



SUPERVALU STAR 401(k) Plan Update

INSIDE THIS NEWSLETTER

- **SUPERVALU Company Stock Fund will no longer be offered as an investment option starting July 1**
- **Naming your account beneficiaries should top your list of to dos**
- **The STAR 401(k) Plan website has and will continue to undergo exciting renovations**
- **IRS 401(k) plan contribution limits remain the same**

Have Questions?

**Call the Information Line at
1-888-STAR-088
(1-888-782-7088)**

Customer Service Associates are available weekdays from 7 a.m. to 8 p.m. Central Time (excluding stock exchange holidays).

Welcome to 2014!

The New Year is a great time to re-establish your goals, assess where you are today, and consider the steps you'll take to get where you want to go. While some goals may be short-term and others long-term, one goal should be to continue saving and investing in the SUPERVALU STAR 401(k) Plan – a benefit designed to support savings that provides you with income in retirement.

With 2014, there are changes to the STAR 401(k) Plan as well as updates and reminders that you should consider as you look at your strategy.

SUPERVALU Company Stock Fund is leaving June 30, 2014

The STAR 401(k) Plan offers a comprehensive fund line up from actively managed funds to index funds to age-based target-date portfolios – each supporting a diversified investment strategy. However, SUPERVALU has determined that it will no longer offer the Company Stock Fund as an investment option under the STAR 401(k) Plan, effective July 1, 2014. This change is being made as part of a comprehensive evaluation of the fund's fixed costs and should not be interpreted to reflect any judgment about the future performance of SUPERVALU stock.

Keep in mind you will continue to have access to a broad array of investment options, as well as a self-managed account which allows you to invest in many publicly traded mutual funds. More information on each option can be found by going to the Plan website or by requesting that information be sent to you.

Continued...

Here's what will take place relative to the COMPANY STOCK FUND:

- **Starting Monday, March 3, 2014 you will not be able to add new money to the Company Stock Fund. This means that you will not be able to make future contributions or transfer money into the Fund after Friday, February 28th at 4:00 p.m. Eastern Standard Time.**
 - If you currently invest future contributions in the Company Stock Fund, you can change your investment elections to another fund at any time. Simply go to My Account>Investments>Change Future Contributions.
 - If you do not make an active election, your future contributions will be invested in the Retirement Portfolio (the Plan's Qualified Default Investment Alternative option) with the date that most closely matches the year you'll turn 65. Please see the attached notice for more details.
- **You can transfer any balance you may have in the Company Stock Fund to the other investment options.**
 - Keep in mind that you do not need to make this change as a single transfer on a single day. You can use a technique called reverse dollar cost averaging, transferring out of the fund in increments over time. See the sidebar for more details.
 - The Fund sunset date is June 30, 2014, although participant trading out of the fund could be stopped before that to allow for a smooth liquidation of remaining shares. These details will be communicated at a later date.
 - Any balances remaining in the Company Stock Fund at June 30, 2014, will automatically transfer to the Retirement Portfolio (the Plan's Qualified Default Investment Alternative option) with the date that most closely matches the year you'll turn 65.
- **If you are satisfied with the default investment, there is no action necessary on your part.** Of course, you may reallocate your account balance among any other investment options before or after the transfer date.

Reverse Dollar Cost Averaging

One strategy for transferring out of a fund is called "reverse dollar cost averaging." This means that instead of transferring your entire balance in the fund in one transaction, you transfer a portion of your investment out of the fund over time so that you can level out market fluctuations.

THE RETIREMENT PORTFOLIOS

These professionally managed portfolios take the headaches out of investing. You simply select the Retirement Portfolio with the date that most closely matches the year in which you expect to retire (or expect to start spending your retirement savings).

- 2055 Retirement Portfolio
- 2050 Retirement Portfolio
- 2045 Retirement Portfolio
- 2040 Retirement Portfolio
- 2035 Retirement Portfolio
- 2030 Retirement Portfolio
- 2025 Retirement Portfolio
- 2020 Retirement Portfolio
- 2015 Retirement Portfolio
- Retirement Income Portfolio

THE CORE FUNDS

The Core Funds offer investments across the major asset classes. By combining a variety of the Core Funds, you can create a complete, diversified portfolio.

Actively Managed Funds

- Fixed Income Fund
- Large Cap Stock Fund
- Small Cap Stock Fund
- International Stock Fund

Balanced Funds

- Regular Balanced Fund

Diversifying Funds

- Inflation-Protected Bond Fund
- Real Return Fund

Index Funds

- Fixed Income Index Fund
- Large Cap Stock Index Fund
- Small Cap Stock Index Fund
- International Stock Index Fund

Specialty Funds

- Stable Value Fund

Brokerage

Mutual Fund Window Self-Managed Account (MFW) - Access to publicly traded mutual funds offered through many fund families, including specialty and special-interest funds

REMEMBER YOUR LOVED ONES

Have you considered who will get your 401(k) account in the event of your death? Do you have your beneficiaries listed on the Plan website? Not a pleasant subject, but a very important one. So important, it should be on your annual to-do list to check in and see who you have listed and make any updates.

Here are some FAQs as to why it's so important.

What happens if I don't designate a beneficiary through the Plan website?

Your savings will be distributed according to the Plan rules. This means it will go to your surviving spouse, then children, then parents, then siblings, then directly to your estate.

Why shouldn't I simply let the Plan rules distribute my savings?

There may be personal considerations that the Plan doesn't take into account. By naming your beneficiaries, you are in control of who gets your money. For example:

- If you're not married, you may want to direct your money to a companion, friend, relative, or directly to a trust or charity.
- If you're married, separated, divorced or re-married, do you want your current spouse, ex-spouse or children to be your primary beneficiaries?
If you designate your children as primary beneficiaries, you'll need your current legal spouse to waive his or her rights by signing a Beneficiary Designation form.
- Money can't be transferred directly to minors. If your children are under 18, you'll have to appoint a trustee — otherwise a court will do it, which can involve quite a bit of time and hassle for your survivors.

Remember, it's essential to think about all factors that could impact your personal situation.

What is the difference between primary and secondary beneficiaries?

Primary beneficiaries receive your account upon your death. Secondary beneficiaries would receive your account if your primary beneficiary dies before you. If you're married, your spouse is required to be your primary beneficiary unless they agree otherwise.

Why should I make an election if I'm married? I want my spouse to have my savings.

Listing your spousal information helps in speeding the distribution of your account. Also, you should always have a secondary beneficiary listed should your spouse pre-decease you.

What if I'm married but my spouse agrees my account should go to someone else?

Your spouse will need to waive his or her rights, and you'll need to complete and submit a Beneficiary Designation form which can be found under Forms on the Plan website. Or you can call the Information Line and have a form mailed or emailed to you. Spousal waiver requires that the form is notarized and your spouse is present and signs the form at that time (your bank or insurance company should have a notary on staff).

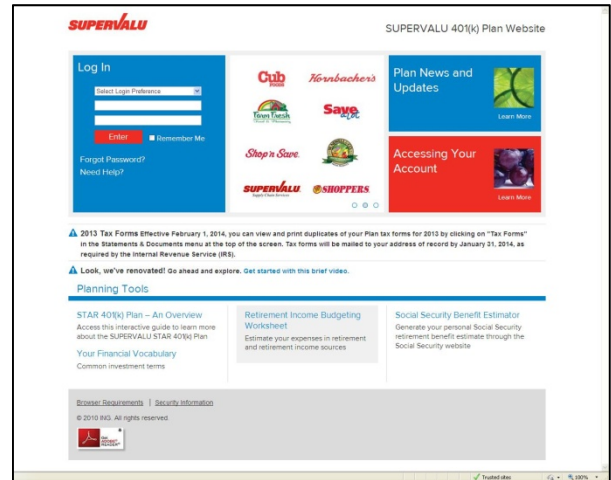
I just got married, what happens to my beneficiary designations?

