compensation Committee could provide that any evaluation of performance could include or exclude certain specific events or their effects that occur during the performance period, including asset write-downs; litigation or claim judgments or settlements; changes in tax laws, accounting principles, or other laws or provisions affecting reported results; any reorganization and restructuring programs; extraordinary nonrecurring items as described in Accounting Standards Codification 225-20 Presentation Income Statement Extraordinary and Unusual Items and/or in management s discussion and analysis of financial condition and results of operations appearing in the Company s annual report to shareholders for the applicable fiscal year; acquisitions, divestitures or accounting changes; foreign exchange gains and losses; and other special charges or extraordinary items. If any inclusions or exclusions could affect an incentive bonus, the inclusions or exclusions must be provided for in a form that meets the requirements of Section 162(m).

Limits

Payment of an incentive bonus to a participant for a performance period under the Executive Plan would be entirely contingent upon the attainment of the specified performance goal or goals. The maximum bonus for any participant for a single performance period under any and all single or multi-year performance plans could not exceed $5,000,000 multiplied by the number of full or partial fiscal years included in the performance period. The incentive bonus payable to a participant for a year would be paid in cash as soon as feasible following final determination and written certification by the Compensation Committee that the applicable performance goals and any vesting period established by the Committee had been satisfied; provided, however, that a participant may elect to receive an incentive bonus in the form of SpartanNash common stock under the Company s 2001 Stock Bonus Plan (or any successor to that plan).

Participant Termination

In general, if an associate ceased to be a participant during any performance period, or prior to actual receipt of the award for a previous performance period, because of the participant s termination of employment for any reason other than death, disability, retirement or change in control, then the participant would not be entitled to any award for such performance period. The Compensation Committee would be authorized under the Executive Plan to provide for the payment of an incentive bonus to a participant who dies, retires, or becomes disabled during a performance period or any applicable vesting period, but the Compensation Committee would have no authority or discretion to waive satisfaction of the performance goals or increase any incentive bonus upon retirement, and the Compensation Committee may provide for payment of an incentive bonus to participants upon a change in control of the Company, all subject to the requirements and restrictions of Sections 162(m) and 409A of the Internal Revenue Code. The Compensation Committee would nevertheless be authorized to reduce or eliminate any incentive award otherwise payable under the Executive Plan. If approved, the Executive Plan would be in effect for fiscal 2015 and would terminate without action by the Board of Directors or Compensation Committee as of the

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date of the first meeting of shareholders held in fiscal 2020, unless reapproved by shareholders at such meeting or earlier. If reapproval occurs, the Executive Plan will terminate as of the date of the first meeting of shareholders in the fifth year following reapproval or any subsequent reapproval. If the Executive Plan terminates due to lack of reapproval by the shareholders, no incentive bonuses will be paid under the Executive Plan for any performance period that ends on or after the date of the Company s first shareholder meeting held in 2020.

Plan Amendment and Termination

The Board of Directors or Compensation Committee could terminate the Executive Plan at any time and could from time to time amend the Executive Plan as it considers proper and in the best interests of SpartanNash, provided that no termination or amendment could impair the validity of, or the obligation of SpartanNash to pay, any incentive bonus awarded for any performance period prior to the performance period in which the termination or amendment is adopted or, if later, is effective. In addition, no amendment could be made without the approval of shareholders of SpartanNash if it would change the list of business criteria on which the Compensation Committee may base performance goals. An amendment adopted after the first 90 days of a performance period could not directly or indirectly increase the amount of any incentive bonus, alter the allocation of benefits among participants, or alter any element of a performance goal in a manner that would increase any incentive bonus payable to any participant for that period.

Benefits that would be paid under the Executive Plan in the future, if the Executive Plan is approved by the shareholders, are not determinable. The amount of incentive bonus any individual would receive under the Executive Plan will depend upon corporate and/or business unit performance for each performance period and is not presently determinable.

Selection of a participant for a performance period would be limited to that performance period and would not assure selection for any other period. Messrs. Eidson, Staples, Brunot, Adornato and DeYonker, and other officers of SpartanNash or its subsidiaries who could be designated to participate in the Executive Plan in the future, could be considered to have an interest in the Executive Plan.

To qualify as performance-based compensation under Section 162(m), the material terms of the Executive Plan must be approved by the shareholders of SpartanNash. No compensation will be paid under the Executive Plan unless the Executive Plan is approved by the shareholders. The affirmative vote of the holders of a majority of the shares of SpartanNash common stock represented in person or by proxy and voting on this proposal at the annual meeting is required to approve the Executive Plan. For purposes of counting votes on this proposal, abstentions, broker non-votes and other shares not voted will not be counted as shares voted on the proposal, and the number of shares of which a majority is required will be reduced by the number of shares not voted.

All incentive bonuses under the Executive Plan are subject to the Company s clawback policy for the recovery of incentive compensation.

Your Board of Directors and Compensation Committee recommend that you vote FOR the SpartanNash Company Executive Cash Incentive Plan of 2015.

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