

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

FOODARAMA SUPERMARKETS, INC.  
Form SC TO-T/A  
July 25, 2006

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

SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4)

FOODARAMA SUPERMARKETS, INC.

(Name of Subject Company (Issuer))

SAKER HOLDINGS CORP. (OFFEROR)  
JOSEPH J. SAKER (OFFEROR)  
RICHARD J. SAKER (OFFEROR)  
JOSEPH J. SAKER, JR. (OFFEROR)  
THOMAS A. SAKER (OFFEROR)  
GLORIA SAKER (OFFEROR)  
NADINE SAKER MOCKLER (OFFEROR)  
DENISE SAKER MARDER (OFFEROR)  
RICHARD JAMES SAKER (OFFEROR)  
JOSEPH SAKER FAMILY PARTNERSHIP, L.P. (OFFEROR)

(Names of Filing Persons (Identifying Status as Offeror,  
Issuer or Other Person))

COMMON STOCK, \$1.00 PAR VALUE  
(Title of Class of Securities)

344820105  
(CUSIP Number of Class of Securities)

JOHN A. AIELLO, ESQ.  
PHILIP D. FORLENZA, ESQ.  
GIORDANO HALLERAN AND CIESLA, P.C.  
125 HALF MILE ROAD, P.O. BOX 190  
MIDDLETOWN, NEW JERSEY 07748  
(732) 741-3900

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

CALCULATION OF FILING FEE

Transaction Valuation (1)	Amount of Filing Fee (2)
\$27,303,745	\$2,922

## Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

(1) Estimated for purposes of calculating filing fee only. This calculation assumes the purchase of 511,165 shares of common stock of Foodarama Supermarkets, Inc. at the tender offer price of \$53 per share of common stock. The transaction value also takes into account 4,000 stock options outstanding not held by the filing persons listed above.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 5 for fiscal year 2006 issued by the Securities and Exchange Commission, equals \$107.00 per million of transaction value, or \$2,922.

☒ Check the 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:	\$2,922
Form or Registration No.:	Schedule TO
Filing Party:	Same as Above
Date Filed:	May 9, 2006

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☒ third-party tender offer subject to Rule 14d-1.  
☐ issuer tender offer subject to Rule 13e-4.  
☐ going-private transaction subject to Rule 13e-3.  
☒ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

Page 2 of 21

### INTRODUCTION

This Amendment No. 4 to Tender Offer Statement on Schedule TO (this "Amendment") is being filed by 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 Supermarkets, Inc. ("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"), and the members of the Purchaser Group.

This Amendment relates to the offer by the Purchaser to purchase all of the outstanding shares of Foodarama common stock, \$1.00 par value per share (the "Shares"), not currently owned by the Purchaser Group, at a price of \$53 per

# Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

Share, in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, attached as Exhibit (a)(1)(i) to Amendment No. 2 to Schedule TO, filed by the Purchaser and the Purchaser Group with the Securities and Exchange Commission (the "SEC") on June 16, 2006 (the "Offer to Purchase"), and the related Letter of Transmittal, attached thereto as Exhibit (a)(1)(ii) (the "Letter of Transmittal") (the Offer to Purchase and the Letter of Transmittal collectively constitute the "Tender Offer"). The Tender Offer is being made in connection with a "going private" transaction which will result in Foodarama ceasing to be a publicly traded company.

The information set forth in the Offer to Purchase, including all appendices thereto, is expressly incorporated by reference into this Amendment in its entirety, and responses to each item in this Amendment are qualified in their entirety by the provisions of the Offer to Purchase.

This Amendment also constitutes an amendment to the Schedule 13D filed with the SEC on December 2, 2005 by the Purchaser and the Purchaser Group.

Page 3 of 21

## SCHEDULE 13D

CUSIP No. 344820105

Page 4 of 21 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Joseph J. Saker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS@

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

897,202\*

EACH

9 SOLE DISPOSITIVE POWER

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

REPORTING  
PERSON  
WITH

0

10 SHARED DISPOSITIVE POWER

897,202\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

897,202\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@ ☒ |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

90.7%

14 TYPE OF REPORTING PERSON@

IN

\* Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.