Life events such as marriage, divorce or death that change your family situation can also result in changes to your beneficiary designations. For example, in some situations, a marriage can revoke a prior valid designation of another beneficiary. It is important to read the Plan's Summary Plan Description carefully to understand these rules and especially important that you review and update your beneficiary designations after each new life event to ensure that your wishes are accurately fulfilled.

RENOVATIONS ONLINE ABOUND

The STAR 401(k) Plan website has been undergoing changes – changes in design and navigation that give you improved access to your account. If you haven't been online lately, we encourage you to check it out. Updates that went into place in December 2013, included:

- New landing page with access to additional resources and tools before log in
- A new account summary page with key messages tailored just for you
- A new mega navigation menu that makes it easier to find what you're looking for



In late spring 2014 and over the upcoming years, you'll continue to see changes with improved transaction screens and new tools. So check in often.

Simply access www.supervalustar401k.com and log in with your Username and Password.

- If you have misplaced your password and did not establish a security reset, you can request that an ING-issued password be mailed to you through the Plan website or Information Line. It will come in a white security envelope, mailed to your home address on file.
- Be sure to establish your security questions online and provide your email address (found under My Preferences) so that in the future, should you misplace your password, you can quickly reset it without waiting for an ING password mailer, which will take 7 to 10 business days.

Reminder – you do have mobile access as well.

From your preferred mobile app store for iPhone®, iPad®, Android™ and Kindle™ devices search ING Retire (ING is the recordkeeper of the STAR 401(k) Plan). Your log in credentials are the same as those you use for your online access.

IRS Sets 2014 Contribution Limits

While the Plan allows you to contribute up to 50% of your eligible pay, the IRS puts additional limits on that amount. In 2014, you can contribute a maximum of \$17,500 to the STAR 401(k) Plan. If you will be age 50 or older by December 31, you can contribute an additional \$5,500 through catch-up contributions. These IRS limits are the same as they were for 2013.

SUPERVALU STAR 401(k) PLAN WEB SITE: www.supervalustar401k.com

SUPERVALU STAR 401(k) PLAN INFORMATION LINE: 1-888-STAR-088 (1-888-782-7088)

Customer Service Associates are available on the Information Line weekdays from 7:00 a.m. to 8:00 p.m. Central Time (excluding stock exchange holidays). Spanish-speaking Associates are also available.

For a TDD line, please call 1-866-620-4902.

**IMPORTANT NOTICE TO PARTICIPANTS IN THE
SUPERVALU STAR 401(K) PLAN**
(February 1, 2014)

Effective Monday, March 3, 2014, the Company Stock Fund in the SUPERVALU STAR 401(k) Plan (the “Plan”) will be frozen. As a result of this change, you will no longer be able to make new investments in or transfers into the Company Stock Fund after Friday, February 28 at 4:00pm EST. Effective Monday, June 30, 2014, the Company Stock Fund will be liquidated and permanently eliminated as an investment option under the Plan. As a result of this change, investment in SUPERVALU common stock will no longer be an option under the Plan.

The purpose of this Notice is to describe these changes, the effect these changes will have on you and the expected timetable for making the changes. This Notice is being provided so that you can take the freeze and subsequent elimination of the Company Stock Fund into account when you make decisions about your Plan investments, as well as to allow you to consider any action you may wish to take with regard to Plan investments in advance of the effective dates of the freeze and closing of the Company Stock Fund.

Reason for Eliminating the Company Stock Fund

There are unique, but necessary, administrative costs associated with maintaining an employer stock fund. These costs can affect the return under the fund versus the return if those same dollars were invested directly in the stock. As the size of the fund and participation in the fund remains low, the effect of these fixed costs on investment return outweighs the convenience and other advantages of offering the fund. These considerations have led the Company to decide to first freeze and then eliminate the fund. **The decision to freeze and eliminate the fund should not be interpreted to reflect any judgment about the future performance of SUPERVALU stock.**

Freezing of the SUPERVALU Company Stock Fund

The Company Stock Fund will freeze as of Monday, March 3, 2014. No future additions to the Company Stock Fund will be permitted effective with this date. Specifically, this means that:

- Contributions to the Plan after Friday, February 28, 2014, 4:00 pm ET will not be invested in the SUPERVALU Company Stock Fund.
- You no longer may transfer funds *into* the SUPERVALU Company Stock Fund beginning Monday, March 3, 2014 (although your ability to transfer funds *out of* the Company Stock Fund will not be affected by the Company Stock Fund freeze-see information about the Closing of the SUPERVALU Company Stock Fund later in this notice).
- Existing investments in the Company Stock Fund as of March 3, 2014, will not be affected by the Company Stock Fund freeze.

If your current investment election directs future contributions into the Company Stock Fund, you should change your election before the Fund is frozen. More information about how to change your election and deadlines that apply are provided below. If you do not change your election before the applicable deadline, contributions that would have gone into the Company Stock Fund will be redirected automatically into the Plan’s Qualified Default Investment Alternative (QDIA). The Plan’s QDIA is the Retirement Portfolio fund for the year that most closely matches the year you turn age 65. See the attached investment profile pages for the Retirement Portfolios.

Example: If your investment elections specify that 10% of future contributions made by you or on your behalf to the Plan are to be invested in the Company Stock Fund, and you do not change your election by the deadline described below, 10% of those future contributions for payroll dates after February 28, 2014 will be invested in the Retirement Portfolio for the year that most closely matches the year you turn 65.

Of course, if your contributions are redirected to the Retirement Portfolio, you can change that election at any time in accordance with the normal Plan procedures. If you prefer that future contributions not be made to the Plan's QDIA, you can make an alternative election by logging on to www.supervalustar401k.com or by calling 1-888-782-7088, by the deadline specified in this Notice.

These are the deadlines that you should keep in mind regarding the freeze of the SUPERVALU Company Stock Fund:

- **Plan transactions will be available as usual through 4:00 pm Eastern Time, Friday, February 28, 2014.** If you currently elect to have contributions directed to the Company Stock Fund, you must change your election by this date and time if you do not want to have the contributions that would have gone into the Company Stock Fund redirected to the Retirement Portfolio.
- **Friday, February 28, 2014**, at 4:00 pm Eastern Time is the last day and time for participants to request a transfer *into* the SUPERVALU Company Stock Fund. (Note that if for any reason the market were to close early on February 28, 2014, or were not open that day, the deadline is the market close on February 28 or the close on the next preceding day that the market is open.)

Closing of the SUPERVALU Company Stock Fund

The Company Stock Fund will be liquidated, and eliminated as an option under the Plan, effective June 30, 2014. Any funds remaining in the Company Stock Fund on that date will be transferred to the Retirement Portfolio that most closely matches the year you turn 65. You will receive more information between now and June 30, 2014, explaining the details of the elimination of the Company Stock Fund. This may include suspension of trading in the fund in advance of that date to allow time for liquidation of Company Stock shares effective June 30, 2014.

General Information

Both the freeze and the elimination of the Company Stock Fund will affect the way in which your account under the Plan is invested. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to contribute to or transfer new funds into the Company Stock Fund as of March 3, 2014 and your inability to invest in the Company Stock Fund at all after June 30, 2014. Whether or not you are planning retirement in the near future, we encourage you to carefully consider how these changes may affect your retirement planning, as well as your overall financial plan. For your long-term investment security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio by taking into account all of your assets, income and investments.

Even though your contributions will be redirected automatically if you take no action by the deadline, you should be proactive and take the time to review all of the available investment options under the Plan. The fund profile for the Company Stock Fund is very different from the Retirement Portfolio and there may be a material divergence in the performance of these two funds. You should not simply let your investment in the Company Stock Fund default to the Retirement Portfolio without carefully considering alternatives. Review the fund prospectuses, the enclosed Plan Investment Profile Pages and all of the other information available about the Plan's investment options. Also be sure to take advantage of the wide variety of information and other resources available on and through the Plan's website.

