VILLAGE SUPER MARKET INC
Form 10-K
October 08, 2014

UNITED STATES

SECURITIES & EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934.

For the fiscal year ended: July 26, 2014

COMMISSION FILE NUMBER: 0-33360

VILLAGE SUPER MARKET, INC.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| NEW JERSEY | 22-1576170 |
| (State or other jurisdiction of incorporation or organization) | (I. R. S. Employer Identification No.) |
| 733 MOUNTAIN AVENUE, SPRINGFIELD, NEW JERSEY | 07081 |
| (Address of principal executive offices) | (Zip Code) |

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (973) 467-2200

Securities registered pursuant to Section 12(b) of the Act:

| | |
|---|---|
| Class A common stock, no par value | The NASDAQ Stock Market |
| (Title of Class) | (Name of exchange on which registered) |

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  x   No  o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§299.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.  See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | |
|---|---|
| Large accelerated filer o | Accelerated filer x |
| Non-accelerated filer o<br>(Do not check if a smaller reporting company) | Smaller reporting company o |

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  o   No  x

The aggregate market value of the Class A common stock of Village Super Market, Inc. held by non-affiliates was approximately $172.8 million and the aggregate market value of the Class B common stock held by non-affiliates was approximately $0.5 million based upon the closing price of the Class A shares on the NASDAQ on January 25, 2014, the last business day of the second fiscal quarter. There are no other classes of voting stock outstanding.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of latest practicable date.

| Class | Outstanding at October 3, 2014 |
|---|---|
| Class A common stock, no par value | 9,692,698 Shares |
| Class B common stock, no par value | 4,360,998 Shares |

DOCUMENTS INCORPORATED BY REFERENCE

Information contained in the 2014 definitive Proxy Statement to be filed with the Commission and delivered to security holders in connection with the Annual Meeting scheduled to be held on December 12, 2014 are incorporated by reference into this Form 10-K at Part II, Item 5 and Part III.

# PART I

## ITEM I. BUSINESS

(All dollar amounts in this report are in thousands, except per square foot data).

### GENERAL

Village Super Market, Inc. (the "Company" or "Village") was founded in 1937. Village operates a chain of 29 ShopRite supermarkets, eighteen of which are located in northern New Jersey, eight in southern New Jersey, two in Maryland and one in northeastern Pennsylvania. The Company is a member of Wakefern Food Corporation ("Wakefern"), the nation's largest retailer-owned food cooperative and owner of the ShopRite name. This relationship provides Village many of the economies of scale in purchasing, distribution, private label products, advanced retail technology, marketing and advertising associated with chains of greater size and geographic coverage.

Village seeks to generate high sales volume by offering a wide variety of high quality products at consistently low prices with superior customer service. During fiscal 2014, sales per store were $52,367 and sales per average square foot of selling space were $1,153. The Company gives ongoing attention to the décor and format of its stores and tailors each store's product mix to the preferences of the local community. Village competes by using low pricing, superior customer service, and a broad range of consistently available quality products, including ShopRite private labeled products. The ShopRite Price Plus card also strengthens customer loyalty.

On April 30, 2014, Village opened a 59,000 sq. ft. store in Union, New Jersey that replaced our existing 40,000 sq. ft. store in Union. On November 6, 2013, Village opened a 77,000 sq. ft. store in Hanover Township, New Jersey that serves the greater Morristown area and replaced the 40,000 sq. ft. Morris Plains store.

On January 29, 2012, Village acquired the store fixtures, lease and other assets of the ShopRite in Old Bridge, New Jersey (40,000 sq. ft.) for $3,250 plus inventory and other working capital for $1,116. On July 7, 2011, Village acquired the store fixtures, leases and pharmacy lists of locations in Silver Spring (64,000 sq.ft.) and Timonium, Maryland (57,000 sq.ft.) for $6,595 from SuperFresh. Village opened the Maryland stores as ShopRites on July 28, 2011 after remodeling.

Below is a summary of the range of store sizes at July 26, 2014:

| Total Square Feet | Number of Stores |
|---|---|
| Greater than 60,000 | 14 |
| 50,001 to 60,000 | 8 |
| 40,000 to 50,000 | 5 |
| Less than 40,000 | 2 |
| | |
| Total | 29 |

These larger store sizes enable the Company's stores to provide a "one-stop" shopping experience and to feature expanded higher margin specialty departments such as an on-site bakery, an expanded delicatessen, a variety of natural and organic foods, ethnic and international foods, prepared foods and pharmacies. Many of our stores emphasize a Power Alley, which features high margin, fresh, convenience offerings in an area within the store that provides quick customer entry and exit for those customers shopping for today's lunch or dinner. The greater Morristown and Union stores include the Village Food Garden concept previously introduced in our remodeled Livingston store. Village Food Garden features a restaurant style kitchen, and several kiosks offering a wide variety of store prepared specialty foods for both take-home and in-store dining.

Village also has on-site registered dieticians in thirteen stores that provide customers with free, private consultations on healthy meals and proper nutrition, as well as leading health related events both in store and in the community as part of the Live Right with ShopRite program. Our greater Morristown store offers customers expanded services including a culinary classroom, fitness studio and a learning and childcare center.

We have twelve stores that offer ShopRite from Home covering most of the communities served by our stores. ShopRite from Home is an online ordering system that provides for in-store pickup or home delivery. Customers can browse our circular, create and edit shopping lists and use ShopRite from Home through shoprite.com or on their smart phones or tablets through the ShopRite app. Additionally, we have commenced a mobile shopping pilot program at one store that allows in-store shoppers to scan and express pay for their purchases via our smart phone app.

The following table shows the percentage of the Company's sales allocable to various product categories during each of the periods indicated:

| Product Categories | 2014 | | 2013 | | 2012 | |
|---|---|---|---|---|---|---|
| Groceries | 37.2 | % | 37.9 | % | 38.3 | % |
| Dairy and Frozen | 17.5 | | 17.8 | | 17.8 | |
| Produce | 11.8 | | 11.5 | | 11.3 | |
| Meats | 10.5 | | 10.5 | | 10.5 | |
| Non-Foods | 8.1 | | 8.0 | | 7.9 | |
| Deli and prepared food | 6.3 | | 5.6 | | 5.4 | |
| Pharmacy | 4.1 | | 4.1 | | 4.3 | |
| Seafood | 2.4 | | 2.5 | | 2.5 | |
| Bakery | 2.1 | | 2.1 | | 2.0 | |
| | 100 | % | 100 | % | 100 | % |

A variety of factors affect the profitability of each of the Company's stores, including local competitors, size, access and parking, lease terms, management supervision, and the strength of the ShopRite trademark in the local community. Village continually evaluates individual stores to determine if they should be closed, remodeled or replaced.

DEVELOPMENT AND EXPANSION

The Company has an ongoing program to upgrade and expand its supermarket chain. This program has included store remodels as well as the opening or acquisition of additional stores. When remodeling, Village has sought, whenever possible, to increase the amount of selling space in its stores.

Village has budgeted $25 million for capital expenditures for fiscal 2015. Planned expenditures include three major remodels and several smaller remodels.

In fiscal 2014, Village completed the construction of a replacement store in Union, New Jersey, and a replacement store in Hanover Township, New Jersey that serves the greater Morristown area and replaced the Morris Plains, New Jersey store.

In fiscal 2013, Village began construction of a replacement store in Hanover Township, New Jersey and completed three major remodels.

In fiscal 2012, Village completed several smaller remodels and the installation of solar panels on one store. In addition, on January 29, 2012, Village acquired the store fixtures, lease and other assets of the ShopRite in Old Bridge, New Jersey.

In fiscal 2011, Village purchased the land for a replacement store and completed several small remodels. In addition, on July 7, 2011, Village acquired the store fixtures, leases and pharmacy lists of locations in Silver Spring and Timonium, Maryland.

Additional store remodels and sites for new stores are in various stages of development. Village will also consider additional acquisitions should appropriate opportunities arise.

WAKEFERN FOOD CORPORATION

The Company is the second largest member of Wakefern and owns 13.7% of Wakefern's outstanding stock as of July 26, 2014. Wakefern, which was organized in 1946, is the nation's largest retailer-owned food cooperative. Wakefern and its 49 shareholder members operate 321 supermarkets and other retail formats, including 89 stores operated by Wakefern. Only Wakefern and its members are entitled to use the ShopRite name and trademark, and to participate in ShopRite advertising and promotional programs.

The principal benefits to the Company from its relationship with Wakefern are the use of the ShopRite name and trademark, volume purchasing, ShopRite private label products, distribution and warehousing economies of scale, ShopRite advertising and promotional programs, including the ShopRite Price Plus card, and the development of advanced retail technology. The Company believes that the ShopRite name is widely recognized by its customers and is a factor in their decisions about where to shop. ShopRite private label products accounted for approximately 10.8% of sales in fiscal 2014.

Wakefern distributes as a "patronage dividend" to each of its stockholders, a share of substantially all of its earnings in proportion to the dollar volume of purchases by the stockholder from Wakefern during each fiscal year.

While Wakefern has a substantial professional staff, it operates as a member owned cooperative. Executives of most members make contributions of time to the business of Wakefern. Executives of the Company spend a significant amount of their time working on various Wakefern committees, which oversee and direct Wakefern purchasing, merchandising and other programs. James Sumas, the Company’s Chief Executive Officer, is Vice Chairman of Wakefern, and a member of the Wakefern Board of Directors.

Most of the Company's advertising is developed and placed by Wakefern's professional advertising staff. Wakefern is responsible for all television, radio and major newspaper advertisements. Wakefern bills its members using various formulas which allocate advertising costs in accordance with the estimated proportional benefits to each member from such advertising. The Company also places Wakefern developed materials with local newspapers. In addition, Wakefern and its affiliates provide the Company with other services including liability and property insurance, supplies, certain equipment purchasing, coupon processing, certain financial accounting applications, and retail technology support, including shoprite.com and the ShopRite smart phone app.

Wakefern operates warehouses and distribution facilities in Elizabeth, Keasbey, Whitehouse, Dayton, Newark and Jamesburg, New Jersey and Gouldsboro and Breinigsville, Pennsylvania. The Company and all other members of Wakefern are parties to the Wakefern Stockholder’s Agreement which provides for certain commitments by, and restrictions on, all shareholders of Wakefern. This agreement extends until ten years from the date that stockholders representing 75% of Wakefern sales notify Wakefern that those stockholders request the Wakefern Stockholder Agreement be terminated. Each member is obligated to purchase from Wakefern a minimum of 85% of its requirements for products offered by Wakefern. If this purchase obligation is not met, the member is required to pay Wakefern's profit contribution shortfall attributable to this failure. The Company fulfilled this obligation in fiscal 2014, 2013 and 2012. This agreement also requires that in the event of unapproved changes in control of the Company or a sale of the Company or of individual Company stores, except to a qualified successor, the Company in such cases must pay Wakefern an amount equal to the annual profit contribution shortfall attributable to the sale of a store or change in control. No payments are required if the volume lost by a shareholder as a result of the sale of a store is replaced by such shareholder by increased volume in existing or new stores. A "qualified successor" must be, or agree to become, a member of Wakefern, and may not own or operate any supermarkets, other than ShopRite supermarkets, in the states of New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, Connecticut, Massachusetts, Rhode Island, Vermont, New Hampshire, Maine or the District of Columbia, or own or operate more than 25 non-ShopRite supermarkets in any other locations in the United States.

Wakefern, under circumstances specified in its bylaws, may refuse to sell merchandise to, and may repurchase the Wakefern stock of, any member. Such circumstances include a members bankruptcy filing, certain unapproved transfers by a member of its supermarket business or its capital stock in Wakefern, unapproved acquisition by a member of certain supermarket or grocery wholesale supply businesses, the material breach by a member of any provision of the bylaws of Wakefern or any agreement with Wakefern, or a failure to fulfill financial obligations to Wakefern.

Any material change in Wakefern's method of operation or a termination or material modification of the Company's relationship with Wakefern following termination of the above agreements, or otherwise, might have an adverse impact on the conduct of the Company's business and could involve additional expense for the Company. The failure of any Wakefern member to fulfill its obligations under these agreements or a member's insolvency or withdrawal from Wakefern could result in increased costs to remaining members.

Wakefern does not prescribe geographical franchise areas to its members. The specific locations at which the Company, other members of Wakefern, or Wakefern itself, may open new units under the ShopRite name are, however, subject to the approval of Wakefern's Site Development Committee. This committee is composed of persons who are not employees or members of Wakefern. Committee decisions to deny a site application may be appealed to the Wakefern Board of Directors. Wakefern assists its members in their site selection by providing appropriate demographic data, volume projections and estimates of the impact of the proposed store on existing member supermarkets in the area.

Each of Wakefern's members is required to make capital contributions to Wakefern based on the number of stores operated by that member and the purchases generated by those stores. As additional stores are opened or acquired by a member, additional capital must be contributed by it to Wakefern. The Company’s investment in Wakefern and affiliates was $25,012 at July 26, 2014. The total amount of debt outstanding from all capital pledges to Wakefern is $1,741 at July 26, 2014. The maximum per store capital contribution increased from $825 to $850 in fiscal 2014, resulting in an additional $657 capital pledge, which was paid in fiscal 2014.

As required by the Wakefern bylaws, the Company’s investment in Wakefern is pledged to Wakefern to secure the Company’s obligation to Wakefern. In addition, four members of the Sumas family have guaranteed the Company’s obligations to Wakefern. These personal guarantees are required of any 5% shareholder of the Company who is active in the operation of the Company. Wakefern does not own any securities of the Company or its subsidiaries. The Company’s investment in Wakefern entitles the Company to enough votes to elect one member to the Wakefern Board of Directors due to cumulative voting rights.

TECHNOLOGY

The Company considers automation and information technology important to its operations and competitive position. Village completed the replacement of its point of sale systems in fiscal 2010 to improve the checkout experience and reduce training costs. Electronic payment options are offered at all checkout locations. In recent years, we have upgraded our communication network, which is used for secure, reliable, high speed processing of electronic payments and transmission of data.

The Company’s commitment to advanced point of sale and communication systems enables it to participate in Price Plus, ShopRite’s preferred customer program. Customers receive electronic discounts by presenting a scannable Price Plus card. This technology also enables Village to offer continuity programs and focus on target marketing initiatives.

Wakefern and Village have responded to customers increased use of the internet by creating a smart phone app and shoprite.com to provide weekly advertising and other shopping information. On-line shopping is available in twelve store locations with store pick-up and delivery options servicing our current market. Additionally, we have commenced a mobile shopping pilot program at one store that allows in-store shoppers to scan and express pay for their purchases via our smart phone app.

Eighteen stores use self-checkout systems to provide improved customer service, especially during peak periods, and reduce operating costs. RFID readers are installed in all checkout lanes to enable contactless payment options for customers to quicken checkout times. Certain in-store department records are computerized, including the records of all pharmacy departments. In all stores, meat, seafood, delicatessen, and bakery prices are maintained on computer for automatic weighing and pricing.

Village utilizes a computer generated ordering system, which is designed to reduce inventory levels and out of stock conditions, enhance shelf space utilization, and reduce labor costs. This system is also utilized to reduce the cost of taking periodic inventories. The Company utilizes a direct store delivery system, consisting of personal computers and advanced hand held scanners, for product not purchased through Wakefern to provide equivalent cost and retail price control over these products.

Village seeks to design its stores to use energy efficiently, including recycling waste heat generated by refrigeration equipment for heating and other purposes. Most stores utilize computerized energy management systems. The Company installed solar panels on the roof of one store in 2010 and a second store in 2012, reducing both carbon emissions and energy costs.

The Company has installed computer based training systems in all stores to assist in the training of associates. Village utilizes a time and attendance system and labor scheduling system to improve scheduling and reduce labor. Automated cash handling systems are utilized in the store back office to improve accuracy and reduce costs.

Village uses digital surveillance systems that are integrated with the cashier monitoring systems in all stores to aid shrink reduction, increase productivity and assist in accident investigations. These systems include electronic monitoring of the bottom of carts to reduce shrink.

The Company utilizes a division of Wakefern for data processing services, including financial accounting support.