Page 4 of 21

SCHEDULE 13D

CUSIP No. 344820105

Page 5 of 21 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Richard J. Saker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@

(a) ☒ |X|

(b) ☐ |\_|

3 SEC USE ONLY

4 SOURCE OF FUNDS@

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐ |\_|

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

	7	SOLE VOTING POWER	
		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		897,202*	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		897,202*	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		897,202*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@ <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		90.7%	
14	TYPE OF REPORTING PERSON@		
		IN	
* Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.			

Page 5 of 21

SCHEDULE 13D

CUSIP No. 344820105

Page 6 of 21 Pages

1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON		
	Joseph J. Saker, Jr.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@		
	(a)	<input checked="" type="checkbox"/>	
	(b)	<input type="checkbox"/>	
3	SEC USE ONLY		
4	SOURCE OF FUNDS@		

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) |\_|

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY 897,202\*

OWNED BY

9 SOLE DISPOSITIVE POWER

EACH  
REPORTING  
PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

897,202\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

897,202\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@ |\_|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

90.7%

14 TYPE OF REPORTING PERSON@

IN

\* Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.

Page 6 of 21

SCHEDULE 13D

CUSIP No. 344820105

Page 7 of 21 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Thomas A. Saker

# Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
-----			
3	SEC USE ONLY		
-----			
4	SOURCE OF FUNDS@		
	OO		
-----			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>	
	N/A		
-----			
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States Citizen		
-----			
	7	SOLE VOTING POWER	
		0	
-----			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		897,202*	
-----			
	9	SOLE DISPOSITIVE POWER	
		0	
-----			
	10	SHARED DISPOSITIVE POWER	
		897,202*	
-----			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	897,202*		
-----			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@ <input type="checkbox"/>		
-----			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	90.7%		
-----			
14	TYPE OF REPORTING PERSON@		
	IN		
-----			
*	Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.		

# Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

SCHEDULE 13D

CUSIP No. 344820105

Page 8 of 21 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Gloria Saker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS@

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

897,202\*

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

10 SHARED DISPOSITIVE POWER

897,202\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

897,202\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@ ☒

(See note 7 to table in Item 5)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

90.7%

14 TYPE OF REPORTING PERSON@

IN



# Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

\* Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.

Page 8 of 21

## SCHEDULE 13D

CUSIP No. 344820105

Page 9 of 21 Pages

1		NAME OF REPORTING PERSON	
		S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON	
		Nadine Saker Mockler	
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@	
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3		SEC USE ONLY	
4		SOURCE OF FUNDS@	
		OO	
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
		PURSUANT TO ITEMS 2(d) OR 2(e)	
		<input type="checkbox"/>	
		N/A	
6		CITIZENSHIP OR PLACE OF ORGANIZATION	
		United States Citizen	
7		SOLE VOTING POWER	
		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		897,202*	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		897,202*	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		897,202*	
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@	
		<input type="checkbox"/>	

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

90.7%

14 TYPE OF REPORTING PERSON@

IN

\* Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.

Page 9 of 21

SCHEDULE 13D

CUSIP No. 344820105

Page 10 of 21 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Denise Saker Marder

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS@

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

8 SHARED VOTING POWER

897,202\*

9 SOLE DISPOSITIVE POWER

0

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

WITH -----  
10 SHARED DISPOSITIVE POWER  
897,202\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

897,202\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@ |\_\_|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

90.7%

14 TYPE OF REPORTING PERSON@

IN

\* Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.

Page 10 of 21

SCHEDULE 13D

CUSIP No. 344820105

Page 11 of 21 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Joseph Saker Family Partnership, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@

(a) |X|

(b) |\_\_|

3 SEC USE ONLY

4 SOURCE OF FUNDS@

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

|\_\_|

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

	0	
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY	897,202*	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING PERSON	0	
WITH	10	SHARED DISPOSITIVE POWER
	897,202*	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

897,202\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@ ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

90.7%

14 TYPE OF REPORTING PERSON@

PN

\* Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.