If you have any questions concerning this Notice, please contact the Plan Administrator at: SUPERVALU STAR 401(k) Plan, P.O. Box 990, Minneapolis, MN 55440 or by phone at 1-888-782-7088.

**AMENDMENT NO. 3 DATED FEBRUARY 1, 2014
TO THE PROSPECTUS FOR THE
SUPERVALU INC.
SUPERVALU STAR 401(K) PLAN**

Dated December 11, 2011

The Prospectus for the SUPERVALU STAR 401(k) Plan dated December 11, 2011 as amended and supplemented on April 26, 2012 and December 17, 2012 is hereby further amended and supplemented as follows:

The first and second paragraphs of the Section entitled "Participating Employer Contributions" are replaced with the following, effective January 1, 2014:

Participants in the Plan are eligible matching contributions as described in the paragraphs below:

- The following participants are eligible for up to a 3.5% Matching Contribution: nonunion participants who are classified by their employer into one of the following groups: a) "hourly" employees primarily assigned to either a store or distribution center operational roles (but excluding office support), b) employees assigned to a store pharmacy (including but not limited to Pharmacists) and c) for Save-A-Lot only, hourly employees and salaried exempt employees who are categorized as Department Managers or Assistant Managers. This contribution is allocated as follows: Participating Employers will make a fixed matching contribution to your account in the Plan equal to 100% of your before-tax contributions for each pay period in which you make before-tax contributions to the Plan, up to 1% of your Recognized Compensation plus 50% of your before-tax contributions for the pay period exceeding 1% of your Recognized Compensation, but not exceeding 6% of your Recognized Compensation. Additional Matching Contributions will be made after the end of the year if it is determined that you did not receive the maximum matching contribution based on the amount of your total annual before-tax contributions for the year (or, if less, for the portion of the year that you were eligible for a Matching Contribution).
- The following participants are eligible for up to a 5% Matching Contribution: hourly employees of Advantage Logistics USA West LLC, Advantage Logistics – Southeast, Inc. and Advantage Logistics USA East, L.L.C. This contribution is allocated as follows: Participating Employers will make a fixed Matching Contribution to your account in the Plan equal to 100% of your before-tax contributions for each pay period in which you make before-tax contributions, up to 4% of your Recognized Compensation plus 50% of your before-tax contributions for the pay period exceeding 4% of your Recognized Compensation, but not exceeding 6% of your Recognized Compensation. Additional Matching Contributions will be made after the end of the year if it is determined that you did not receive the maximum Matching Contribution based on the amount of your total annual before-tax contributions for the year (or, if less, for the portion of the year that you were eligible for a Matching Contribution).
- All other nonunion employees not described in the bullet points above are eligible for a discretionary Matching Contribution. Discretionary Matching Contributions will be provided to eligible participants who are both employed on the last day of the Plan year (including being employed while on an approved leave of absence) and who have completed 1,000 hours of service during the year, but only if a discretionary Matching Contribution is declared for such year. Eligible participants who terminate employment during the year on account of death or after reaching age 65 will not be required to meet either the "last day" or 1,000 hours of service requirement to receive a discretionary Matching Contribution. SUPERVALU shall determine annually whether to provide a discretionary Matching Contribution for the Plan year. If SUPERVALU authorizes a discretionary Matching Contribution for a Plan year, the discretionary

Matching Contribution will be allocated as follows: Participating Employers will make a Matching Contribution to your account equal to 100% of your before-tax contributions for the Plan year up to 1% of your Recognized Compensation plus 50% of your before-tax contributions for the Plan year exceeding 1% of your Recognized Compensation, but not exceeding 6% of your Recognized Compensation; however, in no event shall the total discretionary Matching Contribution exceed the declared discretionary Matching Contribution. The discretionary Matching Contribution will be made on or after the end of the Plan year, as determined by SUPERVALU.

- Matching Contributions, if any, for persons working under a collective bargaining agreement will be subject to the requirements of the collective bargaining agreement.

The remainder of this Section remains unchanged.

The second bullet point under the Section entitled “Investment Rules” is replaced with the following, effective March 3, 2014:

- Election Percentages. Designations may be made only in multiples of 1%. For periods before March 3, 2014, investment in the Company Stock Fund is limited to 10% of your ongoing contributions or, if you are reallocating your account balance, 10% of your account balance. Before March 3, 2014, if you are invested more than 10% in the Company Stock Fund (as was permitted under the Plan prior to January 1, 2008), you may sell an interest in the Company Stock Fund, but you may not buy an interest in the Company Stock Fund until your level of investment in the Company Stock Fund decreases to less than 10%. **From March 3, 2014 through June 30, 2014, investment in the Company Stock Fund will be frozen.** This means that no new interests in the Company Stock Fund may be purchased (including through ongoing contributions or amounts reallocated from other investments under the Plan). In other words, from March 3, 2014 through June 30, 2014, you may sell an interest in the Company Stock Fund, but you may not buy an interest in the Company Stock Fund. **After June 30, 2014, you will no longer be permitted to invest in the Company Stock Fund.** If your account under the Plan still holds SUPERVALU common stock in the Company Stock Fund on June 30, 2014, and you do not elect otherwise, the SUPERVALU common stock held in the Company Stock Fund will be sold and reinvested in the Plan’s default fund. You will receive additional information regarding these changes from SUPERVALU before the Company Stock Fund is eliminated as an investment option under the Plan.

The remainder of this Section remains unchanged.

The bullet point labeled “Company Stock Fund” under the Section entitled “General Information Regarding Investment Options” is replaced with the following, effective March 3, 2014:

- Company Stock Fund. A fund that pools your money with that of other Plan participants to buy shares of SUPERVALU common stock and a varying amount of short term investments designed to allow you to buy or sell without the usual trade settlement period for individual stock transactions. Your ownership is measured in units of the fund instead of shares of stock. Unit price and return will vary. This is neither a mutual fund nor a diversified or managed investment option. Considered the most aggressive investment as it invests in the stock of only one company. Note that under the Plan, for periods before March 3, 2014, you cannot allocate more than 10% of your future contributions to the Company Stock Fund and you cannot reallocate or transfer your account balance to the extent that an allocation would result in more than 10% of your account balance being invested in the Company Stock Fund. **From March 3, 2014 through June 30, 2014, investment in the Company Stock Fund will be frozen.** This means that no new interests in the Company Stock Fund may be purchased (including through ongoing contributions or

amounts reallocated from other investments under the Plan). In other words, from March 3, 2014 through June 30, 2014, you may sell an interest in the Company Stock Fund, but you may not buy an interest in the Company Stock Fund. **After June 30, 2014, you will no longer be permitted to invest in SUPERVALU common stock through the Company Stock Fund.** If your account still holds SUPERVALU common stock through the Company Stock Fund on June 30, 2014, and you do not elect otherwise, the SUPERVALU common stock held in the Company Stock Fund will be sold and reinvested in the Plan's default fund. You will receive additional information from SUPERVALU regarding these changes before the Company Stock Fund is eliminated as an investment option under the Plan.

The remainder of this Section remains unchanged.

The first paragraph under the Section entitled "Trading Restrictions" is replaced and a new second paragraph is added, as follows, effective March 3, 2014:

Trading Restrictions

For periods before March 3, 2014, investment in the Company Stock Fund is limited to 10% of your ongoing contributions or to 10% of your account balance, if you are reallocating your account balance. If you are invested more than 10% in the Company Stock Fund (as was permitted under the Plan prior to January 1, 2008), you may sell out of the Company Stock Fund, but you may not make any further investment in the Company Stock Fund until your investment in the Company Stock Fund decreases to less than 10% of your account balance. Additional restrictions will be imposed on trading by designated individuals in the Company Stock Fund as necessary to ensure compliance with securities laws.