COMPETITION

The supermarket industry is highly competitive and characterized by narrow profit margins. The Company competes directly with multiple retail formats, including national, regional and local supermarket chains as well as warehouse clubs, supercenters, drug stores, discount general merchandise stores, fast food chains, restaurants, dollar stores and convenience stores.

Some of the Company's principal competitors include Pathmark, A&P, Stop & Shop, Acme, Kings, Wal-Mart, Target, Wegmans, Whole Foods, Costco, BJ’s, Giant, Safeway and Foodtown. Some of these competitors have financial resources substantially greater than those of the Company, and some are non-union.

LABOR

As of October 1, 2014, the Company employed approximately 7,050 persons with approximately 75% working part-time. Approximately 91% of the Company's employees are covered by collective bargaining agreements. Contracts with the Company's seven unions expire between December 2014 and October 2018. Approximately 29% of our associates are represented by unions whose contracts expire within one year. Most of the Company's competitors are similarly unionized.

AVAILABLE INFORMATION

As a member of the Wakefern cooperative, Village relies upon our customer focused website, shoprite.com, for interaction with customers and prospective employees. This website is maintained by Wakefern for the benefit of all ShopRite supermarkets, and therefore, does not contain any financial information related to the Company.

The Company will provide paper copies of the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and press releases free of charge upon request to any shareholder. In addition, electronic copies of these filings can be obtained at sec.gov.

REGULATORY ENVIRONMENT

The Company's business requires various licenses and the registration of facilities with state and federal health and drug regulatory agencies. These licenses and registration requirements obligate the Company to observe certain rules and regulations, and a violation of these rules and regulations could result in a suspension or revocation of licenses or registrations. In addition, most licenses require periodic renewals. The Company has not experienced material difficulties with respect to obtaining or retaining licenses and registrations.

ITEM 1A. RISK FACTORS

COMPETITIVE ENVIRONMENT

The supermarket business is highly competitive and characterized by narrow profit margins. Results of operations may be materially adversely impacted by competitive pricing and promotional programs, industry consolidation and competitor store openings. Village competes directly with multiple retail formats, including national, regional and local supermarket chains as well as warehouse clubs, supercenters, drug stores, discount general merchandise stores, fast food chains, restaurants, dollar stores and convenience stores. Competition with these outlets is based on price, store location, promotion, product assortment, quality and service. Some of these competitors have greater financial resources, lower merchandise acquisition costs and lower operating expenses than we do. In addition, Village made investments in lower prices to combat nontraditional competitors beginning in the second half of fiscal 2013.

GEOGRAPHIC CONCENTRATION AND NEW TRADE AREA

The Company's stores are concentrated in New Jersey, with one store in northeastern Pennsylvania and two in Maryland. We are vulnerable to economic downturns in New Jersey in addition to those that may affect the country as a whole. Economic conditions such as inflation, deflation, interest rates, energy costs and unemployment rates may adversely affect our sales and profits. Further, since our store base is concentrated in densely populated metropolitan areas, opportunities for future store expansion may be limited, which may adversely affect our business and results of operations.

Village acquired two stores in July 2011 in Maryland, a new market for Village where the ShopRite name is less known than in New Jersey. Maryland stores sales, marketing costs and operating performance remain worse than initially projected as we continue to build market share and brand awareness. If these trends continue, the performance of our Maryland stores may negatively impact the Company's results of operations.

WAKEFERN RELATIONSHIP

Village purchases substantially all of its merchandise from Wakefern. In addition, Wakefern provides the Company with support services in numerous areas including supplies, advertising, liability and property insurance, technology support and other store services. Further, Village receives patronage dividends and other product incentives from Wakefern.

Any material change in Wakefern's method of operation or a termination or material modification of Village's relationship with Wakefern could have an adverse impact on the conduct of the Company's business and could involve additional expense for Village. The failure of any Wakefern member to fulfill its obligations to Wakefern or a member's insolvency or withdrawal from Wakefern could result in increased costs to the Company. Additionally, an adverse change in Wakefern's results of operations could have an adverse effect on Village's results of operations.

LABOR RELATIONS

Approximately 91% of the Company's employees are covered by collective bargaining agreements with unions. Contracts with the Company's seven unions expire between December 2014 and October 2018. Approximately 29% of our associates are represented by unions whose contracts expire within one year. In future negotiations with labor unions, we expect that rising health care and pension costs, among other issues, will continue to be important topics for negotiation. Upon the expiration of our collective bargaining agreements, work stoppages by the affected workers could occur if we are unable to negotiate acceptable contracts with labor unions. This could significantly disrupt our operations or have an adverse impact on our financial results. Further, if we are unable to control health care and pension costs provided for in the collective bargaining agreement, we may experience increased operating costs and an adverse impact on our results of operations.

HEALTHCARE LEGISLATION

We provide health benefits to a large number of our employees, primarily through multi-employer health plans. Effective January 1, 2015, the Patient Protection and Affordable Care Act will impose new mandates on employers that could significantly increase the number of employees receiving benefits and our required contributions to these multi-employer health plans. The impact of the law will depend on many factors, including finalization of rules implementing the law, the number of additional employees that we will be required to provide health benefits and the number of eligible employees that enroll for medical benefits, which could be material to our results of operations.

FOOD SAFETY

The Company could be adversely affected if consumers lose confidence in the safety and quality of the food supply chain. Adverse publicity about these types of concerns, whether or not valid, could discourage consumers from buying our products. The real or perceived sale of contaminated food products by us could result in a loss of consumer confidence and product liability claims, which could have a material adverse effect on our sales and operations.

MULTI-EMPLOYER PENSION PLANS

The Company is required to make contributions to multi-employer pension plans in amounts established under collective bargaining agreements. Pension expense for these plans is recognized as contributions are funded. Benefits generally are based on a fixed amount for each year of service. Based on the most recent information available to us, certain of these multi-employer plans are underfunded. As a result, we expect that contributions to these plans may increase. Additionally, the benefit levels and related items will be issues in the negotiation of our collective bargaining agreements. Under current law, an employer that withdraws or partially withdraws from a multi-employer pension plan may incur a withdrawal liability to the plan, which represents the portion of the plan's underfunding that is allocable to the withdrawing employer under complex actuarial and allocation rules. The failure of a withdrawing employer to fund these obligations can impact remaining employers. The amount of any increase or decrease in our required contributions to these multi-employer pension plans will depend upon the outcome of collective bargaining, actions taken by trustees who manage the plans, government regulations and the actual return on assets held in the plans, among other factors. See Note 8 to the Consolidated Financial Statements for more information relating to our participation in multi-employer pension plans.

IMPAIRMENT OF LONG-LIVED ASSETS

Our long-lived assets, primarily stores, are subject to periodic testing for impairment. Failure of our asset groups to achieve sufficient levels of cash flow could result in impairment charges on long-lived assets.

TAXES

The Company’s effective tax rate may be impacted by the results of tax examinations and changes in tax laws, including the disputes with the state of New Jersey described in Note 5 to the Consolidated Financial Statements.

INFORMATION TECHNOLOGY

Wakefern provides all members of the cooperative with information system support that enables us to effectively manage our business data, customer transactions, ordering, communications and other business processes. These information systems are subject to damage or interruption from power outages, computer or telecommunications failures, computer viruses and related malicious software, catastrophic weather events, or human error. Any material interruption of our or Wakefern’s information systems could have a material adverse impact on our results of operations.

Due to the nature of our business, personal information about our customers, vendors and associates is received and stored in these information systems. In addition, confidential information is transmitted through our ShopRite from Home online business at shoprite.com and through the ShopRite app. Unauthorized parties may attempt to access information stored in or to sabotage or disrupt these systems. Wakefern and the Company maintain substantial security measures to prevent and detect unauthorized access to such information, including utilizing third-party service providers for monitoring our networks, security reviews, and other functions. It is possible that computer hackers, cyber terrorists and others may be able to defeat the security measures in place at Wakefern or those of third-party service providers.

Any breach of these security measures and loss of confidential information, which could be undetected for a period of time, could damage our reputation with customers, vendors and associates, cause Wakefern and Village to incur significant costs to protect any customers, vendors and associates whose personal data was compromised, make changes to our information systems and could result in government enforcement actions and litigation against Wakefern and/or Village from outside parties. Any such breach could have a material adverse impact on our operations, consolidated financial condition, results of operations, and liquidity if the related costs to Wakefern and Village are not covered or are in excess of carried insurance policies. In addition, a security breach could require Wakefern and Village to devote significant management resources to address problems created by the security breach and restore our reputation.

## ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

## ITEM 2. PROPERTIES

As of July 26, 2014, Village owns the sites of six of its supermarkets (containing 412,000 square feet of total space), all of which are freestanding stores, except the Egg Harbor store, which is part of a shopping center. The remaining 23 supermarkets (containing 1,288,000 square feet of total space) and the corporate headquarters are leased, with initial lease terms generally ranging from 20 to 30 years, usually with renewal options. Sixteen of these leased stores are located in shopping centers and the remaining seven are freestanding stores. In addition to the above, the Company owns the land and building of the old Washington store, which is currently available for sale.

The annual rent, including capitalized leases, for all of the Company's leased facilities for the year ended July 26, 2014 was approximately $15,586.

Village is a limited partner in two partnerships, one of which owns a shopping center in which one of our leased stores is located. The Company is also a general partner in a partnership that is a lessor of one of the Company's freestanding stores.

## ITEM 3. LEGAL PROCEEDINGS

In prior years, the state of New Jersey issued two separate tax assessments related to nexus beginning in fiscal 2000 and the deductibility of certain payments between subsidiaries beginning in fiscal 2002. Village contested both of these assessments through the state’s conference and appeals process and was subsequently denied. The Company then filed two complaints in Tax Court against the New Jersey Division of Taxation contesting these assessments and a trial limited to the nexus dispute was conducted in June 2013. On October 23, 2013, the Tax Court issued their opinion on the matter in favor of the New Jersey Division of Taxation. The Company is currently in the process of appealing the court’s decision. No payments with respect to these matters are required until the dispute is definitively resolved.

The Company recorded a $10,052 charge to income tax expense in the fiscal quarter ended October 26, 2013, which includes a $4,933 (net of federal benefit of $2,656) increase in unrecognized tax benefits and $5,119 (net of federal benefit of $2,078) of related interest and penalties for tax positions taken in prior years. This charge increased our beginning of year accrued tax liability to reflect the estimated total tax, interest and penalties due if the Company is unable to overturn the Court's decision upon appeal. It is reasonably possible that this matter will be resolved within the next twelve months. A favorable resolution could result in a reduction in gross unrecognized tax benefits of up to $28,993. The ultimate resolution of these matters could materially impact our results of operations and cash flows.

Superstorm Sandy devastated our area on October 29, 2012 and resulted in the closure of almost all of our stores for periods of time ranging from a few hours to eight days. Village disposed of substantial amounts of perishable product and also incurred repair, labor and other costs as a result of the storm. The Company has property, casualty and business interruption insurance, subject to deductibles and coverage limits. During fiscal 2013, Wakefern began the process of working with our insurers to recover the damages and Village has recorded estimated insurance recoveries. Net of payments received, the related insurance receivable was $2,290 at July 26, 2014. In October 2013, Wakefern, as the policy holder, filed suit against the primary carrier seeking payment of remaining claims due for all Wakefern members. The suit is the result of different interpretations of policy terms. Final resolution of our insurance claim related to the storm could have a material impact on our results of operations.

In addition, the Company, in the ordinary course of business, is involved in various legal proceedings. Village does not believe the outcome of these proceedings will have a material adverse effect on the Company's consolidated financial condition, results of operations or liquidity.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

(All dollar amounts are in thousands, except per share data).

Stock Price and Dividend Information

The Class A common stock of Village Super Market, Inc. is traded on the NASDAQ Global Select Market under the symbol “VLGEA.” The table below sets forth the high and low last reported sales price for the fiscal quarter indicated.

| 2014 | High | Low |
|---|---|---|
| 4th Quarter | $ 25.69 | $ 22.62 |
| 3rd Quarter | 29.41 | 24.69 |
| 2nd Quarter | 38.73 | 28.45 |
| 1st Quarter | 39.23 | 34.40 |

| 2013 | High | Low |
|---|---|---|
| 4th Quarter | $ 38.47 | $ 32.88 |
| 3rd Quarter | 35.11 | 31.79 |
| 2nd Quarter | 37.66 | 30.09 |
| 1st Quarter | 37.95 | 32.87 |

As of October 1, 2014, there were approximately 775 holders of Class A common stock.

During fiscal 2014, Village paid cash dividends of $12,432. Dividends in fiscal 2014 consist of $1.00 per Class A common share and $0.65 per Class B common share.

During fiscal 2013, Village paid cash dividends of $24,048. Dividends in fiscal 2013 consist of $2.00 per Class A common share and $1.30 per Class B common share. These amounts include $12,009 of special dividends paid in December 2012, comprised of $1.00 per Class A common share and $0.65 per Class B common share.

Performance Graph

Set forth below is a graph comparing the cumulative total return on the Company's Class A stock against the cumulative total return of the S&P 500 Composite Stock Index and the NASDAQ Retail Trade index for the Company's last five fiscal years.

| | Jul-09 | Jul-10 | Jul-11 | Jul-12 | Jul-13 | Jul-14 |
|---|---|---|---|---|---|---|
| Village Super Market Inc. | $ 100 | $ 97 | $ 101 | $ 137 | $ 151 | $ 99 |
| S&P 500 | $ 100 | $ 114 | $ 136 | $ 149 | $ 186 | $ 217 |
| NASDAQ Retail Trade | $ 100 | $ 124 | $ 181 | $ 204 | $ 257 | $ 256 |

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ITEM 6. SELECTED FINANCIAL DATA

Selected Financial Data
(Dollars in thousands except per share and square feet data)

Fiscal 2010 contains 53 weeks. All other fiscal years contain 52 weeks.

| For year | July 26, 2014 | July 27, 2013 | July 28, 2012 | July 30, 2011 | July 31, 2010 |
|---|---|---|---|---|---|
| Sales | $1,518,636 | $1,476,457 | $1,422,243 | $1,298,928 | $1,261,825 |
| Net income | 5,045 | 25,784 | 31,445 | 20,982 | 25,381 |
| Net income as a % of sales | 0.33 % | 1.75 % | 2.21 % | 1.62 % | 2.01 % |
| Net income per share: | | | | | |
| Class A common stock: | | | | | |
| Basic | $0.41 | $2.18 | $2.74 | $1.86 | $2.28 |
| Diluted | 0.36 | 1.85 | 2.28 | 1.54 | 1.88 |
| Class B common stock: | | | | | |
| Basic | 0.26 | 1.36 | 1.78 | 1.21 | 1.48 |
| Diluted | 0.26 | 1.36 | 1.77 | 1.21 | 1.47 |
| Cash dividends per share: | | | | | |
| Class A | 1.000 | 2.000 | 0.850 | 1.700 | 0.970 |
| Class B | 0.650 | 1.300 | 0.553 | 1.105 | 0.631 |
| | | | | | |
| At year-end | | | | | |
| Total assets | $457,412 | $427,412 | $409,538 | $386,190 | $357,129 |
| Long-term debt | 45,242 | 42,738 | 43,149 | 43,147 | 41,831 |
| Working capital | 16,782 | 94,299 | 71,672 | 44,448 | 41,201 |
| Shareholders' equity | 233,136 | 244,560 | 230,311 | 208,157 | 205,775 |
| Book value per share | 16.59 | 17.66 | 16.74 | 15.22 | 15.35 |
| | | | | | |
| Other data | | | | | |
| Same store sales increase (decrease) | 0.2 % | 2.9 % | 4.9 % | 4.0 % | (0.7 )% |
| Total square feet | 1,700,000 | 1,644,000 | 1,644,000 | 1,604,000 | 1,483,000 |
| Average total sq. ft. per store | 59,000 | 57,000 | 57,000 | 57,000 | 57,000 |
| Selling square feet | 1,339,000 | 1,295,000 | 1,295,000 | 1,264,000 | 1,171,000 |
| Sales per average square foot of selling space (1) | $1,153 | $1,140 | $1,112 | $1,109 | $1,085 |
| Number of stores | 29 | 29 | 29 | 28 | 26 |
| Sales per average number of stores (1) | $52,367 | $50,912 | $49,903 | $49,959 | $48,532 |
| Capital expenditures and acquisitions | 50,322 | 21,888 | 20,852 | 19,941 | 20,204 |

(1) Amounts for the year ended July 30, 2011 exclude results of the two stores acquired in Maryland in July 2011.