Page 11 of 21

SCHEDULE 13D

CUSIP No. 344820105

Page 12 of 21 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Richard James Saker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS@

OO

# Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

|\_ |

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

897,202\*

EACH REPORTING PERSON

9 SOLE DISPOSITIVE POWER

WITH

0

10 SHARED DISPOSITIVE POWER

897,202\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

897,202\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@ |\_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

90.7%

14 TYPE OF REPORTING PERSON@

IN

\* Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.

Page 12 of 21

SCHEDULE 13D

CUSIP No. 344820105

Page 13 of 21 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Saker Holdings Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP@

(a) |X|

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

(b) |\_☐|

3 SEC USE ONLY

4 SOURCE OF FUNDS@

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

|\_☐|

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

897,202\*

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

897,202\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

897,202\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES@ |\_☐|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

90.7%

14 TYPE OF REPORTING PERSON@

CO

\* Includes 480,839 shares contributed to the Purchaser by members of the Purchaser Group and 416,363 Shares accepted by the Purchaser in the Tender Offer.

## Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

This Amendment hereby amends and supplements the Schedule TO filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006 by adding the following disclosure, as appropriate, for Items 1 - 11 thereof:

On July 25, 2006, Foodarama and the Purchaser issued a press release announcing that 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. 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 between Foodarama and its wholly owned subsidiary, FSM-Delaware, Inc. ("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 company.

The full text of the press release is filed as Exhibit (a)(1)(xii) to this Amendment and is incorporated herein.

### Item 12. Exhibits.

Exhibit No.	Description
(a)(1)(i)	Offer to Purchase, incorporated by reference to Exhibit (a)(1)(i) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a)(1)(ii)	Letter of Transmittal, incorporated by reference to Exhibit (a)(1)(ii) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a)(1)(iii)	Notice of Guaranteed Delivery, incorporated by reference to Exhibit (a)(1)(iii) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a)(1)(iv)	Letter of Information from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, incorporated by reference to Exhibit (a)(1)(iv) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a)(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, incorporated by reference to Exhibit (a)(1)(v) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a)(1)(vi)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9, incorporated by reference to Exhibit

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

(a)(1)(vi) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.

Page 14 of 21

- (a)(1)(vii) Letter to Shareholders, incorporated by reference to Exhibit (a)(1)(vii) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
- (a)(1)(viii) Press Release issued by Foodarama relating to the Tender Offer, incorporated by reference to Exhibit 99.2 to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on December 2, 2005.
- (a)(1)(ix) Proposal Letter to Foodarama, dated December 1, 2005, incorporated by reference to Exhibit 99.1 to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on December 2, 2005.
- (a)(1)(x) Press Release issued by Purchaser announcing the commencement of the Tender Offer, incorporated by reference to Exhibit (a)(1)(x) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
- (a)(1)(xi) Press Release issued by Foodarama and Purchaser announcing the results of the Tender Offer and the approval of the share exchange incorporated by reference to Exhibit (a)(1)(xi) to Amendment No. 3 to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on July 20, 2006.
- (a)(1)(xii) Press Release issued by Foodarama and Purchaser announcing the completion of the going private transaction.
- (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.
- (b) Amended and Restated Commitment Letter, dated as of November 23, 2005, issued by GMAC Commercial Finance LLC, incorporated by reference to Exhibit (b) to Amendment No. 3 to Schedule 13E-3 filed

Page 15 of 21

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, Inc., incorporated by reference to Annex A 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.
- (d)(2)(i) Tender Offer and Support Agreement, dated as of March 2, 2006, between Foodarama and Purchaser, incorporated by reference to Exhibit 99.2 to the report on Form 8-K/A filed by Foodarama on



Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

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 contained in Amendment No. 3 to Registration Statement on Form S-4, filed by FSM-Delaware, Inc. with the SEC on June 13, 2006.
- (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.
- (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

Page 16 of 21

of the Purchaser Group with the SEC on May 8, 2006.