From March 3, 2014 through June 30, 2014, investment in the Company Stock Fund will be frozen. This means that no new interests in the Company Stock Fund may be acquired (including through ongoing contributions or amounts reallocated from other investments under the Plan). In other words, from March 3, 2014 through June 30, 2014, you may sell an interest in the Company Stock Fund, but you may not buy an interest in the Company Stock Fund. **After June 30, 2014, you will no longer be permitted to invest in the Company Stock Fund.** If your Account still holds SUPERVALU common stock in the Company Stock Fund on June 30, 2014, and you have not elected otherwise, the SUPERVALU common stock held in the Company Stock Fund will be sold and reinvested in the Plan's default fund. You will receive additional information from SUPERVALU regarding these changes before the Company Stock Fund is eliminated as an investment option under the Plan.

The remainder of this Section remains unchanged.

The following sentence is inserted at the end of the Section of the Prospectus entitled "Vesting", effective March 21, 2013:

If you were employed by SUPERVALU as of March 21, 2013, the two year vesting period was waived and you became 100% vested in any Participating Employer contributions and related earnings.

The remainder of this Section remains unchanged.

A new paragraph is added following the second paragraph under the Section entitled "Employee Stock Ownership Plan," effective March 3, 2014:

The Company announced that it had suspended the payment of the regular quarterly dividend on July 11, 2012. Investment in the Company Stock Fund will no longer be permitted after June 30, 2014.

The remainder of this Section remains unchanged.

The second paragraph of the Section entitled “Distributions After Termination of Employment” is amended as follows, effective March 3, 2014:

Distributions are available in the form of full or partial lump sums and in monthly, quarterly or annual installments over any period elected and are not to exceed your life expectancy. To the extent that you are invested in the Company Stock Fund when you request a distribution, you may elect to receive your distribution in the form of shares of SUPERVALU common stock instead of cash. Investment in the Company Stock Fund will no longer be permitted after June 30, 2014. Except for minimum required distributions after you reach age 70-1/2 and if your account balance is less than \$1,000, you must apply for a distribution, as required by the Committee, before any distribution will be made.

The remainder of this Section remains unchanged.

A new paragraph is added following the fourth paragraph of the Section entitled “Administration” is amended as follows, effective March 3, 2014:

For periods on or after June 30, 2014, investment in SUPERVALU stock through the Company Stock Fund will no longer be permitted.

A new paragraph is added following the second paragraph under the Section entitled “Voting of Shares and Tender Offers,” effective March 3, 2014:

Rights to vote shares of SUPERVALU common stock and to tender shares of SUPERVALU stock in the event of a tender offer are only held by individuals invested in SUPERVALU stock. For periods on or after June 30, 2014, investment in SUPERVALU stock through the Company Stock Fund will no longer be permitted.

The remainder of this Section remains unchanged.

The Section entitled “Section 16 Restrictions,” is amended in its entirety as follows, effective March 3, 2014:

Section 16 Restrictions

Certain officers and employees of SUPERVALU are subject to the share ownership reporting and short-swing trading liability provisions under Section 16 of the Securities Exchange Act of 1934, as amended (“Exchange Act”). These officers and employees must have obtained the written approval of the Corporate Secretary, any assistant corporate secretary or the Manager, Stock Plan Administration, as well as their immediate supervisor, before making any elections to transfer funds into or out of the Company Stock Fund, receive a distribution or reallocate existing balances in the various investment alternatives. If you are affected by these rules, SUPERVALU will provide you with additional information regarding how these rules will interact with the closing of the Company Stock Fund as of June 30, 2014.

All references in the Prospectus to the par value of the SUPERVALU common stock are changed to \$0.01, effective July 17, 2012.

Appendix A of the Prospectus is deleted and replaced with the attached Appendix A, dated January 1, 2014.

APPENDIX A
SUPERVALU STAR 401(k) PLAN

The information below supplements the information contained in the prospectus dated December 1, 2011, describing terms of the Plan effective, under the heading “General Information Regarding Investment Options.”

Rates of Return

Shown below are the rates of return of each of the investment alternatives in the SUPERVALU STAR 401(k) Plan for the last three years. If no rate of return is shown, that data is not available:

Name	1/1/11 to 12/31 /11	1/1/12 to 12/31 /12	1/1/13 to 12/31 /13	Expense Ratio *
Stable Value Fund	2.00%	1.85%	1.48%	0.40%
Inflation-Protected Bond Fund	13.57%	7.04%	-8.58%	0.07%
Fixed Income Fund	7.89%	9.00%	-2.14%	0.23%
Large Cap Stock Fund	-1.51%	19.29%	37.79%	0.33%
Small Cap Stock Fund	-0.67%	15.21%	42.31%	0.84%
International Stock Fund	-13.26%	18.57%	18.12%	0.70%
Real Return Fund (1)	-0.97%	12.14%	-4.40%	0.12%
Fixed Income Index Fund	7.79%	4.23%	-2.01%	0.07%
Regular Balanced Fund	-1.10%	15.46%	15.71%	0.41%
Large Cap Stock Index Fund	1.59%	16.44%	33.15%	0.04%
Small Cap Stock Index Fund	-4.18%	16.58%	38.96%	0.07%
International Stock Index Fund	-13.80%	17.76%	15.11%	0.09%
Company Stock Fund (2)	-15.78%	-69.89%	189.69%	(3)
Retirement Income Portfolio	3.74%	8.75%	6.61%	0.12%
2015 Retirement Portfolio	2.56%	9.63%	7.64%	0.12%
2020 Retirement Portfolio	1.13%	11.04%	10.20%	0.12%
2025 Retirement Portfolio	0.15%	12.16%	12.31%	0.12%
2030 Retirement Portfolio	-0.89%	13.28%	14.09%	0.12%
2035 Retirement Portfolio	-1.81%	14.23%	15.87%	0.12%
2040 Retirement Portfolio	-2.59%	15.00%	17.34%	0.12%
2045 Retirement Portfolio	-3.36%	15.80%	18.84%	0.12%
2050 Retirement Portfolio	-4.02%	16.51%	20.21%	0.12%
2055 Retirement Portfolio (4)	-9.33%	17.15%	21.25%	0.12%

* The expense ratio listed is as of 12/31/13.

The above amounts are not necessarily indicative of the results realized by individual Plan participants, due to the timing of contributions, withdrawals and investment transfers, and daily changes in the market values of securities. Furthermore, the above amounts represent past performance and should not be regarded as indicative of the current or future performance of the investment alternatives. Periods of market strength may not be repeated. **Investment return and principal value of an investment will fluctuate; therefore you may have a gain or a loss when you sell your shares. Your investment in these options could lose money.** Before investing in any fund, please carefully consider the investment objectives, risks, charges and expenses.

(1) The inception date for the Real Return Fund was December 7, 2011. The return shown for 2011, above, is from the inception date through December 31, 2011.

(2) **From March 3, 2014 through June 30, 2014, investment in the Company Stock Fund will be frozen.** This means that no new interests in the Company Stock Fund may be purchased (including through ongoing contributions or amounts reallocated from other investments under the Plan). In other words, from March 3, 2014 through June 30, 2014, you may sell an interest in the Company Stock Fund, but you may not buy an interest in the Company Stock Fund. **After June 30, 2014, you will no longer be permitted to invest in SUPERVALU common stock through the Company Stock Fund.** If your account still holds SUPERVALU common stock through the Company Stock Fund on June 30, 2014, and you do not elect otherwise, the SUPERVALU common stock held in the Company Stock Fund will be sold and reinvested in the Plan's default fund. You will receive additional information from SUPERVALU regarding these changes before the Company Stock Fund is eliminated as an investment option under the Plan.