Unaudited Quarterly Financial Data
(Dollars in thousands except per share amounts)

| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter | Fiscal Year |
|---|---|---|---|---|---|
| 2014 | | | | | |
| Sales | $357,046 | $392,241 | $372,511 | $396,838 | $1,518,636 |
| Gross profit | 93,706 | 105,358 | 100,437 | 108,997 | 408,498 |
| Net (loss) income | (6,831) | 2,818 | 3,188 | 5,870 | 5,045 |
| Net (loss) income per share: | | | | | |
| Class A common stock: | | | | | |
| Basic | (0.55) | 0.23 | 0.26 | 0.47 | 0.41 |
| Diluted | (0.55) | 0.20 | 0.23 | 0.42 | 0.36 |
| Class B common stock: | | | | | |
| Basic | (0.36) | 0.15 | 0.17 | 0.30 | 0.26 |
| Diluted | (0.36) | 0.15 | 0.17 | 0.30 | 0.26 |
| | | | | | |
| 2013 | | | | | |
| Sales | $358,151 | $382,175 | $359,808 | $376,323 | $1,476,457 |
| Gross profit | 95,637 | 102,920 | 97,314 | 101,890 | 397,761 |
| Net income | 5,855 | 9,104 | 4,622 | 6,203 | 25,784 |
| Net income per share: | | | | | |
| Class A common stock: | | | | | |
| Basic | 0.52 | 0.76 | 0.38 | 0.51 | 2.18 |
| Diluted | 0.42 | 0.65 | 0.33 | 0.44 | 1.85 |
| Class B common stock: | | | | | |
| Basic | 0.30 | 0.49 | 0.25 | 0.33 | 1.36 |
| Diluted | 0.30 | 0.49 | 0.25 | 0.33 | 1.36 |

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Dollars in thousands except per share and per square foot data)

### OVERVIEW

Village Super Market, Inc. (the “Company” or “Village”) operates a chain of 29 ShopRite supermarkets in New Jersey, Maryland and northeastern Pennsylvania. On November 6, 2013, Village opened a 77,000 sq. ft. store in Hanover Township, New Jersey that serves the greater Morristown area and replaced the 40,000 sq. ft. Morris Plains store. On April 30, 2014, Village opened a 59,000 sq. ft. store in Union, New Jersey and closed our existing 40,000 sq. ft. store.

Village is the second largest member of Wakefern Food Corporation (“Wakefern”), the nation’s largest retailer-owned food cooperative and owner of the ShopRite name. This ownership interest in Wakefern provides Village many of the economies of scale in purchasing, distribution, advanced retail technology, marketing and advertising associated with larger chains.

The Company’s stores, six of which are owned, average 59,000 total square feet. These larger store sizes enable the Company’s stores to provide a “one-stop” shopping experience and to feature expanded higher margin specialty departments such as an on-site bakery, an expanded delicatessen, a variety of natural and organic foods, ethnic and international foods, prepared foods and pharmacies. During fiscal 2014, sales per store were $52,367 and sales per average square foot of selling space were $1,153. Management believes these figures are among the highest in the supermarket industry.

The supermarket industry is highly competitive and characterized by narrow profit margins. The Company competes directly with multiple retail formats, including national, regional and local supermarket chains as well as warehouse clubs, supercenters, drug stores, discount general merchandise stores, fast food chains, restaurants, dollar stores and convenience stores. Village competes by using low pricing, superior customer service, and a broad range of consistently available quality products, including ShopRite private labeled products. The ShopRite Price Plus card also strengthens customer loyalty.

Many of our stores emphasize a Power Alley, which features high margin, fresh, convenience offerings in an area within the store that provides quick customer entry and exit for those customers shopping for today's lunch or dinner. The greater Morristown and Union stores include the Village Food Garden concept previously introduced in our remodeled Livingston store. Village Food Garden features a restaurant style kitchen, and several kiosks offering a wide variety of store prepared specialty foods for both take-home and in-store dining. Village also has on-site registered dieticians in thirteen stores that provide customers with free, private consultations on healthy meals and proper nutrition, as well as leading health related events both in store and in the community as part of the Live Right with ShopRite program. Wakefern and Village have responded to customers increased use of the internet by creating a smart phone app and shoprite.com to provide weekly advertising and other shopping information. In addition, on-line shopping is available in twelve store locations with store pick-up and delivery options servicing our current market.

We consider a variety of indicators to evaluate our performance, such as same store sales; percentage of total sales by department (mix); shrink; departmental gross profit percentage; sales per labor hour; and hourly labor rates.

The Company utilizes a 52 - 53 week fiscal year, ending on the last Saturday in the month of July. Fiscal 2014, 2013 and 2012 contain 52 weeks.

RESULTS OF OPERATIONS

The following table sets forth the components of the Consolidated Statements of Operations of the Company as a percentage of sales:

| | July 26, 2014 | | July 27, 2013 | | July 28, 2012 | |
|---|---|---|---|---|---|---|
| Sales | 100.00 | % | 100.00 | % | 100.00 | % |
| Cost of sales | 73.10 | | 73.06 | | 72.66 | |
| Gross profit | 26.90 | | 26.94 | | 27.34 | |
| Operating and administrative expense | 23.47 | | 22.57 | | 22.04 | |
| Depreciation and amortization | 1.47 | | 1.38 | | 1.39 | |
| Operating income | 1.96 | | 2.99 | | 3.91 | |
| Income from partnerships | - | | 0.10 | | - | |
| Interest expense | (0.24 | ) | (0.26 | ) | (0.31 | ) |
| Interest income | 0.17 | | 0.19 | | 0.18 | |
| Income before income taxes | 1.89 | | 3.02 | | 3.78 | |
| Income taxes | 1.56 | | 1.27 | | 1.57 | |
| Net income | 0.33 | % | 1.75 | % | 2.21 | % |

SALES

Sales were $1,518,636 in fiscal 2014, an increase of $42,179, or 2.9% from the prior year. Sales increased due to the opening of the greater Morristown replacement store on November 6, 2013 and Union replacement store on April 30, 2014. Same store sales increased .2% due to increased sales in both Maryland stores and in stores that were closed for periods of up to eight days in the prior year due to superstorm Sandy, partially offset by lower sales due to three store openings by competitors, very high sales in the prior year as customers prepared for superstorm Sandy, and reduced sales in stores that reopened quickly after the storm. New stores and replacement stores are included in same store sales in the quarter after the store has been in operation for four full quarters. Store renovations are included in same store sales immediately.

Sales were $1,476,457 in fiscal 2013, an increase of $54,214, or 3.8% from the prior year.  Sales increased due to the acquisition of a store in Old Bridge, NJ on January 29, 2012 and a same store sales increase of 2.9%.  Same store sales increased due to higher sales as customers prepared for superstorm Sandy, improved sales at the stores that reopened quickly after that storm and higher sales in the two stores in Maryland.  Sales continued to be impacted by economic weakness, high gas prices and high unemployment, which has resulted in increased sale item penetration and trading down.

GROSS PROFIT

Gross profit as a percentage of sales decreased .04% in fiscal 2014 compared to the prior year primarily due to decreased departmental gross margin percentages (.33%). Gross margins declined in several departments primarily due to investments in lower prices to combat nontraditional competitors. This decrease was partially offset by improved product mix (.10%), lower promotional spending (.09%), and higher patronage dividends (.08%).

Gross profit as a percentage of sales decreased .40% in fiscal 2013 compared to the prior year primarily due to decreased departmental gross margin percentages (.47%), partially offset by improved product mix (.06%). Gross margins declined in several departments primarily due to investments in lower prices to combat nontraditional competitors.

OPERATING AND ADMINISTRATIVE EXPENSE

Operating and administrative expense as a percentage of sales increased .90% in fiscal 2014 compared to the prior year primarily due to a charge for future lease obligations resulting from the closures of the Morris Plains and Union stores (.29%), higher payroll (.19%), healthcare (.14%) and repair and snow removal costs (.07%), increased legal and consulting fees (.09%) and pre-opening costs for the greater Morristown and Union replacement stores (.13%). These increases were partially offset by a reduction in non-union pension expense (.14%). Payroll costs increased due to efforts to enhance the customer experience and provide additional services, including the addition and expansion of ShopRite from Home in several stores and our Village Food Garden at the greater Morristown and Union replacement stores and the remodeled Livingston store. In addition, the prior fiscal year included a charge from the settlement of a dispute with a landlord (.04%) and income from settlement of the national credit card lawsuit (.08%).

Operating and administrative expense as a percentage of sales increased .53% in fiscal 2013 compared to the prior year primarily due to higher payroll (.15%) and fringe benefit (.27%) costs, a charge from settlement of a dispute with a landlord (.04%), and the prior fiscal year included a favorable settlement of a pension withdrawal liability (.04%). These increases were partially offset by income from settlement of the national credit card lawsuit (.08%) in the current fiscal year. Payroll costs increased due to efforts to enhance the customer experience and provide additional services, including our first Village Food Garden at the remodeled Livingston store and the addition of ShopRite from Home in several stores. Fringe benefit costs increased due to higher costs for health, pension and workers compensation.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization expense was $22,274, $20,354 and $19,759 in fiscal 2014, 2013 and 2012, respectively. Depreciation and amortization expense increased in fiscal 2014 and 2013 compared to the prior years due to depreciation related to fixed asset additions.

INCOME FROM PARTNERSHIPS

Income from partnerships of $1,450 in fiscal 2013 are distributions received from two partnerships that exceeded the invested amounts. The Company's partnership interests resulted from its leasing of supermarkets in two shopping centers. The Company remains a tenant in one of these shopping centers.

INTEREST EXPENSE

Interest expense was $3,602, $3,771 and $4,415, in fiscal 2014, 2013 and 2012, respectively. Interest expense decreased in fiscal 2014 and 2013 compared to fiscal 2012 due to interest costs capitalized in fiscal 2014 and 2013, and interest incurred on a pension withdrawal liability included in fiscal 2012.

INTEREST INCOME

Interest income was $2,622, $2,783 and $2,571 in fiscal 2014, 2013 and 2012, respectively.

INCOME TAXES

The Company's effective income tax rate was 82.5%, 42.2% and 41.5% in fiscal 2014, 2013 and 2012, respectively.

As described in Note 5 to the Consolidated Financial Statements, income taxes in fiscal 2014 includes a $10,052 charge related to tax positions taken in prior years as a result of the unfavorable ruling by the New Jersey Tax Court. Excluding this charge, the effective tax rate was 47.6% in fiscal 2014 compared to 42.2% in the prior year. The increase in the effective tax rate is due to the impact of New Jersey Tax Court decision including increased accrued interest and penalties in the current year.

NET INCOME

Net income was $5,045 in fiscal 2014 compared to $25,784 in fiscal 2013. Fiscal 2014 includes a $11,608 increase to income tax expense as a result of the unfavorable ruling by the New Jersey Tax Court, a charge for future lease obligations due to the closure of the Morris Plains and Union stores of $2,551 (net of tax) and pre-opening costs for the replacement stores in greater Morristown and Union of $1,141 (net of tax), while fiscal 2013 includes income from the national credit card lawsuit of $693 (net of tax), income from a partnership distribution of $840 (net of tax) and a charge for the settlement of a landlord dispute of $376 (net of tax). Excluding these items from both fiscal years, net income in fiscal 2014 declined 17% compared to the prior year primarily due to flat same store sales, higher operating expenses as a percentage of sales, and higher depreciation expense.

Net income was $25,784 in fiscal 2013 compared to $31,445 in fiscal 2012. Fiscal 2013 includes income from partnership distributions of $840 (net of tax), income from the national credit card lawsuit of $693 (net of tax) and a charge for the settlement of a landlord dispute of $376 (net of tax), while fiscal 2012 includes a favorable settlement of a pension withdrawal liability of $374 (net of tax). Excluding these items from both fiscal years, net income in fiscal 2013 declined 21% compared to the prior year primarily due to lower gross profit percentages and higher operating expenses as a percentage of sales, partially offset by reduced losses in the two Maryland stores compared to the prior year, which was their initial year of operations.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are those accounting policies that management believes are important to the portrayal of the Company's financial condition and results of operations. These policies require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

IMPAIRMENT

The Company reviews the carrying values of its long-lived assets, such as property, equipment and fixtures for possible impairment whenever events or changes in circumstances indicate that the carrying amount of assets may not be recoverable. Such review analyzes the undiscounted estimated future cash flows from asset groups at the store level to determine if the carrying value of such assets are recoverable from their respective cash flows. If impairment is indicated, it is measured by comparing the fair value of the long-lived asset groups held for use to their carrying value.

Goodwill is tested for impairment at the end of each fiscal year, or more frequently if circumstances dictate. The Company utilizes valuation techniques, such as earnings multiples, in addition to the Company's market capitalization to assess goodwill for impairment. Calculating the fair value of a reporting unit requires the use of estimates. Management believes the fair value of Village's one reporting unit exceeds its carrying value at July 26, 2014. Should the Company's carrying value of its one reporting unit exceed its fair value, the amount of any resulting goodwill impairment may be material to the Company's financial position and results of operations.

PATRONAGE DIVIDENDS

As a stockholder of Wakefern, Village earns a share of Wakefern's earnings, which are distributed as a "patronage dividend" (see Note 3). This dividend is based on a distribution of substantially all of Wakefern's operating profits for its fiscal year (which ends September 30) in proportion to the dollar volume of purchases by each member from Wakefern during that fiscal year. Patronage dividends are recorded as a reduction of cost of sales as merchandise is sold. Village accrues estimated patronage dividends due from Wakefern quarterly based on an estimate of the annual Wakefern patronage dividend and an estimate of Village's share of this annual dividend based on Village's estimated proportional share of the dollar volume of business transacted with Wakefern that year. The amount of patronage dividends receivable based on these estimates were $12,923 and $11,810 at July 26, 2014 and July 27, 2013, respectively.

PENSION PLANS

The determination of the Company's obligation and expense for Company-sponsored pension plans is dependent, in part, on Village's selection of assumptions used by actuaries in calculating those amounts. These assumptions are described in Note 8 and include, among others, the discount rate, the expected long-term rate of return on plan assets and the rate of increase in compensation costs. Actual results that differ from the Company's assumptions are accumulated and amortized over future periods and, therefore, generally affect recognized expense in future periods. While management believes that its assumptions are appropriate, significant differences in actual experience or significant changes in the Company's assumptions may materially affect cash flows, pension obligations and future expense.

The objective of the discount rate assumption is to reflect the rate at which the Company's pension obligations could be effectively settled based on the expected timing and amounts of benefits payable to participants under the plans. Our methodology for selecting the discount rate as of July 26, 2014 was to match the plans cash flows to that of a yield curve on high-quality fixed-income investments. Based on this method, we utilized a weighted-average discount rate of 3.95% at July 26, 2014 compared to 4.43% at July 27, 2013. The .48% decrease in the discount rate, and a change in the mortality table utilized, increased the projected benefit obligation at July 26, 2014 by approximately $6,337. Village evaluated the expected long-term rate of return on plan assets of 7.5% and the expected increase in compensation costs of 4 to 4.5% and concluded no changes in these assumptions were necessary in estimating pension plan obligations and expense.

Sensitivity to changes in the major assumptions used in the calculation of the Company's pension plans is as follows:

| | Percentage point change | Projected benfit obligation decrease (increase) | Expense decrease (increase) |
|---|---|---|---|
| Discount rate | + / - 1.0 % | $ 10,214 ($12,844) | $ 403 ($482) |
| Expected return on assets | + / - 1.0 % | - | $ 425 ($425) |

Village contributed $3,320 and $3,254 in fiscal 2014 and 2013, respectively, to these Company-sponsored pension plans. Village expects to contribute $6,000 in fiscal 2015 to these plans. The 2014 and 2013 contributions are substantially all voluntary contributions.

