

VILLAGE SUPER MARKET INC
Form DEFA14A
October 31, 2011

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

Village Super Market, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

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

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

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:
- Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

**Important Notice of Availability of Proxy Materials for the Shareholder Meeting of
VILLAGE SUPER MARKET, INC.**

To Be Held On:

December 16, 2011 at 10:00 a.m.

733 Mountain Avenue, Springfield, New Jersey 07081

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 11/29/11.

Please visit <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=12706>, where the following materials are available for view:

Notice of Annual Meeting of Stockholders
Proxy Statement
Form of Electronic Proxy Card
Annual Report

TO REQUEST MATERIAL: **TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)**

E-MAIL: info@amstock.com

WEBSITE:
<http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE: **ONLINE:** To access your online proxy card, please visit **www.voteproxy.com** and follow the on-screen instructions. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern

Time the day before the cut-off or meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

1. Election of Directors for the Company's Board of Directors listed below:

NOMINEES:

James Sumas
Robert Sumas
William Sumas
John P. Sumas
Kevin Begley
Nicholas Sumas
John J. Sumas
Steven Crystal
David C. Judge
Peter R. Lavoy
Stephen F. Rooney

Please note that you cannot use this notice to vote by mail.

2. Ratification of KPMG LLP as the independent registered public accounting firm for fiscal 2012.
3. Advisory vote on Executive Compensation.
4. To recommend, by non-binding vote, the frequency of executive compensation votes.

To transact any other business which may properly come before the meeting or any adjournment thereof. These items of business are more fully described in the proxy statement. The record date for the Annual Meeting is October 14, 2011. Only shareholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

**ANNUAL MEETING OF SHAREHOLDERS OF
VILLAGE SUPER MARKET, INC.
December 16, 2011**

PROXY VOTING INSTRUCTIONS

INTERNET - Access **www.voteproxy.com** and follow the on-screen instructions. Have your proxy card available when you access the web page.

TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

COMPANY NUMBER

ACCOUNT NUMBER



NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL: The Notice of Meeting, proxy statement and proxy

card are available at <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=12706>

â Please detach along perforated line and mail in the envelope provided **IF** you are not voting via telephone or the Internet. â

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS,
FOR PROPOSALS 2 AND 3 AND 3 YEARS FOR PROPOSAL 4.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR
VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

| | | FOR | AGAINST | ABSTAIN |
|----------------------------------------------------------------------------|--------------------------------------------------------|-----------------------|-----------------------|-----------------------|
| 1 Election of Directors for the Company's Board of Directors listed below: | Ratification of KPMG LLP as the independent registered | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

public
accounting
firm for
fiscal
2012.

NOMINEES:

| | | | FOR | AGAINST | ABSTAIN |
|-----------------------------------------------------|---|-------------------|-----------------------|-----------------------|-----------------------|
| o FOR ALL NOMINEES | ; | James Sumas | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| | ; | Robert Sumas | | | |
| o WITHHOLD AUTHORITY FOR ALL NOMINEES | ; | William Sumas | | | |
| | ; | John P. Sumas | | | |
| o FOR ALL EXCEPT (See instructions below) | ; | Kevin Begley | | | |
| | ; | Nicholas Sumas | | | |
| | ; | John J. Sumas | | | |
| | ; | Steven Crystal | | | |
| | ; | David C. Judge | | | |
| | ; | Peter R. Lavoy | | | |
| | ; | Stephen F. Rooney | | | |

3. Advisory
vote on
Executive
Compensation.

| | | | | | |
|------|---|--------|---------|---------|---------|
| 4. T | o | 1 year | 2 years | 3 years | ABSTAIN |
| o | o | o | o | o | o |

recommend,
b y
non-binding
vote, the
frequency
o f
executive
compensation
votes.

To transact any other business which may properly come before the meeting or any adjournment thereof.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted for Proposals 1, 2 and 3 and for 3 Years for Proposal 4.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered o name(s) on the account may not be submitted via this method.

Signature of Shareholder

Date:

Date:

Signature of
Shareholder

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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