(3) The following text replaces the expense ratio in the table for the Company Stock Fund. The expense rate for the Company Stock Fund changed effective April 6, 2012 with the appointment of an Independent Fiduciary for the Company Stock Fund. The expenses for the Company Stock Fund are generally fixed due to a minimum investment management fee and custodial fees from State Street Bank plus a fixed fee from Evercore Trust Company, the fund's Independent Fiduciary. Those estimated fees are as follows:

- State Street Bank Annual Investment Management Fee (minimum): \$50,000
- Approximate State Street Bank Custodial Fees: 2,000
- Evercore Trust Company Independent Fiduciary Annual Fee: 80,000
- Total Estimated Annual Fees for the Company Stock Fund \$132,000

Also, an increase in the fund value could mean that part or all of the State Street Bank investment management fee will become variable as the minimum charge is exceeded. The estimated annual expenses for the fund are divided by the number of days in the year and charged as an expense accrual reduction to the net asset value on a daily basis. On December 31, 2013 this would have been an estimated 0.50% expense ratio, although the ratio varies with the value of the fund.

(4) The inception date for the 2055 Retirement Portfolio was July 6, 2011. The return shown for 2011, above, is from the inception date through December 31, 2011.

--

Asset Class

Target Date

Benchmark

BlackRock Lifepath
Custom Benchmark

Fund Manager

BlackRock Institutional
Trust Company NA

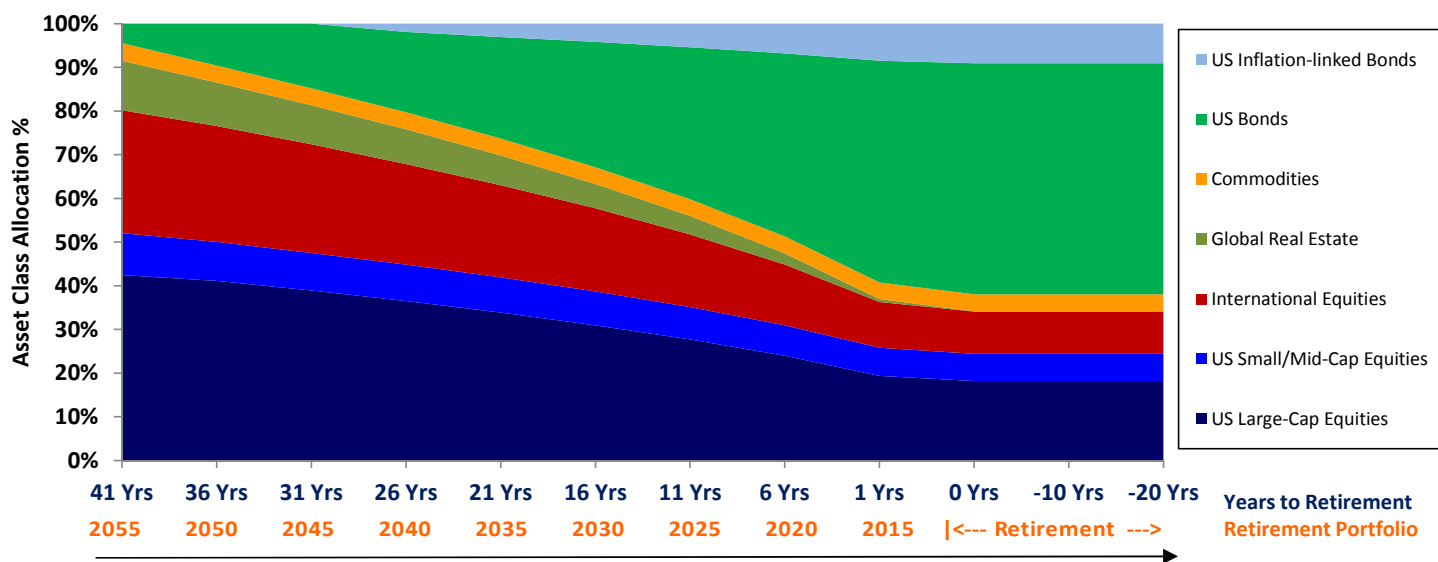
OBJECTIVE

Seeks to provide a diversified exposure to stocks, bonds and other asset classes for those investors who have a specific date in mind for retirement or another long-term goal. The Retirement Portfolios are designed to be comprehensive investment solutions for individuals seeking a simple, yet sophisticated way to invest for their retirement. Professionally managed, the Retirement Portfolios may help investors seeking a sound, diversified investment strategy to help achieve their long-term goals.

INVESTMENT STRATEGY

These portfolios seek to provide investors with a level of return and risk based solely on the target date, which you may find appropriate for your situation. The target date is intended to be the year closest to when you expect to retire or begin drawing on your savings. Each portfolio is made up of a mix of investments across asset classes. Over time, the Fund manager adjusts the allocation among asset classes to more conservative mixes as the target date approaches.

Asset Allocation Over Each Retirement Portfolio's Life



This chart shows how the asset classes within a portfolio shift to become more conservative, investing less in stocks and real estate and more in bonds, as the portfolio matures (reaches its target date). Each Retirement Portfolio fund is constructed to provide extensive diversification, so you typically need only one fund. As each of the Retirement Portfolio funds reaches its target year, the fund balance automatically transfers into the Retirement Portfolio which maintains a stable mix of investments throughout retirement. For example, the 2015 Retirement Portfolio will automatically merge into the Retirement Portfolio at the end of 2014.

Choosing the Appropriate Retirement Portfolio

1. Ask yourself: When will I need the money?








The first step is to determine when you expect to start withdrawing funds from your account. This may be when you retire, or it may be a few years later if you have other savings you will rely on first.

2. Select the closest Retirement Portfolio

Pick the Retirement Portfolio with the number in the Fund name that is closest to the year when you'll start withdrawing from your account. For example, if the current year is 2011 and you plan to retire in 20 years, your target year might be 2031, and you'd probably choose the 2030 Retirement Portfolio.

Should you choose to begin withdrawals at a significantly earlier or later date, or if you wish to take your withdrawals in a different form other than periodic withdrawals over your retirement years, you may wish to consider an asset allocation more suited to your individual situation.

IF YOU EXPECT TO RETIRE BETWEEN	THEN YOU MIGHT CONSIDER
2053 or later	2055 Retirement Portfolio
2048-2052	2050 Retirement Portfolio
2043-2047	2045 Retirement Portfolio
2038-2042	2040 Retirement Portfolio
2033-2037	2035 Retirement Portfolio
2028-2032	2030 Retirement Portfolio
2023-2027	2025 Retirement Portfolio
2018-2022	2020 Retirement Portfolio
2013-2017	2015 Retirement Portfolio
2012 or earlier	Retirement Portfolio

ASSET CLASSES	UNDERLYING INDEX EXPOSURE	INDEX DESCRIPTION
 U.S. Large-Cap Equities	S&P 500 Index	The S&P 500 has been widely regarded as the best single gauge of the large cap U.S. equities market since the index was first published in 1957. The index has over \$3.5 trillion benchmarked, with index assets comprising approximately \$915 billion of this total. The index includes 500 leading companies in leading industries of the U.S. economy, capturing 75% coverage of U.S. equities.
 U.S. Small/Mid-Cap Equities	Dow Jones U.S. Completion Total Stock Market Index	This is a float-adjusted market capitalization-weighted index. Its objective is to represent all U.S. equity issues with readily available prices, excluding securities held by the S&P 500 Index.
 International Equities	MSCI ACWI (All Country World Index) ex. U.S. IMI Index	This is a market capitalization-weighted index representing both the developed and the emerging markets excluding the U.S. It excludes securities in which trading is restricted or difficult for foreigners.
 Global Real Estate	FTSE EPRA/NAREIT Developed Index	This index tracks a broadly diversified selection of real estate investment trusts (REITs), an efficient way of gaining exposure to institutional-quality real estate.
 Commodities	DJ-UBS Commodity Index	This index is composed primarily of commodities traded on U.S. exchanges, but also includes aluminum, nickel, zinc, and Brent crude which trade on European exchanges. The index is designed to minimize concentration in any one commodity or sector.
 U.S. Bonds	Barclays Capital U.S. Aggregate Bond Index	This is a market value-weighted index for investment-grade fixed-rate debt issues, including government, corporate, asset-backed, and mortgage-backed securities with maturities of at least one year.
 U.S. Inflation-linked Bonds (TIPS)	Barclays Capital U.S. TIPS Index	This is an index that tracks the U.S. Treasury Inflation-Protected Securities (TIPS) market. To be included in this index, bonds must have cash flows linked to an inflation index, be sovereign issues denominated in U.S. currency, and have more than one year to maturity, and, as a portion of the index, total a minimum amount outstanding of \$100 million.