The Company also contributes to several multi-employer pension plans based on obligations arising from collective bargaining agreements. These plans provide retirement benefits to participants based on their service to contributing employers. We recognize expense in connection with these plans as contributions are funded.

UNCERTAIN TAX POSITIONS

The Company is subject to periodic audits by various taxing authorities. These audits may challenge certain of the Company's tax positions such as the timing and amount of deductions and the allocation of income to various tax jurisdictions. Accounting for these uncertain tax positions requires significant management judgment. Actual results could materially differ from these estimates and could significantly affect the effective tax rate and cash flows in future years.

As discussed in note 5 of the accompanying notes to the consolidated financial statements, the Company is currently in the process of appealing an unfavorable decision by the New Jersey Tax Court regarding tax assessments received from the state of New Jersey. As a result of the decision, we have increased our accrued tax liability to reflect the estimated total tax, interest and penalties due if the Company is unable to overturn the Court's decision upon appeal. A favorable resolution would result in a material reduction in gross unrecognized tax benefits and related accrued interest and penalties.

RECENTLY ISSUED ACCOUNTING STANDARDS

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers," which provides guidance for revenue recognition. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The new guidance is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. The Company is currently assessing the potential impact of ASU No. 2014-09 on its financial statements.

LIQUIDITY and CAPITAL RESOURCES

CASH FLOWS

Net cash provided by operating activities was $52,447 in fiscal 2014 compared to $51,273 in the corresponding period of the prior year.

During fiscal 2014, Village used cash to fund capital expenditures of $50,322, dividends of $12,432 and invested an additional $18,177 in notes receivable from Wakefern. Capital expenditures include the construction of two replacement stores.

Net cash provided by operating activities was $51,273 in fiscal 2013 compared to $43,432 in the corresponding period of the prior year. This increase is primarily attributable to the prior year including a settlement of a $7,028 pension liability and changes in the timing of payables.

During fiscal 2013 Village used cash to fund capital expenditures of $21,888 and dividends of $24,048. Capital expenditures include substantial remodels of three stores and the site work and beginning of construction of a replacement store. Dividends paid include $12,009 of special dividends.

LIQUIDITY and DEBT

Working capital was $16,782, $94,299, and $71,672 at July 26, 2014, July 27, 2013 and July 28, 2012, respectively. The decrease in working capital in fiscal 2014 compared to prior year is due primarily to the $40,598 investment in long-term notes receivable, increased income tax liabilities as result of the New Jersey Tax Court decision and capital expenditures. Working capital ratios at the same dates were 1.11, 1.85, and 1.72 to one, respectively. The Company's working capital needs are reduced, since inventories are generally sold by the time payments to Wakefern and other suppliers are due.

Village has budgeted approximately $25,000 for capital expenditures in fiscal 2015. Planned expenditures include three major remodels and several smaller remodels. The Company's primary sources of liquidity in fiscal 2015 are expected to be cash and cash equivalents on hand at July 26, 2014 and operating cash flow generated in fiscal 2015.

On February 15, 2014, Village received $23,420 as prepayment of notes receivable due from Wakefern. These notes earned interest at a fixed rate of 7%. The Company invested the proceeds received and additional funds previously invested in demand deposits at Wakefern in variable rate notes receivable from Wakefern of $40,000 on February 15, 2014. Half of these notes earn interest at the prime rate plus .25% and mature in 3.5 years and half earn interest at the prime rate plus 1.25% and mature in 5 years. Wakefern has the right to prepay these notes at any time. Under certain conditions, the Company can require Wakefern to prepay the notes, although interest earned since inception would be reduced as if it was earned based on overnight money market rates as paid by Wakefern on demand deposits.

Village has an unsecured revolving credit agreement providing a maximum amount available for borrowing of $25,000. This loan agreement expires on December 31, 2015. The revolving credit line can be used for general corporate purposes. Indebtedness under this agreement bears interest at the prime rate, or at the Eurodollar rate, at the Company's option, plus applicable margins based on the Company's fixed charge coverage ratio. There were no amounts outstanding at July 26, 2014 or July 27, 2013 under this facility.

The revolving loan agreement contains covenants that, among other conditions, require a maximum liabilities to tangible net worth ratio, a minimum fixed charge coverage ratio and a positive net income. At July 26, 2014, the Company was in compliance with all terms and covenants of the revolving loan agreement. Under the above covenants, Village had approximately $106,152 of net worth available at July 26, 2014 for the payment of dividends.

During fiscal 2014, Village paid cash dividends of $12,432. Dividends in fiscal 2014 consist of $1.00 per Class A common share and $.65 per Class B common share.

During fiscal 2013, Village paid cash dividends of $24,048. Dividends in fiscal 2013 consist of $2.00 per Class A common share and $1.30 per Class B common share. These amounts include $12,009 of special dividends paid in December 2012, comprised of $1.00 per Class A common share and $0.65 per Class B common share.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The table below presents significant contractual obligations of the Company at July 26, 2014:

| | Payments due by fiscal period | | | | | | |
|---|---|---|---|---|---|---|---|
| | 2015 | 2016 | 2017 | 2018 | 2019 | Thereafter | Total |
| Capital and financing leases (2) | $4,674 | $4,875 | $4,875 | $4,959 | $5,001 | $69,964 | $94,348 |
| Operating leases (2) | 10,411 | 9,265 | 6,845 | 6,282 | 5,076 | 47,740 | 85,619 |
| Notes payable to Related Party | 667 | 518 | 446 | 110 | - | - | 1,741 |
| | $15,752 | $14,658 | $12,166 | $11,351 | $10,077 | $117,704 | $181,708 |

(1) In addition, the Company is obligated to purchase 85% of its primary merchandise requirements from Wakefern (see Note 3).

(2) The above amounts for capital, financing and operating leases include interest, but do not include certain obligations under these leases for other charges. These charges consisted of the following in fiscal 2014: Real estate taxes - $4,380; common area maintenance - $2,334; insurance - $107; and contingent rentals - $872.

(3) Pension plan funding requirements are excluded from the above table as estimated contribution amounts for future years are uncertain. Required future contributions will be determined by, among other factors, actual investment performance of plan assets, interest rates required to be used to calculate pension obligations, and changes in legislation. The Company expects to contribute $6,000 in fiscal 2015 to fund Company-sponsored defined benefit pension plans compared to actual contributions of $3,320 in fiscal 2014. The table also excludes contributions under various multi-employer pension plans, which totaled $5,113 in fiscal 2014.

(4) The amount of unrecognized tax benefits of $18,845 at July 26, 2014 has been excluded from this table because a reasonable estimate of the timing of future tax settlements cannot be determined.

OUTLOOK

This annual report contains certain forward-looking statements about Village's future performance. These statements are based on management's assumptions and beliefs in light of information currently available. Such statements relate to, for example: economic conditions; uninsured losses; expected pension plan contributions; projected capital expenditures; expected dividend payments; cash flow requirements; inflation expectations; and legal matters; and are indicated by words such as "will," "expect," "should," "intend," "anticipates," "believes" and similar words or phrases. The Company cautions the reader that there is no assurance that actual results or business conditions will not differ materially from the results expressed, suggested or implied by such forward-looking statements. The Company undertakes no obligation to update forward-looking statements to reflect developments or information obtained after the date hereof.

· We expect same store sales to range from flat to an increase of 2% in fiscal 2015.

· We expect modest retail price inflation in fiscal 2015.

- We have budgeted $25,000 for capital expenditures in fiscal 2015. Planned expenditures include three major remodels and several smaller remodels.

- The Board’s current intention is to continue to pay quarterly dividends in 2015 at the most recent rate of $.25 per Class A and $.1625 per Class B share.

- We believe cash flow from operations and other sources of liquidity will be adequate to meet anticipated requirements for working capital, capital expenditures and debt payments for the foreseeable future.

- We expect our effective income tax rate in fiscal 2015 to be 46.0% - 47.0%. Excluding interest and penalties related to unrecognized tax benefits, we expect our effective income tax rate in fiscal 2015 to be 41.5% - 42.5%.

- We expect operating expenses will be affected by increased costs in certain areas, such as medical and pension costs.

Various uncertainties and other factors could cause actual results to differ from the forward-looking statements contained in this report. These include:

- The supermarket business is highly competitive and characterized by narrow profit margins. Results of operations may be materially adversely impacted by competitive pricing and promotional programs, industry consolidation and competitor store openings. Village competes with national and regional supermarkets, local supermarkets, warehouse club stores, supercenters, drug stores, convenience stores, dollar stores, discount merchandisers, restaurants and other local retailers. Some of these competitors have greater financial resources, lower merchandise acquisition costs and lower operating expenses than we do.

- The Company's stores are concentrated in New Jersey, with one store in northeastern Pennsylvania and two in Maryland. We are vulnerable to economic downturns in New Jersey in addition to those that may affect the country as a whole. Economic conditions such as inflation, deflation, interest rates, energy costs and unemployment rates may adversely affect our sales and profits.

- Village acquired two stores in July 2011 in Maryland, a new market for Village where the ShopRite name is less known than in New Jersey. Maryland stores sales, marketing costs and operating performance remain worse than initially projected as we continue to build market share and brand awareness. If these trends continue, the performance of our Maryland stores may negatively impact the Company's results of operations.

- Village purchases substantially all of its merchandise from Wakefern. In addition, Wakefern provides the Company with support services in numerous areas including supplies, advertising, liability and property insurance, technology support and other store services. Further, Village receives patronage dividends and other product incentives from Wakefern. Any material change in Wakefern's method of operation or a termination or material modification of Village's relationship with Wakefern could have an adverse impact on the conduct of the Company's business and could involve additional expense for Village. The failure of any Wakefern member to fulfill its obligations to Wakefern or a member's insolvency or withdrawal from Wakefern could result in increased costs to the Company. Additionally, an adverse change in Wakefern's results of operations could have an adverse effect on Village's results of operations.

- Approximately 91% of our employees are covered by collective bargaining agreements. Any work stoppages could have an adverse impact on our financial results. If we are unable to control health care and pension costs provided for in the collective bargaining agreements, we may experience increased operating costs.

- Village could be adversely affected if consumers lose confidence in the safety and quality of the food supply chain. The real or perceived sale of contaminated food products by us could result in a loss of consumer confidence and product liability claims, which could have a material adverse effect on our sales and operations.

- Certain of the multi-employer plans to which we contribute are underfunded. As a result, we expect that contributions to these plans may increase. Additionally, the benefit levels and related items will be issues in the negotiation of our collective bargaining agreements. Under current law, an employer that withdraws or partially withdraws from a multi-employer pension plan may incur a withdrawal liability to the plan, which represents the portion of the plan's underfunding that is allocable to the withdrawing employer under very complex actuarial and allocation rules. The failure of a withdrawing employer to fund these obligations can impact remaining employers. The amount of any increase or decrease in our required contributions to these multi-employer pension plans will depend upon the outcome of collective bargaining, actions taken by trustees who manage the plans, government regulations and the actual return on assets held in the plans, among other factors.

· We provide health benefits to a large number of our employees, primarily through multi-employer health plans. Effective January 1, 2015, the Patient Protection and Affordable Care Act will impose new mandates on employers that could significantly increase the number of employees receiving benefits and our required contributions to these multi-employer health plans. We are not able at this time to determine the impact of the law, as it will depend on many factors, including finalization of rules implementing the law, the number of additional employees that we will be required to provide health benefits and the number of eligible employees that enroll for medical benefits, which could be material to our results of operations

· Our long-lived assets, primarily stores, are subject to periodic testing for impairment. Failure of our asset groups to achieve sufficient levels of cash flow could result in impairment charges on long-lived assets.

· Our effective tax rate may be impacted by the results of tax examinations and changes in tax laws, including the disputes with the state of New Jersey described in note 5 of the accompanying notes to the consolidated financial statements.

· Wakefern provides all members of the cooperative with information system support that enables us to effectively manage our business data, customer transactions, ordering, communications and other business processes. These information systems are subject to damage or interruption from power outages, computer or telecommunications failures, computer viruses and related malicious software, catastrophic weather events, or human error. Any material interruption of our or Wakefern's information systems could have a material adverse impact on our results of operations.

Due to the nature of our business, personal information about our customers, vendors and associates is received and stored in these information systems. In addition, confidential information is transmitted through our ShopRite from Home online business at shoprite.com and through the ShopRite app. Unauthorized parties may attempt to access information stored in or to sabotage or disrupt these systems. Wakefern and the Company maintain substantial security measures to prevent and detect unauthorized access to such information, including utilizing third-party service providers for monitoring our networks, security reviews, and other functions. It is possible that computer hackers, cyber terrorists and others may be able to defeat the security measures in place at Wakefern or those of third-party service providers.

Any breach of these security measures and loss of confidential information, which could be undetected for a period of time, could damage our reputation with customers, vendors and associates, cause Wakefern and Village to incur significant costs to protect any customers, vendors and associates whose personal data was compromised, make changes to our information systems and could result in government enforcement actions and litigation against Wakefern and/or Village from outside parties. Any such breach could have a material adverse impact on our operations, consolidated financial condition, results of operations, and liquidity if the related costs to Wakefern and Village are not covered or are in excess of carried insurance policies. In addition, a security breach could require Wakefern and Village to devote significant management resources to address problems created by the security breach and restore our reputation.

RELATED PARTY TRANSACTIONS

The Company holds an investment in Wakefern, its principal supplier. Village purchases substantially all of its merchandise from Wakefern in accordance with the Wakefern Stockholder Agreement. As part of this agreement, Village is required to purchase certain amounts of Wakefern common stock. At July 26, 2014, the Company's indebtedness to Wakefern for the outstanding amount of this stock subscription was $1,741. The maximum per store investment, which is currently $850, increased by $25 in both fiscal 2014 and 2013, resulting in additional investments of $657 and $949, respectively. Wakefern distributes as a "patronage dividend" to each member a share of its earnings in proportion to the dollar volume of purchases by the member from Wakefern during the year. Wakefern provides the Company with support services in numerous areas including advertising, supplies, liability and property insurance, technology support and other store services. Additional information is provided in Note 3 to the consolidated financial statements.

On February 15, 2014, Village received $23,420 as prepayment of notes receivable due from Wakefern. These notes earned interest at a fixed rate of 7%. The Company invested the proceeds received and additional funds previously invested in demand deposits at Wakefern in variable rate notes receivable from Wakefern of $40,000 on February 15, 2014. Half of these notes earn interest at the prime rate plus .25% and mature in 3.5 years and half earn interest at the prime rate plus 1.25% and mature in 5 years. Wakefern has the right to prepay these notes at any time. Under certain conditions, the Company can require Wakefern to prepay the notes, although interest earned since inception would be reduced as if it was earned based on overnight money market rates as paid by Wakefern on demand deposits.

At July 26, 2014, Village had demand deposits invested at Wakefern in the amount of $52,891. These deposits earn overnight money market rates.

The Company subleases the Galloway and Vineland stores from Wakefern at combined current annual rents of $1,296. Both leases contain normal periodic rent increases and options to extend the lease.

The Company leases a supermarket from a realty firm 30% owned by certain officers of Village. The Company paid rent to related parties under this lease of $640, $640 and $640 in fiscal 2014, 2013 and 2012, respectively. This lease expires in fiscal 2016 with options to extend at increasing annual rents.

The Company has ownership interests in three real estate partnerships. Village paid aggregate rents to two of these partnerships for leased stores of approximately $1,008, $834 and $801 in fiscal years 2014, 2013 and 2012, respectively. In fiscal 2013, the Company recognized income from partnerships of $1,450 resulting from distributions received from two of these partnerships that exceeded the invested amounts.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

IMPACT OF INFLATION AND CHANGING PRICES

Although the Company cannot accurately determine the precise effect of inflation or deflation on its operations, it estimates that product prices overall experienced slight inflation in fiscal 2014 and 2013. The Company recorded a pre-tax LIFO benefits of $216 and $56 in fiscal 2014 and 2013, respectively, compared to a pre-tax LIFO charge of $601 in fiscal 2012. The Company calculates LIFO based on CPI indices published by the Department of Labor, which indicated weighted-average CPI changes of (0.6%), (0.1%) and 2.1%, in fiscal 2014, 2013 and 2012, respectively.