- (g) None.
- (h) None.

Item 13. Information Required by Schedule 13E-3.

The information called for by this Item is being filed with the SEC concurrently herewith under the cover of Amendment No. 3 to Rule 13e-3 Transaction Statement on Schedule 13E-3 by Saker Holdings Corp., Richard J. Saker, Joseph J. Saker, Joseph J. Saker, Jr., Thomas A. Saker and the Joseph Saker Family Partnership, L.P.

Page 17 of 21

SIGNATURES

## Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

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

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

/s/ Gloria Saker

-----  
Gloria Saker

/s/ Nadine Saker Mockler

-----  
Nadine Saker Mockler

/s/ Denise Saker Marder

-----  
Denise Saker Marder

/s/ Richard James Saker

-----  
Richard James Saker

Joseph Saker Family Partnership, L.P.  
By: The Saker Family Corporation

By: /s/ Richard J. Saker

-----  
Name: Richard J. Saker  
Title: President

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
(a) (1) (i)	Offer to Purchase, incorporated by reference to Exhibit (a) (1) (i) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a) (1) (ii)	Letter of Transmittal, incorporated by reference to Exhibit (a) (1) (ii) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a) (1) (iii)	Notice of Guaranteed Delivery, incorporated by reference to Exhibit (a) (1) (iii) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a) (1) (iv)	Letter of Information from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, incorporated by reference to Exhibit (a) (1) (iv) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006..
(a) (1) (v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, incorporated by reference to Exhibit (a) (1) (v) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a) (1) (vi)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9, incorporated by reference to Exhibit (a) (1) (vi) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a) (1) (vii)	Letter to Shareholders, incorporated by reference to Exhibit (a) (1) (vii) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.
(a) (1) (viii)	Press Release issued by Foodarama relating to the Tender Offer, incorporated by reference to Exhibit 99.2 to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on December 2, 2005.
(a) (1) (ix)	Proposal Letter to Foodarama, dated December 1, 2005, incorporated by reference to Exhibit 99.1 to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on December 2, 2005.
(a) (1) (x)	Press Release issued by Purchaser announcing the commencement of the Tender Offer, incorporated by reference to Exhibit (a) (1) (x) to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on June 16, 2006.

(a) (1) (xi)	Press Release issued by Foodarama and Purchaser announcing the results of the Tender Offer and the approval of the share exchange, incorporated by reference to Exhibit (a) (1) (xi) to
--------------	---

## Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

Amendment No. 3 to Schedule TO, filed by the Purchaser and the Purchaser Group with the SEC on July 20, 2006.

- (a) (1) (xii) Press Release issued by Foodarama and Purchaser announcing the completion of the going private transaction.
- (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.
- (b) Amended and Restated Commitment Letter, dated as of November 23, 2005, issued by GMAC Commercial Finance LLC, 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.
- (d) (1) Agreement and Plan of Share Exchange, dated March 2, 2006, by and between Foodarama and FSM-Delaware, Inc., incorporated by reference to Annex A 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.
- (d) (2) (i) Tender Offer and Support Agreement, dated as of March 2, 2006, between Foodarama and Purchaser, incorporated by reference to Exhibit 99.2 to the report on Form 8-K/A filed by Foodarama 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 contained in Amendment No. 3 to Registration Statement on Form S-4, filed by FSM-Delaware, Inc. with the SEC on June 13, 2006.
- (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

Page 20 of 21

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.
- (d) (6) Exchange Agreement, dated March 2, 2006, by and among Purchaser and members of the Purchaser Group, incorporated by

Edgar Filing: FOODARAMA SUPERMARKETS, INC. - Form SC TO-T/A

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.

(g) None.

(h) None.