Principal Risks

Investments are subject to the risks of the underlying funds. **No investment manager can predict how markets will react over the short or long term.** Diversification can help cushion a portfolio by offsetting losses in some holdings with gains from other holdings. Diversification does not ensure a profit or protect against loss in a declining market. However, you should anticipate that **your Retirement Portfolio Fund may experience negative performance to the extent that one or more markets experience declines during the same period.**

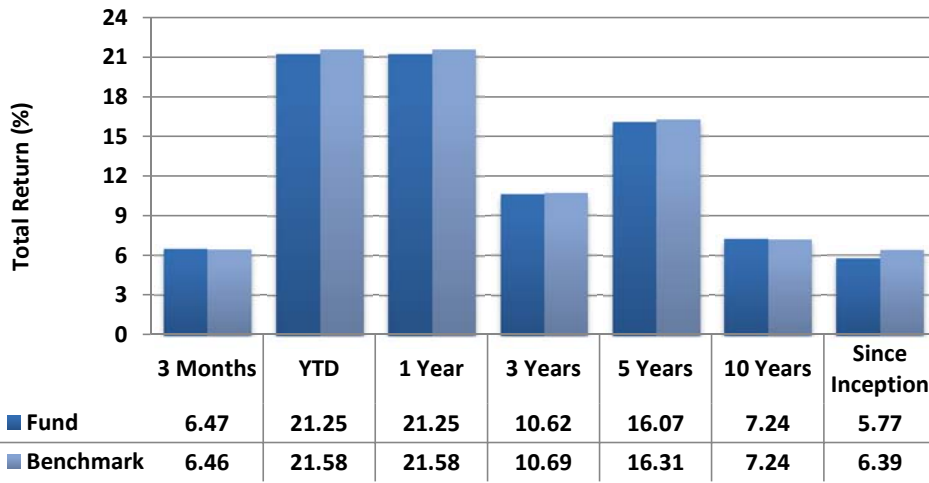
The risk level of each Retirement Portfolio fund is based on the time frame prior to the target year. As return potential is typically linked to risk level, participants should expect that each Fund will experience its highest returns (or largest losses) in the early years, with less potential for high volatility in the later years.

Each Retirement Portfolio fund is designed to maintain a steady, moderate level of risk during the years after its target date. The asset allocation of the funds starting in the target year was constructed with the objective of allowing investors to annually withdraw between 2-5% of their original account balance over a 20 - 30 year period. During the spending years, **if you withdraw significantly more money than is made up by market returns, it is likely that you will exhaust the value of your account over a short period.** Careful planning and the advice of a professional financial planner (particularly when you are close to retirement) are strongly advised.

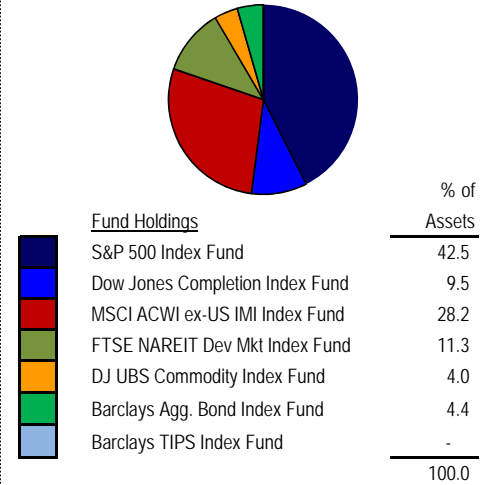
You may lose money by investing in the Retirement Portfolio funds, including losses near and following retirement. There is no guarantee that the investment will provide adequate retirement incomes.