MARKET RISK

At July 26, 2014, the Company had demand deposits of $52,891 at Wakefern earning interest at overnight money market rates, which are exposed to the impact of interest rate changes.

On February 15, 2014, Village received $23,420 as prepayment of notes receivable due from Wakefern. These notes earned interest at a fixed rate of 7%. The Company invested the proceeds received and additional funds previously invested in demand deposits at Wakefern in variable rate notes receivable from Wakefern of $40,000 on February 15, 2014. Half of these notes earn interest at the prime rate plus .25% and mature in 3.5 years and half earn interest at the prime rate plus 1.25% and mature in 5 years. Wakefern has the right to prepay these notes at any time. Under certain conditions, the Company can require Wakefern to prepay the notes, although interest earned since inception would be reduced as if it was earned based on overnight money market rates as paid by Wakefern on demand deposits.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands)

| | July 26, 2014 | July 27, 2013 |
|---|---|---|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | $77,352 | $109,571 |
| Merchandise inventories | 44,694 | 41,515 |
| Patronage dividend receivable | 12,923 | 11,810 |
| Notes receivable from Wakefern | - | 22,421 |
| Other current assets | 27,817 | 20,047 |
| Total current assets | 162,786 | 205,364 |
| Notes receivable from Wakefern | 40,598 | - |
| Property, equipment and fixtures, net | 206,720 | 176,981 |
| Investment in Wakefern | 25,012 | 24,355 |
| Goodwill | 12,057 | 12,057 |
| Other assets | 10,239 | 8,655 |
| Total assets | $457,412 | $427,412 |
| LIABILITIES and SHAREHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Capital and financing lease obligations | $231 | $10 |
| Notes payable to Wakefern | 667 | 600 |
| Accounts payable to Wakefern | 66,004 | 59,465 |
| Accounts payable and accrued expenses | 15,859 | 16,999 |
| Accrued wages and benefits | 18,856 | 14,710 |
| Income taxes payable | 44,387 | 19,281 |
| Total current liabilities | 146,004 | 111,065 |
| Long-term Debt | | |
| Capital and financing lease obligations | 44,168 | 41,019 |
| Notes payable to Wakefern | 1,074 | 1,719 |
| Total long-term debt | 45,242 | 42,738 |
| Pension liabilities | 23,876 | 20,062 |
| Other liabilities | 9,154 | 8,987 |
| Commitments and Contingencies (Notes 3, 4, 5, 6, 8 and 9) | | |
| Shareholders' Equity | | |

| | | |
|---|---|---|
| Preferred stock, no par value: Authorized 10,000 shares, none issued | — | — |
| Class A common stock, no par value: Authorized 20,000 shares; issued 10,147 shares at July 26, 2014 and 9,440 shares at July 27, 2013 | 47,056 | 44,543 |
| Class B common stock, no par value: Authorized 20,000 shares; issued and outstanding 4,361 shares at July 26, 2014 and 4,780 shares at July 27, 2013 | 708 | 776 |
| Retained earnings | 203,722 | 211,109 |
| Accumulated other comprehensive loss | (12,465) | (8,467) |
| Less treasury stock, Class A, at cost (454 shares at July 26, 2014 and 375 shares at July 27, 2013) | (5,885) | (3,401) |
| | | |
| Total shareholders’ equity | 233,136 | 244,560 |
| | | |
| Total liabilities and shareholders' equity | $457,412 | $427,412 |

See notes to consolidated financial statements.

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

| | Years ended July 26, 2014 | July 27, 2013 | July 28, 2012 |
|---|---|---|---|
| Sales | $1,518,636 | $1,476,457 | $1,422,243 |
| Cost of sales | 1,110,138 | 1,078,696 | 1,033,416 |
| | | | |
| Gross profit | 408,498 | 397,761 | 388,827 |
| | | | |
| Operating and administrative expense | 356,396 | 333,230 | 313,516 |
| Depreciation and amortization | 22,274 | 20,354 | 19,759 |
| | | | |
| Operating income | 29,828 | 44,177 | 55,552 |
| | | | |
| Income from partnerships | - | 1,450 | - |
| Interest expense | (3,602) | (3,771) | (4,415) |
| Interest income | 2,622 | 2,783 | 2,571 |
| | | | |
| Income before income taxes | 28,848 | 44,639 | 53,708 |
| Income taxes | 23,803 | 18,855 | 22,263 |
| | | | |
| Net income | $5,045 | $25,784 | $31,445 |
| | | | |
| Net income per share: | | | |
| Class A common stock: | | | |
| Basic | $0.41 | $2.18 | $2.74 |
| Diluted | $0.36 | $1.85 | $2.28 |
| | | | |
| Class B common stock: | | | |
| Basic | $0.26 | $1.36 | $1.78 |
| Diluted | $0.26 | $1.36 | $1.77 |

See notes to consolidated financial statements.

VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

| | Years ended | | |
|---|---|---|---|
| | July 26, 2014 | July 27, 2013 | July 28, 2012 |
| Net income | $5,045 | $25,784 | $31,445 |
| Other comprehensive income (loss): | | | |
| Amortization of pension actuarial loss, net of tax (1) | 475 | 1,309 | 780 |
| Pension adjustment to funded status, net of tax (2) | (4,473) | 5,698 | (5,112) |
| Total other comprehensive income (loss) | (3,998) | 7,007 | (4,332) |
| Comprehensive income | $1,047 | $32,791 | $27,113 |

(1) Amounts are net of tax of $329, $872 and $519 for 2014, 2013 and 2012, respectively.
(2) Amounts are net of tax of $3,238, $3,800 and $3,429 for 2014, 2013 and 2012, respectively.

See notes to consolidated financial statements.

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VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands)

Years ended July 26, 2014, July 27, 2013 and July 28, 2012

| | Class A Common Stock | | Class B Common Stock | | | Accumulated other comprehensive income (loss) | Treasury Stock Class A | | Total shareholders' equity |
|---|---|---|---|---|---|---|---|---|---|
| | Shares Issued | Amount | Shares Issued | Amount | Retained Earnings | | Shares | Amount | |
| Balance, July 30, 2011 | 7,833 | $35,385 | 6,376 | $1,035 | $187,686 | $ (11,142 ) | 530 | $(4,807 ) | $ 208,157 |
| Net income | - | - | - | - | 31,445 | - | - | - | 31,445 |
| Other comprehensive loss, net of tax of $2,910 | - | - | - | - | - | (4,332 ) | - | - | (4,332 ) |
| Dividends | - | - | - | - | (9,758 ) | - | - | - | (9,758 ) |
| Exercise of stock options | - | 723 | - | - | - | - | (69 ) | 630 | 1,353 |
| Treasury stock purchases | - | - | - | - | - | - | - | (9 ) | (9 ) |
| Share-based compensation expense | 9 | 3,180 | - | - | - | - | - | - | 3,180 |
| Excess tax benefits from exercise of stock options and restricted share vesting | - | 275 | - | - | - | - | - | - | 275 |
| Conversion of Class B shares to Class A shares | 41 | 7 | (41 ) | (7 ) | - | - | - | - | - |
| Balance, July 28, 2012 | 7,883 | 39,570 | 6,335 | 1,028 | 209,373 | (15,474 ) | 461 | (4,186 ) | 230,311 |
| Net income | - | - | - | - | 25,784 | - | - | - | 25,784 |
| Other comprehensive income, net of tax of $4,672 | - | - | - | - | - | 7,007 | - | - | 7,007 |
| Dividends | - | - | - | - | (24,048 ) | - | - | - | (24,048 ) |
| Exercise of stock options | - | 957 | - | - | - | - | (86 ) | 785 | 1,742 |
| Share-based compensation expense | 2 | 3,222 | - | - | - | - | - | - | 3,222 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Excess tax benefits from exercise of stock options and restricted share vesting | - | 542 | - | - | - | - | - | - | 542 |
| Conversion of Class B shares to Class A shares | 1,555 | 252 | (1,555 ) | (252 ) | - | - | - | - | - |
| Balance, July 27, 2013 | 9,440 | 44,543 | 4,780 | 776 | 211,109 | (8,467 ) | 375 | (3,401 ) | 244,560 |
| Net income | - | - | - | - | 5,045 | - | - | - | 5,045 |
| Other comprehensive loss, net of tax of $2,909 | - | - | - | - | - | (3,998 ) | - | - | (3,998 ) |
| Dividends | - | - | - | - | (12,432 ) | - | - | - | (12,432 ) |
| Exercise of stock options | - | 132 | - | - | - | - | (9 ) | 85 | 217 |
| Treasury stock purchases | - | - | - | - | - | - | 88 | (2,569 ) | (2,569 ) |
| Share-based compensation expense | 288 | 3,229 | - | - | - | - | - | - | 3,229 |
| Net tax deficit from exercise of stock options and restricted share vesting | - | (916 ) | - | - | - | - | - | - | (916 ) |
| Conversion of Class B shares to Class A shares | 419 | 68 | (419 ) | (68 ) | - | - | - | - | - |
| Balance, July 26, 2014 | 10,147 | $47,056 | 4,361 | $708 | $203,722 | $ (12,465 ) | 454 | $(5,885 ) | $ 233,136 |

See notes to consolidated financial statements.

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VILLAGE SUPER MARKET, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

| | Years ended July 26, 2014 | July 27, 2013 | July 28, 2012 |
|---|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net income | $5,045 | $25,784 | $31,445 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 22,274 | 20,354 | 19,759 |
| Non-cash share-based compensation | 3,229 | 3,222 | 3,180 |
| Deferred taxes | (8,048) | (3,499) | 1,089 |
| Provision to value inventories at LIFO | (216) | (56) | 601 |
| Income from partnerships | - | (1,450) | - |
| Changes in assets and liabilities, net of effects of stores acquired: | | | |
| Merchandise inventories | (2,963) | (860) | (1,423) |
| Patronage dividend receivable | (1,113) | (1,036) | (1,756) |
| Accounts payable to Wakefern | 6,539 | 4,024 | 32 |
| Accounts payable and accrued expenses | 933 | (1,778) | 643 |
| Accrued wages and benefits | 4,146 | 1,908 | (6,415) |
| Income taxes payable | 24,144 | 4,147 | (2,745) |
| Other assets and liabilities | (1,523) | 513 | (978) |
| Net cash provided by operating activities | 52,447 | 51,273 | 43,432 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Capital expenditures | (50,322) | (21,888) | (16,729) |
| Investment in notes receivable from Wakefern | (41,597) | (1,503) | (1,406) |
| Maturity of notes receivable from Wakefern | 23,420 | - | - |
| Store acquisitions | - | - | (4,123) |
| Proceeds from partnerships | - | 1,980 | - |
| Net cash used in investing activities | (68,499) | (21,411) | (22,258) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from exercise of stock options | 217 | 1,742 | 1,353 |
| Excess tax benefit related to share-based compensation | 46 | 542 | 275 |
| Principal payments of long-term debt | (1,429) | (1,630) | (1,294) |
| Dividends | (12,432) | (24,048) | (9,758) |
| Treasury stock purchases | (2,569) | - | (9) |
| Net cash used in financing activities | (16,167) | (23,394) | (9,433) |
| NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS | (32,219) | 6,468 | 11,741 |

| | | | |
|---|---|---|---|
| CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR | 109,571 | 103,103 | 91,362 |
| | | | |
| CASH AND CASH EQUIVALENTS, END OF YEAR | $77,352 | $109,571 | $103,103 |
| | | | |
| SUPPLEMENTAL DISCLOSURES OF CASH PAYMENTS MADE FOR: | | | |
| Interest | $4,240 | $4,012 | $4,116 |
| Income taxes | 7,661 | 17,665 | 23,076 |
| | | | |
| NONCASH SUPPLEMENTAL DISCLOSURES: | | | |
| Investment in Wakefern | $- | $- | $323 |
| Capital lease obligations | 3,525 | - | - |

See notes to consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(All amounts are in thousands, except per share data)

## NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Nature of operations

Village Super Market, Inc. (the “Company” or “Village”) operates a chain of 29 ShopRite supermarkets in New Jersey, eastern Pennsylvania and Maryland. The Company is a member of Wakefern Food Corporation ("Wakefern"), the nation's largest retailer-owned food cooperative and owner of the ShopRite name.  This relationship provides Village many of the economies of scale in purchasing, distribution, private label products, advanced retail technology, marketing and advertising associated with chains of greater size and geographic coverage.

### Principles of consolidation

The consolidated financial statements include the accounts of Village Super Market, Inc. and its subsidiaries, which are wholly owned. Intercompany balances and transactions have been eliminated.

### Fiscal year

The Company and its subsidiaries utilize a 52-53 week fiscal year ending on the last Saturday in the month of July. Fiscal 2014, 2013 and 2012 contain 52 weeks.

### Industry segment

The Company consists of one operating segment, the retail sale of food and nonfood products.

### Revenue recognition

Merchandise sales are recognized at the point of sale to the customer. Sales tax is excluded from revenue. Discounts provided to customers through ShopRite coupons and loyalty programs are recognized as a reduction of sales as the products are sold.

### Cash and cash equivalents

The Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents. Included in cash and cash equivalents are proceeds due from credit and debit card transactions, which typically settle within five business days, of $9,864 and $8,922 at July 26, 2014 and July 27, 2013, respectively. Included in cash and cash equivalents at July 26, 2014 and July 27, 2013 are $52,891 and $85,222, respectively, of demand deposits invested at Wakefern at overnight money market rates.

### Merchandise inventories

Approximately 65% of merchandise inventories are stated at the lower of LIFO (last-in, first-out) cost or market. If the FIFO (first-in, first-out) method had been used, inventories would have been $14,570 and $14,786 higher than reported in fiscal 2014 and 2013, respectively. All other inventories are stated at the lower of FIFO cost or market.

### Vendor allowances and rebates

The Company receives vendor allowances and rebates, including the patronage dividend and amounts received as a pass through from Wakefern, related to the Company's buying and merchandising activities. Vendor allowances and rebates are recognized as a reduction in cost of sales when the related merchandise is sold or when the required contractual terms are completed.

Property, equipment and fixtures

Property, equipment and fixtures are recorded at cost. Interest cost incurred to finance construction is capitalized as part of the cost of the asset. Maintenance and repairs are expensed as incurred.

Depreciation is provided on a straight-line basis over estimated useful lives of thirty years for buildings, ten years for store fixtures and equipment, and three years for vehicles. Leasehold improvements are amortized over the shorter of the related lease terms or the estimated useful lives of the related assets.

When assets are sold or retired, their cost and accumulated depreciation are removed from the accounts, and any gain or loss is reflected in the consolidated financial statements.

Investments

The Company's investments in its principal supplier, Wakefern, and a Wakefern affiliate, Insure-Rite, Ltd., are stated at cost (see Note 3). Village evaluates its investments in Wakefern and Insure-Rite, Ltd. for impairment through consideration of previous, current and projected levels of profit of those entities.

The Company's 20%-50% investments in certain real estate partnerships are accounted for under the equity method. One of these partnerships is a variable interest entity which does not require consolidation as Village is not the primary beneficiary (see Note 6).

Store opening and closing costs

All store opening costs are expensed as incurred. The Company records a liability for the future minimum lease payments and related costs for closed stores from the date of closure to the end of the remaining lease term, net of estimated cost recoveries that may be achieved through subletting, discounted using a risk-adjusted interest rate.

Leases

Leases that meet certain criteria are classified as capital leases, and assets and liabilities are recorded at amounts equal to the lesser of the present value of the minimum lease payments or the fair value of the leased properties at the inception of the respective leases. Such assets are amortized on a straight- line basis over the shorter of the related lease terms or the estimated useful lives of the related assets. Amounts representing interest expense relating to the lease obligations are recorded to effect constant rates of interest over the terms of the leases. Leases that do not qualify as capital leases are classified as operating leases. The Company accounts for rent holidays, escalating rent provisions, and construction allowances on a straight-line basis over the term of the lease.

For leases in which the Company is involved with the construction of the store, if Village concludes that it has substantially all of the risks of ownership during construction of the leased property and therefore is deemed the owner of the project for accounting purposes, an asset and related financing obligation are recorded for the costs paid by the landlord. Once construction is complete, the Company considers the requirements for sale-leaseback treatment. If the arrangement does not qualify for sale-leaseback treatment, the Company amortizes the financing obligation and depreciates the building over the lease term.

Advertising

Advertising costs are expensed as incurred. Advertising expense was $11,474, $11,018 and $10,952 in fiscal 2014, 2013 and 2012, respectively.

Income taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

The Company recognizes a tax benefit for uncertain tax positions if it is "more likely than not" that the position is sustainable, based on its technical merits. The tax benefit of a qualifying position is the largest amount of tax benefit that is greater than 50% likely of being realized upon effective settlement with a taxing authority having full knowledge of all relevant information.

Use of estimates

In conformity with U.S. generally accepted accounting principles, management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates are patronage dividends, pension accounting assumptions, share-based compensation assumptions, accounting for uncertain tax positions, accounting for contingencies and the impairment of long-lived assets and goodwill. Actual results could differ from those estimates.

Fair value

Fair value is defined as the exit price that would be received to sell an asset or paid to transfer a liability. Fair value is a market-based measurement that should be determined using assumptions that market participants would use in pricing an asset or liability. The fair value guidance establishes a three-level hierarchy to prioritize the inputs used in measuring fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted prices within Level 1 that are observable for the asset or liability, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability

Cash and cash equivalents, patronage dividends receivable, accounts payable and accrued expenses are reflected in the consolidated financial statements at carrying value, which approximates fair value because of the short-term maturity of these instruments. The carrying values of the Company’s notes receivable from Wakefern approximate their fair value as interest is earned at variable market rates. As the Company’s investments in Wakefern can only be sold to Wakefern at amounts that approximate the Company’s cost, it is not practicable to estimate the fair value of such investments.

Long-lived assets

The Company reviews long-lived assets, such as property, equipment and fixtures on an individual store basis for impairment when circumstances indicate the carrying amount of an asset group may not be recoverable. Such review analyzes the undiscounted estimated future cash flows from such assets to determine if the carrying value of such assets are recoverable from their respective cash flows. If impairment is indicated, it is measured by comparing the fair value of the long-lived assets to their carrying value.

Goodwill

Goodwill is tested at the end of each fiscal year, or more frequently if circumstances dictate, for impairment. An impairment loss is recognized to the extent that the carrying amount of goodwill exceeds its implied fair value. Village operates as a single reporting unit for purposes of evaluating goodwill for impairment and primarily considers earnings multiples and other valuation techniques to measure fair value, in addition to the value of the Company’s stock.

Net income per share

The Company has two classes of common stock. Class A common stock is entitled to cash dividends as declared 54% greater than those paid on Class B common stock. Shares of Class B common stock are convertible on a share-for-share basis for Class A common stock at any time.

The Company utilizes the two-class method of computing and presenting net income per share. The two-class method is an earnings allocation formula that calculates basic and diluted net income per share for each class of common stock separately based on dividends declared and participation rights in undistributed earnings. Under the two-class method, Class A common stock is assumed to receive a 54% greater participation in undistributed earnings than Class B common stock, in accordance with the classes respective dividend rights. Unvested share-based payment awards that contain nonforfeitable rights to dividends are treated as participating securities and therefore included in computing net income per share using the two-class method.

Diluted net income per share for Class A common stock is calculated utilizing the if-converted method, which assumes the conversion of all shares of Class B common stock to Class A common stock on a share-for- share basis, as this method is more dilutive than the two-class method. Diluted net income per share for Class B common stock does not assume conversion of Class B common stock to shares of Class A common stock.

The tables below reconcile the numerators and denominators of basic and diluted net income per share for all periods presented.

| | 2014 | | 2013 | | 2012 | |
|---|---|---|---|---|---|---|
| | Class A | Class B | Class A | Class B | Class A | Class B |
| Numerator: | | | | | | |
| Net income allocated, basic | $3,788 | $1,141 | $18,089 | $7,053 | $19,314 | $11,317 |
| Conversion of Class B to Class A shares | 1,141 | - | 7,053 | - | 11,317 | - |
| Effect of share-based compensation on allocated net income | (20) | (11) | 6 | (5) | 94 | (54) |
| Net income allocated, diluted | $4,909 | $1,130 | $25,148 | $7,048 | $30,725 | $11,263 |
| | | | | | | |
| Denominator: | | | | | | |
| Weighted average shares outstanding, basic | 9,258 | 4,374 | 8,297 | 5,197 | 7,045 | 6,358 |
| Conversion of Class B to Class A shares | 4,374 | - | 5,197 | - | 6,358 | - |
| Dilutive effect of share-based compensation | 62 | - | 112 | - | 81 | - |
| Weighted average shares outstanding, diluted | 13,694 | 4,374 | 13,606 | 5,197 | 13,484 | 6,358 |

Net income per share is as follows:

| | 2014 | | 2013 | | 2012 | |
|---|---|---|---|---|---|---|
| | Class A | Class B | Class A | Class B | Class A | Class B |
| Basic | $0.41 | $0.26 | $2.18 | $1.36 | $2.74 | $1.78 |
| Diluted | $0.36 | $0.26 | $1.85 | $1.36 | $2.28 | $1.77 |

Outstanding stock options to purchase Class A shares of 540, 5 and 222 were excluded from the calculation of diluted net income per share at July 26, 2014, July 27, 2013 and July 28, 2012, respectively, as a result of their anti-dilutive effect. In addition, 288, 299 and 299 non-vested restricted Class A shares, which are considered participating securities, and their allocated net income were excluded from the diluted net income per share calculation at July 26, 2014, July 27, 2013 and July 28, 2012, respectively, due to their anti-dilutive effect.

Share-based compensation

All share-based payments to employees are recognized in the financial statements as compensation costs based on the fair market value on the date of the grant.

Benefit plans

The Company recognizes the funded status of its Company sponsored retirement plans on the consolidated balance sheet. Actuarial gains or losses, prior service costs or credits and transition obligations not previously recognized are recorded as a component of Accumulated Other Comprehensive Income (Loss).

The Company also contributes to several multi-employer pension plans under the terms of collective bargaining agreements that cover certain union-represented employees. Pension expense for these plans is recognized as contributions are made.

Recently issued accounting standards

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") No. 2014-09, “Revenue from Contracts with Customers,” which provides guidance for revenue recognition. The standard’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The new guidance is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. The Company is currently assessing the potential impact of ASU No. 2014-09 on its financial statements.

NOTE 2 — PROPERTY, EQUIPMENT and FIXTURES

Property, equipment and fixtures are comprised as follows:

| | July 26, 2014 | July 27, 2013 |
|---|---|---|
| Land and buildings | $ 103,043 | $ 78,786 |
| Store fixtures and equipment | 214,091 | 190,957 |
| Leasehold improvements | 89,409 | 82,523 |
| Leased property under capital leases | 25,211 | 21,686 |
| Construction in progress | 121 | 12,231 |
| Vehicles | 3,031 | 2,581 |
| Total property, equipment and fixtures | 434,906 | 388,764 |
| Accumulated depreciation | (222,784) | (207,161) |
| Accumulated amortization of property under capital leases | (5,402) | (4,622) |
| Property, equipment and fixtures, net | $ 206,720 | $ 176,981 |

Amortization of leased property under capital and financing leases is included in depreciation and amortization expense.

NOTE 3 — RELATED PARTY INFORMATION - WAKEFERN

The Company’s ownership interest in its principal supplier, Wakefern, which is operated on a cooperative basis for its stockholder members, is 13.7% of the outstanding shares of Wakefern at July 26, 2014. The investment is pledged as collateral for any obligations to Wakefern. In addition, all obligations to Wakefern are personally guaranteed by certain shareholders of Village.

The Company is obligated to purchase 85% of its primary merchandise requirements from Wakefern until ten years from the date that stockholders representing 75% of Wakefern sales notify Wakefern that those stockholders request that the Wakefern Stockholder Agreement be terminated. If this purchase obligation is not met, Village is required to pay Wakefern’s profit contribution shortfall attributable to this failure. Similar payments are due if Wakefern loses volume by reason of the sale of Company stores or a merger with another entity. Village fulfilled the above obligation in fiscal 2014, 2013 and 2012. The Company also has an investment of approximately 8.3% in Insure-Rite, Ltd., a Wakefern affiliated company, that provides Village with liability and property insurance coverage.

Wakefern has increased from time to time the required investment in its common stock for each supermarket owned by a member, with the exact amount per store computed based on the amount of each store's purchases from Wakefern. At July 26, 2014, the Company's indebtedness to Wakefern for the outstanding amount of these stock subscriptions was $1,741. Installment payments are due as follows: 2015 - $667; 2016 - $518; 2017 - $446; 2018 - $110 and none thereafter. The maximum per store investment, which is currently $850, increased by $25 in both fiscal 2014 and 2013, resulting in additional investments of $657 and $949, respectively. Village receives additional shares of common stock to the extent paid for at the end of each fiscal year (September 30) of Wakefern calculated at the then book value of such shares. The payments, together with any stock issued thereunder, at the option of Wakefern, may be null and void and all payments on this subscription shall become the property of Wakefern in the event the Company does not complete the payment of this subscription in a timely manner.

Village purchases substantially all of its merchandise from Wakefern. Wakefern distributes as a "patronage dividend" to each member a share of substantially all of its earnings in proportion to the dollar volume of purchases by the member from Wakefern during the year. Patronage dividends and other vendor allowances and rebates amounted to $26,438, $24,779 and $23,953 in fiscal 2014, 2013 and 2012, respectively.

Wakefern provides the Company with support services in numerous areas including advertising, supplies, liability and property insurance, technology support and other store services. Village incurred charges of $32,808, $29,973 and $27,991, from Wakefern in fiscal 2014, 2013 and 2012, respectively, for these services, which are reflected in operating and administrative expense in the consolidated statements of operations. Additionally, the Company has certain related party leases (see Note 6) with Wakefern.

On February 15, 2014, Village received $23,420 as prepayment of notes receivable due from Wakefern. These notes earned interest at a fixed rate of 7%. The Company invested the proceeds received and additional funds previously invested in demand deposits at Wakefern in variable rate notes receivable from Wakefern of $40,000 on February 15, 2014. Half of these notes earn interest at the prime rate plus .25% and mature in 3.5 years and half earn interest at the prime rate plus 1.25% and mature in 5 years. Wakefern has the right to prepay these notes at any time. Under certain conditions, the Company can require Wakefern to prepay the notes, although interest earned since inception would be reduced as if it was earned based on overnight money market rates as paid by Wakefern on demand deposits.

At July 26, 2014, the Company had demand deposits invested at Wakefern in the amount of $52,891. These deposits earn overnight money market rates.

Interest income earned on investments with Wakefern was $2,622, $2,783 and $2,571, in fiscal 2014, 2013 and 2012, respectively.

NOTE 4 — DEBT

Village has an unsecured revolving credit agreement providing a maximum amount available for borrowing of $25,000. This loan agreement expires on December 31, 2015. The revolving credit line can be used for general corporate purposes. Indebtedness under this agreement bears interest at the prime rate, or at the Eurodollar rate, at the Company's option, plus applicable margins based on the Company's fixed charge coverage ratio. There were no amounts outstanding at July 26, 2014 or July 27, 2013 under this facility.

The revolving loan agreement provides for up to $3,000 of letters of credit ($2,590 outstanding at July 26, 2014), which secure obligations for construction performance guarantees to municipalities.

The revolving loan agreement contains covenants that, among other conditions, require a maximum liabilities to tangible net worth ratio, a minimum fixed charge coverage ratio and a positive net income. At July 26, 2014, the Company was in compliance with all covenants of the revolving loan agreement. Under the above covenants, Village had approximately $106,152 of net worth available at July 26, 2014 for the payment of dividends.

NOTE 5 — INCOME TAXES

The components of the provision for income taxes are:

| | 2014 | 2013 | 2012 |
|---|---|---|---|
| Federal: | | | |
| Current | $ 10,808 | $ 17,215 | $ 16,009 |
| Deferred | (6,938) | (3,021) | 931 |
| | | | |
| State: | | | |
| Current | 21,043 | 5,139 | 5,165 |
| Deferred | (1,110) | (478) | 158 |
| | | | |

| | | | | | |
|---|---|---|---|---|---|
| $ | 23,803 | $ | 18,855 | $ | 22,263 |

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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

| | July 26, 2014 | July 27, 2013 |
|---|---|---|
| Deferred tax assets: | | |
| Leasing activities | $ 7,814 | $ 5,747 |
| Federal benefit of uncertain tax positions | 14,816 | 8,028 |
| Compensation related costs | 4,000 | 6,256 |
| Pension costs | 8,553 | 5,644 |
| Other | 3,189 | 1,868 |
| Total deferred tax assets | 38,372 | 27,543 |
| Deferred tax liabilities: | | |
| Tax over book depreciation | 17,214 | 17,352 |
| Patronage dividend receivable | 5,223 | 4,903 |
| Investment in partnerships | 1,423 | 1,411 |
| Other | 170 | 491 |
| Total deferred tax liabilities | 24,030 | 24,157 |
| Net deferred tax asset | $ 14,342 | $ 3,386 |

Deferred income tax assets (liabilities) are included in the following captions on the consolidated balance sheets at July 26, 2014 and July 27, 2013:

| | 2014 | 2013 |
|---|---|---|
| Other current assets | $ 12,077 | $ 5,053 |
| Other assets | 3,037 | 1,211 |
| Accounts payable and accrued expenses | (772) | (838) |
| Other liabilities | - | (2,040) |

A valuation allowance is provided when it is more likely than not that some portion of the deferred tax assets will not be realized. In management's opinion, in view of the Company's previous, current and projected taxable income and reversal of deferred tax liabilities, such tax assets will more likely than not be fully realized. Accordingly, no valuation allowance was deemed to be required at July 26, 2014 and July 27, 2013.

The effective income tax rate differs from the statutory federal income tax rate as follows:

| | 2014 | 2013 | 2012 |
|---|---|---|---|
| Statutory federal income tax rate | 35.0 % | 35.0 % | 35.0 % |
| State income taxes, net of federal tax benefit | 6.4 | 5.2 | 5.3 |
| Unrecognized tax benefits, interest and penalties on prior year tax positions | 34.9 | - | - |
| Current year interest and penalties on unrecognized tax benefits | 5.4 | 1.6 | 1.1 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Other | 0.8 | | 0.4 | | 0.1 | |
| Effective income tax rate | 82.5 | % | 42.2 | % | 41.5 | % |

An examination of the Company's fiscal 2009 federal tax return was completed in fiscal 2011 with no change. In prior years, the state of New Jersey issued two separate tax assessments related to nexus beginning in fiscal 2000 and the deductibility of certain payments between subsidiaries beginning in fiscal 2002. Village contested both of these assessments through the state's conference and appeals process and was subsequently denied. The Company then filed two complaints in Tax Court against the New Jersey Division of Taxation contesting these assessments and a trial limited to the nexus dispute was conducted in June 2013. On October 23, 2013, the Tax Court issued their opinion on the matter in favor of the New Jersey Division of Taxation. The Company is currently in the process of appealing the court's decision. No payments with respect to these matters are required until the dispute is definitively resolved.

The Company recorded a $10,052 charge to income tax expense in fiscal 2014, which includes a $4,933 (net of federal benefit of $2,656) increase in unrecognized tax benefits and $5,119 (net of federal benefit of $2,078) of related interest and penalties for tax positions taken in prior years. This charge increased our beginning of year accrued tax liability to reflect the estimated total tax, interest and penalties due if the Company is unable to overturn the Court's decision upon appeal. It is reasonably possible that this matter will be resolved within the next twelve months. A favorable resolution could result in a reduction in gross unrecognized tax benefits of up to $28,993.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows:

| | 2014 | 2013 |
|---|---|---|
| Balance at beginning of year | $ 17,640 | $ 14,895 |
| Additions based on tax positions related to prior periods | 7,589 | - |
| Additions based on tax positions related to the current year | 3,764 | 2,745 |
| Balance at end of year | $ 28,993 | $ 17,640 |

Unrecognized tax benefits at July 26, 2014 and July 27, 2013 include tax positions of $18,845 and $11,466 (net of federal benefit), respectively, that would reduce the Company's effective income tax rate, if recognized in future periods.