2055 RETIREMENT PORTFOLIO - May be appropriate for those expecting to retire in or around 2055

2055 INVESTMENT PERFORMANCE (net of fees)

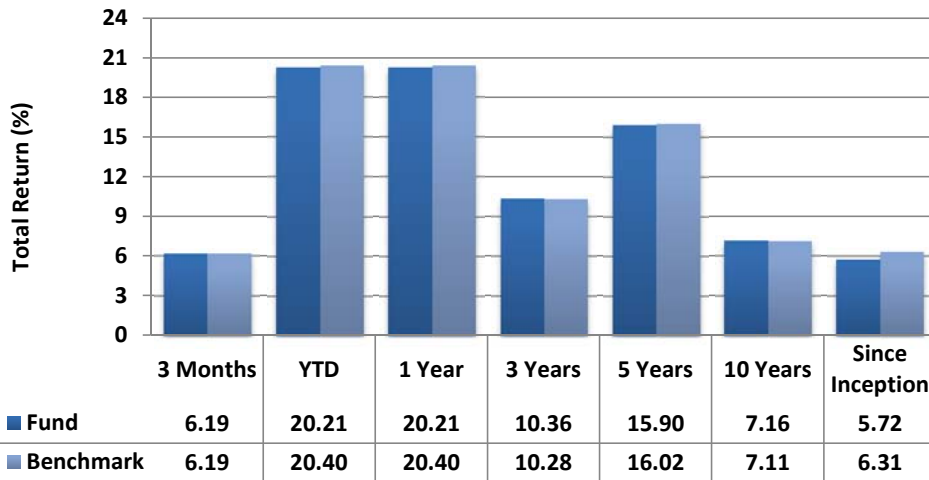


Current Asset Allocation of the 2055 Retirement Portfolio

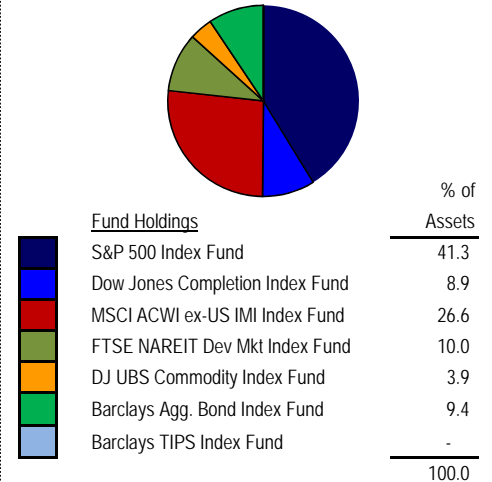


2050 RETIREMENT PORTFOLIO - May be appropriate for those expecting to retire in or around 2050

2050 INVESTMENT PERFORMANCE (net of fees)

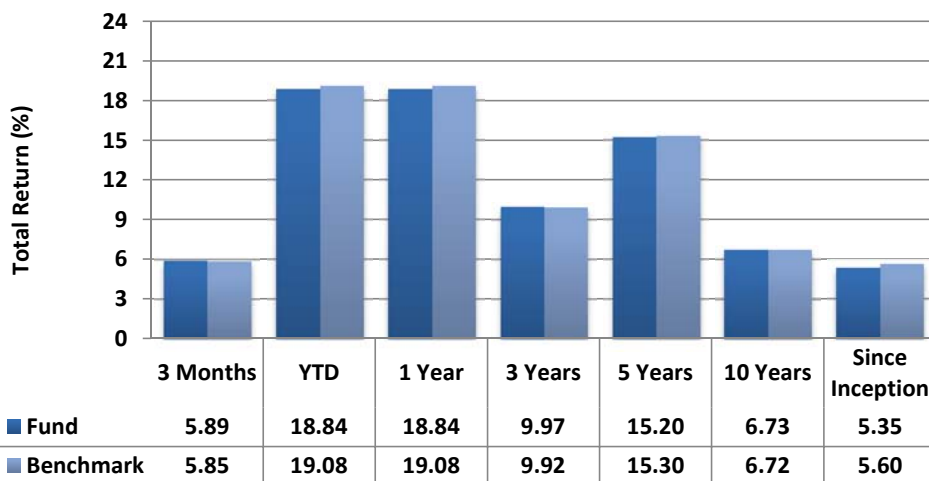


Current Asset Allocation of the 2050 Retirement Portfolio

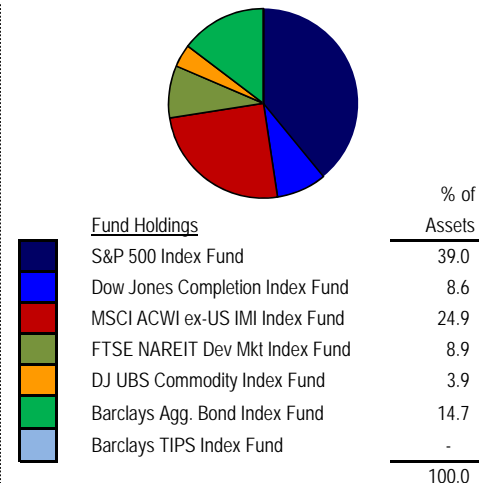


2045 RETIREMENT PORTFOLIO - May be appropriate for those expecting to retire in or around 2045

2045 INVESTMENT PERFORMANCE (net of fees)

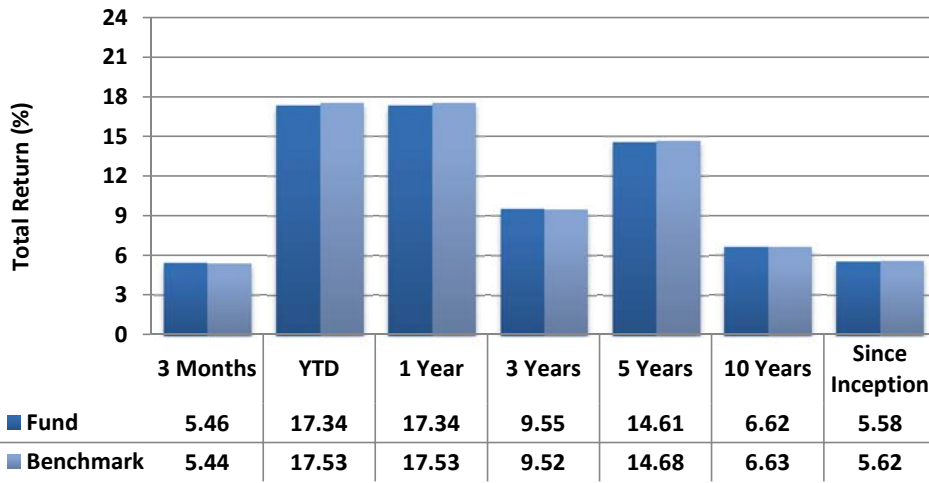


Current Asset Allocation of the 2045 Retirement Portfolio

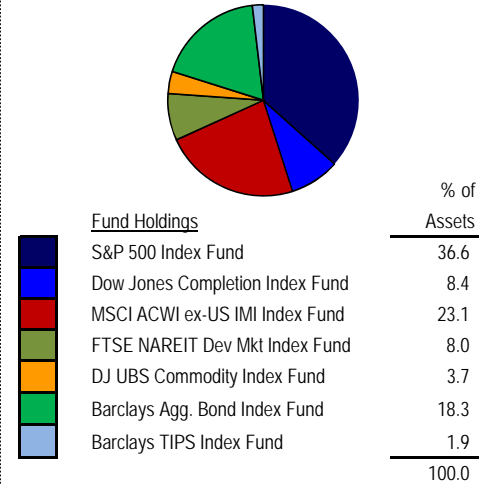


2040 RETIREMENT PORTFOLIO - May be appropriate for those expecting to retire in or around 2040

2040 INVESTMENT PERFORMANCE (net of fees)

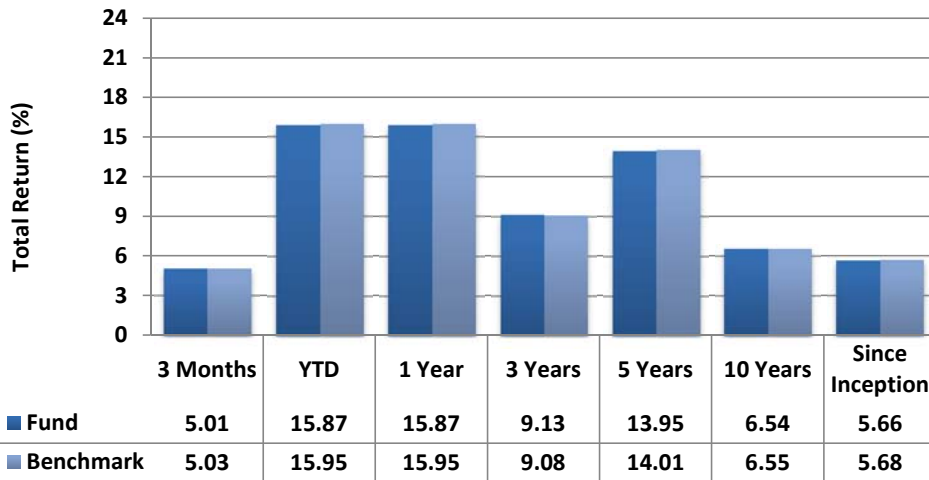


Current Asset Allocation of the 2040 Retirement Portfolio