The Company recognizes interest and penalties on income taxes in income tax expense. The Company recognized $10,287, $1,211 and $1,008, related to interest and penalties on income taxes in fiscal 2014, 2013 and 2012, respectively. The amount of accrued interest and penalties included in the consolidated balance sheet was $16,107 and $5,820 at July 26, 2014 and July 27, 2013, respectively.

NOTE 6 — LEASES

Description of leasing arrangements

The Company leased 23 stores at July 26, 2014, including five that are capitalized for financial reporting purposes. The majority of initial lease terms range from 20 to 30 years.

Most of the Company's leases contain renewal options at increased rents of five years each. These options enable Village to retain the use of facilities in desirable operating areas. Management expects that in the normal course of business, most leases will be renewed or replaced by other leases. The Company is obligated under all leases to pay for real estate taxes, utilities and liability insurance, and under certain leases to pay additional amounts based on maintenance and a percentage of sales in excess of stipulated amounts.

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Future minimum lease payments by year and in the aggregate for all non-cancelable leases with initial terms of one year or more consist of the following at July 26, 2014:

| | Capital and financing leases | Operating Leases |
|---|---|---|
| 2015 | $ 4,674 | $ 10,411 |
| 2016 | 4,875 | 9,265 |
| 2017 | 4,875 | 6,845 |
| 2018 | 4,959 | 6,282 |
| 2019 | 5,001 | 5,076 |
| Thereafter | 69,964 | 47,740 |
| Minimum lease payments | 94,348 | $ 85,619 |
| Less amount representing interest | 49,949 | |
| Present value of minimum lease payments | 44,399 | |
| Less current portion | 231 | |
| | $ 44,168 | |

The following schedule shows the composition of total rental expense for the following years:

| | 2014 | 2013 | 2012 |
|---|---|---|---|
| Minimum rentals | $ 11,308 | $ 11,192 | $ 10,625 |
| Contingent rentals | 872 | 960 | 882 |
| | $ 12,180 | $ 12,152 | $ 11,507 |

On November 6, 2013, the Company closed the Morris Plains, New Jersey store and opened a 77,000 sq. ft. replacement store in Hanover Township, New Jersey. The Company recorded a $3,481 charge to Operating and administrative expense in fiscal 2014 for the remaining lease obligations, net of estimated sublease rentals, on the Morris Plains store. As of July 26, 2014, $710 of these costs have been paid, with a remaining liability of $2,771.

On April 30, 2014, Village opened a 59,000 sq. ft. store in Union, New Jersey and closed our existing 40,000 sq. ft. store. The Company recorded a $929 charge to Operating and administrative expense in fiscal 2014 for the remaining lease obligations, net of estimated sublease rentals, on the old Union store. As of July 26, 2014, $132 of these costs have been paid, with a remaining liability of $797.

Related party leases

The Company leases a supermarket from a realty firm 30% owned by certain officers of Village. The Company paid rent to related parties under this lease of $640, $640 and $640 in fiscal 2014, 2013 and 2012, respectively. This lease expires in fiscal 2016 with options to extend at increasing annual rents.

The Company has ownership interests in three real estate partnerships. Village paid aggregate rents to two of these partnerships for leased stores of $1,008, $834 and $801 in fiscal 2014, 2013 and 2012, respectively. In November 2012, the Company received $1,980 in cash distributions from two partnerships. Income from partnerships in fiscal 2013 of $1,450 represents proceeds received in excess of invested amounts.

One of these partnerships is a variable interest entity, which is not consolidated as Village is not the primary beneficiary. This partnership owns one property, a stand-alone supermarket leased to the Company since 1974. Village is a general partner entitled to 33% of the partnerships profits and losses.

The Company subleases the Galloway and Vineland stores from Wakefern under sublease agreements which provide for combined annual rent of $1,296. Both leases contain normal periodic rent increases and options to extend the lease.

NOTE 7 — SHAREHOLDERS' EQUITY

The Company has two classes of common stock. Class A common stock is entitled to one vote per share and to cash dividends as declared 54% greater than those paid on Class B common stock. Class B common stock is entitled to 10 votes per share. Class A and Class B common stock share equally on a per share basis in any distributions in liquidation. Shares of Class B common stock are convertible on a share-for-share basis for Class A common stock at any time. Class B common stock is not transferable except to another holder of Class B common stock or by will or under the laws of intestacy or pursuant to a resolution of the Board of Directors of the Company approving the transfer. As a result of this voting structure, the holders of the Class B common stock control greater than 50% of the total voting power of the shareholders of the Company and control the election of the Board of Directors.

The Company has authorized 10,000 shares of preferred stock. No shares have been issued. The Board of Directors is authorized to designate series, preferences, powers and participations of any preferred stock issued.

Village has three share-based compensation plans, which are described below. The compensation cost charged against income for these plans was $3,229, $3,222 and $3,180 in fiscal 2014, 2013 and 2012, respectively. Total income tax benefit recognized in the consolidated statements of operations for share-based compensation arrangements was $1,148, $1,140 and $1,126 in fiscal 2014, 2013 and 2012, respectively.

The 1997 Incentive and Non-Statutory Stock Option Plan (the “1997 Plan”) provided for the granting of options to purchase up to 1,000 shares of the Company’s Class A common stock by officers, employees and directors of the Company as designated by the Board of Directors. The Plan requires incentive stock options to be granted at exercise prices equal to the fair value of Village’s stock at the date of grant (110% if the optionee holds more than 10% of the voting stock of the Company), while nonqualified options may be granted at an exercise price less than fair value. All options granted under this plan were at fair value, vest over a one-year service period and are exercisable up to ten years from the date of grant. There are no shares remaining for future grants under the 1997 Plan.

The Village Super Market, Inc. 2004 Stock Plan (the “2004 Plan”) provides for awards of incentive and nonqualified stock options and restricted stock. There are 1,200 shares of Class A common stock authorized for issuance to employees and directors under the 2004 Plan. Terms and conditions of awards are determined by the Board of Directors. Option awards are primarily granted at the fair value of the Company’s stock at the date of grant, cliff vest three years from the grant date and are exercisable up to ten years from the date of grant. Restricted stock awards primarily cliff vest three years from the grant date. There are no shares remaining for future grants under the 2004 Plan.

On December 17, 2010, the shareholders of the Company approved the Village Super Market, Inc. 2010 Stock Plan (the “2010 Plan”) under which awards of incentive and non-qualified stock options and restricted stock may be made. There are 1,200 shares of Class A common stock authorized for issuance to employees and directors under the 2010 Plan. Terms and conditions of awards are determined by the Board of Directors. Option awards granted to date were granted at the fair value of the Company stock on the date of grant, primarily cliff vest three years from the grant date and are exercisable up to ten years from the grant date. Restricted stock awards primarily cliff vest three years from the date of grant.

The following table summarizes option activity under all plans for the following years:

| | 2014 | | 2013 | | 2012 | |
|---|---|---|---|---|---|---|
| | Shares | Weighted-average exercise price | Shares | Weighted-average exercise price | Shares | Weighted-average exercise price |
| Outstanding at beginning of year | 380 | $ 24.91 | 474 | $ 24.03 | 555 | $ 23.34 |
| Granted | 224 | 28.83 | 8 | 33.91 | - | - |
| Exercised | (9) | 23.23 | (86) | 20.19 | (69) | 19.50 |
| Forfeited | (4) | 27.51 | (16) | 28.86 | (12) | 18.40 |
| Outstanding at end of year | 591 | $ 26.41 | 380 | $ 24.91 | 474 | $ 24.03 |
| Options exercisable at end of year | 365 | $ 24.89 | 169 | $ 21.50 | 234 | $ 20.48 |

As of July 26, 2014, the weighted-average remaining contractual term of options outstanding and options exercisable was 6.8 years and 5.1 years, respectively. As of July 26, 2014, the aggregate intrinsic value of both options outstanding and options exercisable was $581. The weighted-average grant date fair value of options granted was $6.41 and $7.30 per share in fiscal 2014 and 2013, respectively. The total intrinsic value of options exercised was $113, $1,344 and $685 in fiscal 2014, 2013 and 2012, respectively. The fair value of each option award is estimated on the date of grant using the Black-Scholes Option Pricing Model using the weighted-average assumptions in the following table. The Company uses historical data for similar groups of employees in order to estimate the expected life of options granted. Expected volatility is based on the historical volatility of the Company's stock for a period of years corresponding to the expected life of the option. The risk free interest rate is based on the U.S. Treasury yield curve at the time of grant for securities with a maturity period similar to the expected life of the option.

| | 2014 | | 2013 | |
|---|---|---|---|---|
| Expected life (years) | 6.0 | | 5.0 | |
| Expected volatility | 32.2 | % | 33.0 | % |
| Expected dividend yield | 3.5 | % | 3.0 | % |
| Risk-free interest rate | 1.9 | % | 0.8 | % |

The following table summarizes restricted stock activity under the 2004 and 2010 Plans for fiscal 2014, 2013 and 2012:

| | 2014 | | | 2013 | | | 2012 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Shares | | Weighted-average grant date fair value | Shares | | Weighted-average grant date fair value | Shares | | Weighted-average grant date fair value |
| Nonvested at beginning of year | 299 | $ | 27.60 | 299 | $ | 27.57 | 293 | $ | 27.56 |
| Granted | 288 | | 28.83 | 2 | | 33.73 | 9 | | 29.46 |
| Vested | (299 | ) | 27.60 | (2 | ) | 28.25 | (3 | ) | 32.25 |
| Forfeited | - | | - | - | | - | - | | - |
| Nonvested at end of year | 288 | $ | 28.83 | 299 | $ | 27.60 | 299 | $ | 27.57 |

The total fair value of restricted shares vested during fiscal 2014, 2013 and 2012 was $8,663, $60 and $89, respectively. As of July 26, 2014, there was $8,562 of total unrecognized compensation costs related to nonvested stock options and restricted stock granted under the above plans. That cost is expected to be recognized over a weighted-average period of 2.6 years.

Cash received from option exercises under all share-based compensation arrangements was $217, $1,742 and $1,353 in fiscal 2014, 2013 and 2012, respectively. The actual tax benefit realized for tax deductions from option exercises under share-based compensation arrangements was $46, $537 and $280 in fiscal 2014, 2013 and 2012, respectively.

The Company declared and paid cash dividends on common stock as follows:

| | | 2014 | | 2013 | | 2012 |
|---|---|---|---|---|---|---|
| Per share: | | | | | | |
| Class A common stock | $ | 1.000 | $ | 2.000 | $ | 0.850 |
| Class B common stock | | 0.650 | | 1.300 | | 0.553 |
| Aggregate: | | | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Class A common stock | $ | 9,598 | $ | 17,486 | $ | 6,247 |
| Class B common stock | | 2,834 | | 6,562 | | 3,511 |
| | | | | | | |
| | $ | 12,432 | $ | 24,048 | $ | 9,758 |

Dividends paid in fiscal 2013 include special dividends totaling $12,009 paid in the second quarter, comprised of $1.00 per Class A common share and $.65 per Class B common share.

NOTE 8 — PENSION PLANS

Company-Sponsored Pension Plans

The Company sponsors four defined benefit pension plans. Two are tax-qualified plans covering members of unions. Benefits under these two plans are based on a fixed amount for each year of service. One is a tax-qualified plan covering nonunion associates. Benefits under this plan are based upon percentages of annual compensation. Funding for these plans is based on an analysis of the specific requirements and an evaluation of the assets and liabilities of each plan. The fourth plan is an unfunded, nonqualified plan providing supplemental pension benefits to certain executives. The Company uses its fiscal year-end date as the measurement date for these plans.

Net periodic pension cost for the four plans include the following components:

| | 2014 | 2013 | 2012 |
|---|---|---|---|
| Service cost | $ 2,926 | $ 3,279 | $ 2,694 |
| Interest cost on projected benefit obligation | 2,775 | 2,479 | 2,701 |
| Expected return on plan assets | (3,194 ) | (2,706 ) | (2,538 ) |
| Amortization of gains and losses | 804 | 2,173 | 1,371 |
| Amortization of prior service costs | - | 8 | 8 |
| Net periodic pension cost | $ 3,311 | $ 5,233 | $ 4,236 |

The changes in benefit obligations and the reconciliation of the funded status of the Company's plans to the consolidated balance sheets were as follows:

| | 2014 | 2013 |
|---|---|---|
| Changes in Benefit Obligation: | | |
| Benefit obligation at beginning of year | $ 63,644 | $ 67,179 |
| Service cost | 2,926 | 3,279 |
| Interest cost | 2,775 | 2,479 |
| Benefits paid | (1,445 ) | (2,422 ) |
| Actuarial (gain) loss | 9,190 | (6,871 ) |
| Benefit obligation at end of year | $ 77,090 | $ 63,644 |
| | | |
| Changes in Plan Assets: | | |
| Fair value of plan assets at beginning of year | $ 43,582 | $ 37,416 |
| Actual return on plan assets | 4,672 | 5,334 |
| Employer contributions | 3,320 | 3,254 |
| Benefits paid | (1,445 ) | (2,422 ) |
| Fair value of plan assets at end of year | 50,129 | 43,582 |
| | | |
| Funded status at end of year | $ (26,961 ) | $ (20,062 ) |
| | | |
| Amounts recognized in the consolidated balance sheets: | | |
| Accrued wages and benefits | $ (3,085 ) | $ - |
| Pension liabilities | (23,876 ) | (20,062 ) |
| Accumulated other comprehensive loss, net of income taxes | 12,465 | 8,467 |
| | | |
| Amounts included in Accumulated other comprehensive loss (pre-tax): | | |
| Net actuarial loss | $ 21,018 | $ 14,111 |

The Company expects approximately $1,295 of the net actuarial loss to be recognized as a component of net periodic benefit costs in fiscal 2015.

The accumulated benefit obligations of the four plans were $63,971 and $53,034 at July 26, 2014 and July 27, 2013, respectively. The following information is presented for those plans with an accumulated benefit obligation in excess of plan assets:

| | 2014 | 2013 |
|---|---|---|
| Projected benefit obligation | $ 77,090 | $ 14,943 |
| Accumulated benefit obligation | 63,971 | 14,943 |
| Fair value of plan assets | 50,129 | 3,695 |

Weighted average assumptions used to determine benefit obligations and net periodic pension cost for the Company's defined benefit plans were as follows:

| | 2014 | 2013 | 2012 |
|---|---|---|---|
| Assumed discount rate — net periodic pension cost | 4.43 % | 3.59 % | 4.99 % |
| Assumed discount rate — benefit obligation | 3.95 % | 4.43 % | 3.59 % |
| Assumed rate of increase in compensation levels | 4 - 4.5 % | 4 - 4.5 % | 4 - 4.5 % |
| Expected rate of return on plan assets | 7.50 % | 7.50 % | 7.50 % |

Investments in the pension trusts are overseen by the trustees of the plans, who are officers of Village. The Company's overall investment strategy is to maintain a broadly diversified portfolio of stocks, bonds and money market instruments that, along with periodic plan contributions, provide the necessary funds for ongoing benefit obligations. Expected rates of return on plan assets are developed by determining projected stock and bond returns and then applying these returns to the target asset allocations of the trusts, resulting in a weighted-average rate of return on plan assets. Equity returns were based primarily on historical returns of the S&P 500 Index. Fixed-income projected returns were based primarily on historical returns for the broad U.S. bond market. The target allocations for plan assets are 50-70% equity securities, 25-40% fixed income securities and 0-10% cash. Asset allocations are reviewed periodically and appropriate rebalancing is performed.

Equity securities include investments in large-cap, small-cap and mid-cap companies located both in and outside the United States. Fixed income securities include U.S. treasuries, mortgage-backed securities and corporate bonds of companies from diversified industries. Investments in securities are made both directly and through mutual funds. In addition, one plan held Class A common stock of Village in the amount of $541 and $837 at July 26, 2014 and July 27, 2013, respectively.

Risk management is accomplished through diversification across asset classes and fund strategies, multiple investment portfolios and investment guidelines. The plans do not allow for investments in derivative instruments.

The fair value of the pension assets were as follows:

| | July 26, 2014 | | | July 27, 2013 | | |
|---|---|---|---|---|---|---|
| Asset Category | Level 1 | Level 2 | Total | Level 1 | Level 2 | Total |
| Cash | $812 | $- | $812 | $1,747 | $- | $1,747 |
| | | | | | | |
| Equity securities: | | | | | | |
| Company stock | 541 | - | 541 | 837 | - | 837 |
| U.S large cap (1) | 17,095 | - | 17,095 | 16,385 | - | 16,385 |
| U.S. small/mid cap (2) | 5,916 | - | 5,916 | 6,762 | - | 6,762 |
| International (3) | 6,963 | - | 6,963 | 4,580 | - | 4,580 |
| Emerging markets (4) | 1,267 | - | 1,267 | 1,074 | - | 1,074 |
| | | | | | | |
| Fixed income securities: | | | | | | |
| U.S treasuries (5) | 9,399 | - | 9,399 | 7,966 | - | 7,966 |
| Mortgage-backed (5) | - | 2,207 | 2,207 | - | 1,877 | 1,877 |
| Corporate bonds (5) | 1,857 | 3,405 | 5,262 | - | 1,766 | 1,766 |
| International (6) | 667 | - | 667 | 588 | - | 588 |
| | | | | | | |
| Total | $44,517 | $5,612 | $50,129 | $39,939 | $3,643 | $43,582 |

(1) Includes directly owned securities and mutual funds, primarily low-cost equity index funds not actively managed that track the S&P 500.
(2) Includes directly owned securities and mutual funds, which invest in diversified portfolios of publicly traded U.S. common stocks of small and medium cap companies.
(3) Includes directly owned securities and mutual funds, which invest in diversified portfolios of publicly traded common stocks of large, non-U.S. companies.
(4) Consists of mutual and exchange traded funds which invest in non-U.S. stocks in emerging markets.
(5) Includes directly owned securities, mutual funds and exchange traded funds.
(6) Consists of exchange traded funds which invest in non-U.S. bonds in emerging markets.

Based on actuarial assumptions, estimated future defined benefit payments, which may be significantly impacted by participant elections related to retirement dates and forms of payment, are as follows:

| Fiscal Year | |
|---|---|
| 2015 | $ 4,465 |
| 2016 | 1,524 |
| 2017 | 1,734 |
| 2018 | 2,112 |
| 2019 | 14,372 |
| 2020 - 2024 | 17,571 |

The Company expects to contribute $6,000 in cash to all defined benefit pension plans in fiscal 2015.

Multi-Employer Plans

The Company contributes to three multi-employer pension plans under collective bargaining agreements covering union-represented employees. These plans provide benefits to participants that are generally based on a fixed amount for each year of service. Based on the most recent information available, certain of these multi-employer plans are underfunded. The amount of any increase or decrease in Village's required contributions to these multi- employer pension plans will depend upon the outcome of collective bargaining, actions taken by trustees who manage the plans, government regulations and the actual return on assets held in the plans, among other factors.

The risks of participating in multi-employer pension plans are different from the risks of participating in single-employer pension plans in the following respects:

- Assets contributed to a multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan allocable to such withdrawing employer may be borne by the remaining participating employers.
- If the Company stops participating in some of its multi-employer pension plans, the Company may be required to pay those plans an amount based on its allocable share of the underfunded status of the plan, referred to as a withdrawal liability.

The Company's participation in these plans is outlined in the following tables. The "EIN / Pension Plan Number" column provides the Employer Identification Number ("EIN") and the three-digit pension plan number. The most recent "Pension Protection Act Zone Status" available in 2013 and 2012 is for the plan's year-end at December 31, 2013 and December 31, 2012, respectively, unless otherwise noted. Among other factors, generally, plans in the red zone are less than 65 percent funded, plans in the yellow zone are between 65 and 80 percent funded and plans in the green zone are at least 80 percent funded. The "FIP/RP Status Pending / Implemented" column indicates plans for which a funding improvement plan ("FIP") or a rehabilitation plan ("RP") is either pending or has been implemented.

| | | Pension Protection Act Zone Status | | | Contributions for the year ended (5) | | | | Expiration date of Collective- |
|---|---|---|---|---|---|---|---|---|---|
| Pension Fund | EIN / Pension Plan Number | 2013 | 2012 | FIP/RP Status Pending / Implemented | July 26, 2014 | July 27, 2013 | July 28, 2012 | Surcharge Imposed (6) | Bargaining Agreement |
| Pension Plan of Local 464A (1) | 22-6051600-001 | Green | Green | N/A | $ 615 | $ 532 | $ 499 | N/A | June 2016 |
| UFCW Local 1262 & Employers Pension Fund (2), (4) | 22-6074414-001 | Red | Red | Implemented | 3,273 | 3,350 | 3,463 | No | October 2018 |
| UFCW Regional Pension Plan (3), (4) | 16-6062287-074 | Red | Red | Implemented | 1,225 | 1,164 | 1,073 | No | December 2014 |
| Total Contributions | | | | | $ 5,113 | $ 5,046 | $ 5,035 | | |

(1) The information for this fund was obtained from the Form 5500 filed for the plan's year-end at December 31, 2013 and December 31, 2012.

(2) The information for this fund was obtained from the Form 5500 filed for the plan's year-end at December 31, 2012 and December 31, 2011.

(3) The information for this fund was obtained from the Form 5500 filed for the plan's year-end at September 30, 2013 and September 30, 2012.
(4) This plan has elected to utilize special amortization provisions provided under the Preservation of Access to Care for Medicare Beneficiaries and Pension Relief Act of 2010. There were no changes to the plan's zone status as a result of this election.
(5) The Company's contributions represent more than 5% of the total contributions received by each applicable pension fund for all periods presented.
(6) Under the Pension Protection Act, a surcharge may be imposed when employers make contributions under a collective bargaining agreement that is not in compliance with a rehabilitation plan. As of July 26, 2014, the collective bargaining agreements under which the Company was making contributions were in compliance with rehabilitation plans adopted by each applicable pension fund.

Other Postretirement Benefit Plans

The Company also contributes to various other multi-employer benefit plans that provide health and welfare benefits to active and retired participants. Total contributions made by the Company to these other multi-employer benefit plans were approximately $25,531, $22,421 and $20,062 in fiscal 2014, 2013 and 2012, respectively.

Defined Contribution Plans

The Company sponsors a 401(k) savings plan for certain eligible associates. Company contributions under that plan, which are based on specified percentages of associate contributions, were $393, $377 and $331 in fiscal 2014, 2013 and 2012, respectively. The Company also contributes to union sponsored defined contribution plans for certain eligible associates. Company contributions under these plans were $813, $802 and $690 in fiscal 2014, 2013 and 2012, respectively.

NOTE 9 — COMMITMENTS and CONTINGENCIES

Superstorm Sandy devastated our area on October 29, 2012 and resulted in the closure of almost all of our stores for periods of time ranging from a few hours to eight days. Village disposed of substantial amounts of perishable product and also incurred repair, labor and other costs as a result of the storm. The Company has property, casualty and business interruption insurance, subject to deductibles and coverage limits. During fiscal 2013, Wakefern began the process of working with our insurers to recover the damages and Village has recorded estimated insurance recoveries. Net of payments received, the related insurance receivable was $2,290 at July 26, 2014. In October 2013, Wakefern, as the policy holder, filed suit against the primary carrier seeking payment of remaining claims due for all Wakefern members. The suit is the result of different interpretations of policy terms. Final resolution of our insurance claim related to the storm could have a material impact on our results of operations.

Approximately 91% of our employees are covered by collective bargaining agreements. Contracts with the Company's seven unions expire between December 2014 and October 2018. Approximately 29% of our associates are represented by unions whose contracts expire within one year. Any work stoppages could have an adverse impact on our financial results.

The Company is involved in other litigation incidental to the normal course of business. Excluding the tax litigation with the State of New Jersey as described in Note 5, Company management is of the opinion that the ultimate resolution of these legal proceedings should not have a material adverse effect on the consolidated financial position, results of operations or liquidity of the Company.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Village Super Market, Inc.:

We have audited the accompanying consolidated balance sheets of Village Super Market, Inc. and subsidiaries as of July 26, 2014 and July 27, 2013, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for the years ended July 26, 2014, July 27, 2013 and July 28, 2012. We also have audited Village Super Market, Inc.'s internal control over financial reporting as of July 26, 2014, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Village Super Market, Inc.'s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Village Super Market, Inc. and subsidiaries as of July 26, 2014 and July 27, 2013, and the results of their operations and their cash flows for the years ended July 26, 2014, July 27, 2013 and July 28, 2012, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Village Super Market, Inc. maintained, in all material respects, effective internal control over financial reporting as of July 26, 2014, based on criteria established in Internal Control – Integrated Framework (1992) issued by COSO.

/s/ KPMG LLP
Short Hills, New Jersey
October 8, 2014

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

As required by Rule 13a-15 of the Exchange Act, the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures at the end of the period covered by this report. This evaluation was carried out under the supervision, and with the participation, of the Company's management, including the Company's Chief Executive Officer along with the Company's Chief Financial Officer. Based upon that evaluation, the Company's Chief Executive Officer, along with the Company's Chief Financial Officer, concluded that the Company's disclosure controls and procedures are effective.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. With the participation of the Chief Executive Officer and Chief Financial Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in Internal Control - Integrated Framework (1992), issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that the Company's internal control over financial reporting was effective as of July 26, 2014.

The Company's independent registered public accounting firm has audited the accompanying consolidated financial statements and the Company's internal control over financial reporting, as stated in their report, which is included in Item 8 of this Form 10-K.

| | |
|---|---|
| James Sumas<br>Chairman of the Board and<br>Chief Executive Officer | Kevin R. Begley<br>Chief Financial Officer |

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in internal controls over financial reporting during the fourth quarter of fiscal 2014 that have materially affected, or are reasonably likely to materially effect, the Company's internal control over financial reporting.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item 10 is incorporated by reference from the Company's definitive Proxy Statement to be filed on or before October 27, 2014, in connection with its Annual Meeting scheduled to be held on December 12, 2014.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 is incorporated by reference from the Company's definitive Proxy Statement to be filed on or before October 27, 2014, in connection with its Annual Meeting scheduled to be held on December 12, 2014.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information in the table below is as of July 26, 2014. All data relates to the Village Super Market, Inc. 1997 Stock Option Plan, 2004 Stock Plan and 2010 Stock Plan as described in Item 8 of this Form 10-K.

| Plan category | Number of securities to be issued upon exercise of outstanding options (a) | Weighted-average exercise price of outstanding options (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) |
|---|---|---|---|
| Equity compensation plans approved by security holders | 591,253 | $ 26.41 | 360,415 |
| Equity compensation plans not approved by security holders | - | - | - |

Additional information required by this Item 12 is incorporated by reference from the Company's definitive Proxy Statement to be filed on or before October 27, 2014, in connection with its annual meeting scheduled to be held on December 12, 2014.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item 13 is incorporated by reference from the Company's definitive Proxy Statement to be filed on or before October 27, 2014, in connection with its annual meeting scheduled to be held on December 12, 2014.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item 14 is incorporated by reference from the Company’s definitive Proxy Statement to be filed on or before October 27, 2014, in connection with its annual meeting scheduled to be held on December 12, 2014.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS SCHEDULES

| | |
|---|---|
| (a)(1) | Financial Statements: |
| | Consolidated Balance Sheets –July 26, 2014 and July 27, 2013 |
| | Consolidated Statements of Operations - years ended July 26, 2014, July 27, 2013 and July 28, 2012 |
| | Consolidated Statements of Comprehensive Income - years ended July 26, 2014, July 27, 2013 and July 28, 2012 |
| | Consolidated Statements of Shareholders' Equity – years ended July 26, 2014, July 27, 2013 and July 28, 2012 |
| | Consolidated Statements of Cash Flows - years ended July 26, 2014, July 27, 2013 and July 28, 2012 |
| | Notes to consolidated financial statements |
| | Report of Independent Registered Public Accounting Firm |
| | |
| (a)(2) | Financial Statement Schedules: |
| | All schedules are omitted because they are not applicable, or not required, or because the required information is included in the consolidated financial statements or the notes hereto. |
| (a)(3) | Exhibits |

| | | |
|---|---|---|
| | 3.1 | Certificate of Incorporation* |
| | 3.2 | By-laws* |
| | 4.6 | Loan Agreement dated September 16, 1999* |
| | 4.7 | First Amendment to Loan Agreement* |
| | 4.8 | Second Amendment to Loan Agreement* |
| | 10.1 | Wakefern By-Laws* |
| | 10.2 | Stockholders Agreement dated February 20, 1992 between the Company and Wakefern Food Corp.* |
| | 10.6 | Employment Agreement dated May 28, 2004* |
| | 10.7 | Supplemental Executive Retirement Plan |
| | 10.8 | 2004 Stock Plan* |
| | 10.9 | 2010 Stock Plan* |
| | 10.10 | 42-Month Adjustable Rate Promissory Note* |
| | 10.11 | 42-Month Adjustable Rate Promissory Note* |
| | 10.12 | 60-Month Adjustable Rate Promissory Note* |
| | 10.13 | 60-Month Adjustable Rate Promissory Note* |
| | 14 | Code of Ethics |
| | 21 | Subsidiaries of Registrant |
| | 23 | Consent of KPMG LLP |
| | 31.1 | Certification |
| | 31.2 | Certification |
| | 32.1 | Certification (furnished, not filed) |
| | 32.2 | Certification (furnished, not filed) |
| | 101 INS | XBRL Instance Document* |
| | 101 SCH | XBRL Schema Document* |
| | 101 CAL | XBRL Calculation Linkbase Document* |
| | 101 DEF | XBRL Definition Linkbase Document* |
| | 101 LAB | XBRL Labels Linkbase Document* |

| | |
|---|---|
| 101 PRE | XBRL Presentation Linkbase Document* |
| | The XBRL related information in Exhibit 101 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document. |

* The following exhibits are incorporated by reference from the following previous filings:

Form 10-Q for April 2014: 10.10, 10.11, 10.12, 10.13
Form 10-Q for January 2013: 10.1
Form 10-Q for January 2009: 4.8
Form 10-K for 2004: 3.2, 4.7
DEF 14A proxy statement filed October 25, 2004: 10.8
Form 10-Q for April 2004: 10.6
Form 10-K for 1999: 4.6
Form 10-K for 1993: 3.1 and 10.2
DEF 14A Proxy Statement filed November 1, 2010: 10.9

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VILLAGE SUPER MARKET, INC.

| | | |
|---|---|---|
| By: | /s/ James Sumas<br>James Sumas<br>Chief Executive Officer and<br>Chairman of the Board | /s/ Kevin Begley<br>Kevin Begley<br>Chief Financial Officer |

Date: October 8, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on dates indicated:

| | |
|---|---|
| /s/ James Sumas<br>James Sumas, Director<br>October 8, 2014 | /s/ Stephen Rooney<br>Stephen Rooney, Director<br>October 8, 2014 |
| /s/ Robert Sumas<br>Robert Sumas, Director<br>October 8, 2014 | /s/ William Sumas<br>William Sumas, Director<br>October 8, 2014 |
| /s/ John P. Sumas<br>John P. Sumas, Director<br>October 8, 2014 | /s/ Peter Lavoy<br>Peter Lavoy, Director<br>October 8, 2014 |
| /s/ David C. Judge<br>David C. Judge, Director<br>October 8, 2014 | /s/ Steven Crystal<br>Steven Crystal, Director<br>October 8, 2014 |
| /s/ John J. Sumas<br>John J. Sumas, Director<br>October 8, 2014 | /s/ Nicholas J. Sumas<br>Nicholas J. Sumas, Director<br>October 8, 2014 |
| /s/ Kevin Begley<br>Kevin Begley, Chief Financial Officer &<br>Director (Principal Financial Officer)<br>October 8, 2014 | /s/ John L. Van Orden<br>John L. Van Orden, Controller<br>(Principal Accounting Officer)<br>October 8, 2014 |