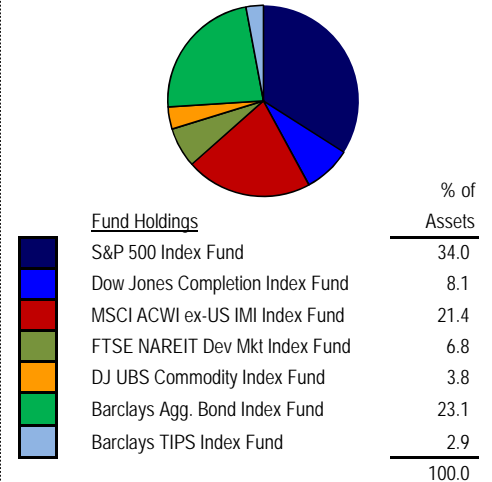


2035 RETIREMENT PORTFOLIO - May be appropriate for those expecting to retire in or around 2035

2035 INVESTMENT PERFORMANCE (net of fees)

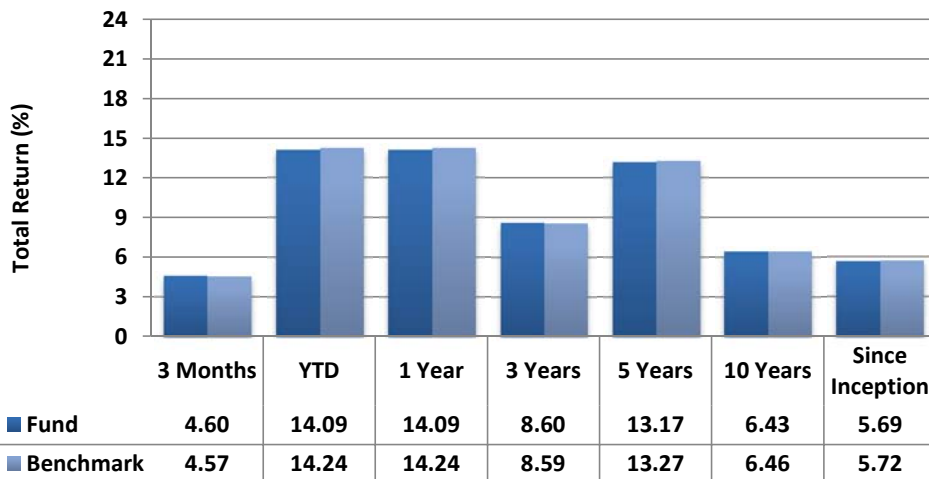


Current Asset Allocation of the 2035 Retirement Portfolio

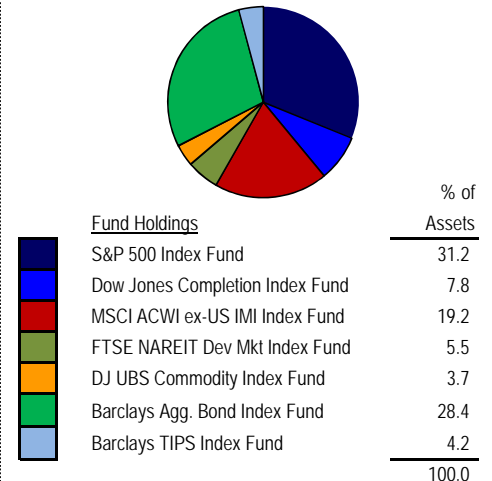


2030 RETIREMENT PORTFOLIO - May be appropriate for those expecting to retire in or around 2030

2030 INVESTMENT PERFORMANCE (net of fees)

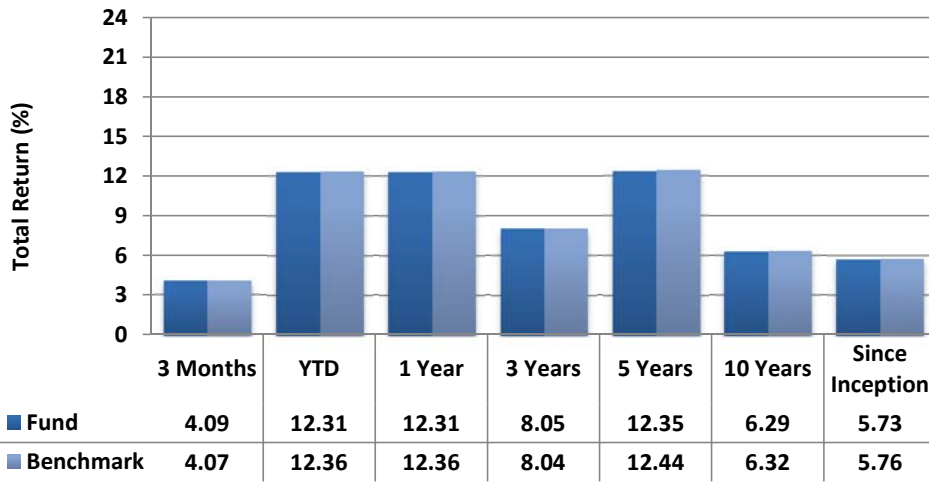


Current Asset Allocation of the 2030 Retirement Portfolio

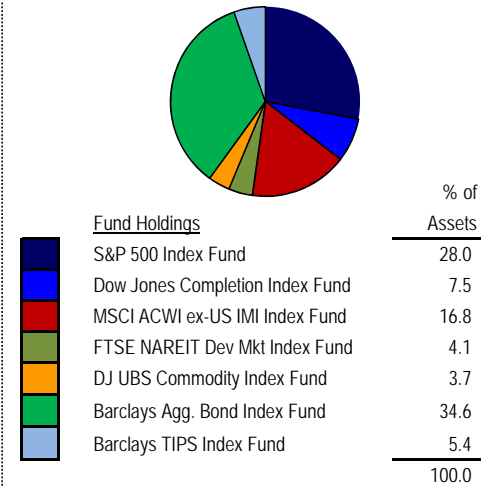


2025 RETIREMENT PORTFOLIO - May be appropriate for those expecting to retire in or around 2025

2025 INVESTMENT PERFORMANCE (net of fees)

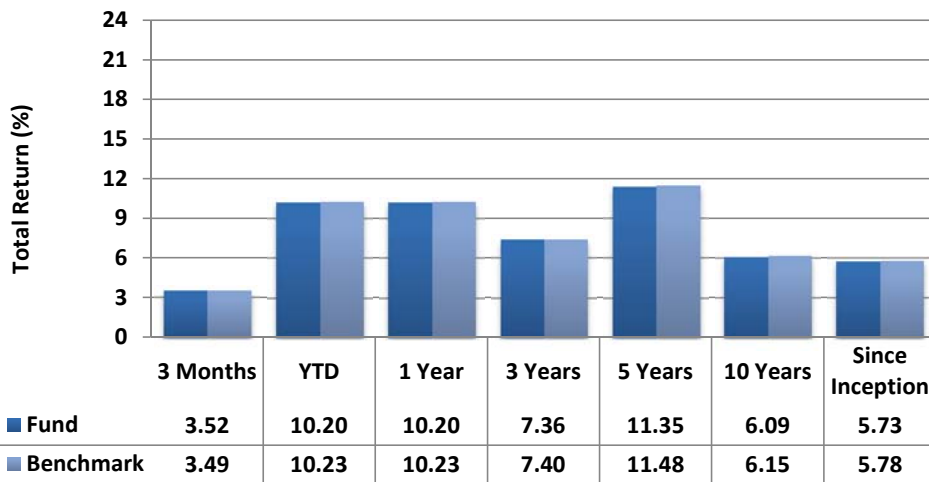


Current Asset Allocation of the 2025 Retirement Portfolio

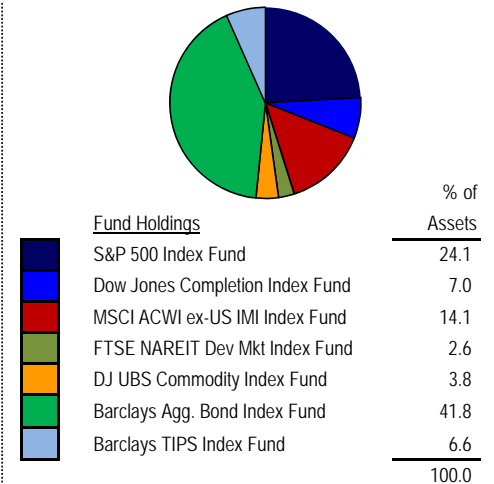


2020 RETIREMENT PORTFOLIO - May be appropriate for those expecting to retire in or around 2020

2020 INVESTMENT PERFORMANCE (net of fees)

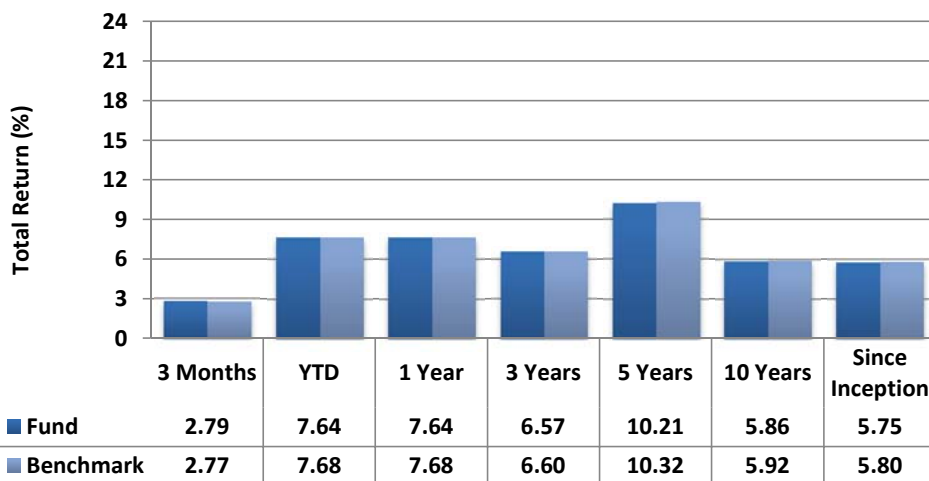


Current Asset Allocation of the 2020 Retirement Portfolio

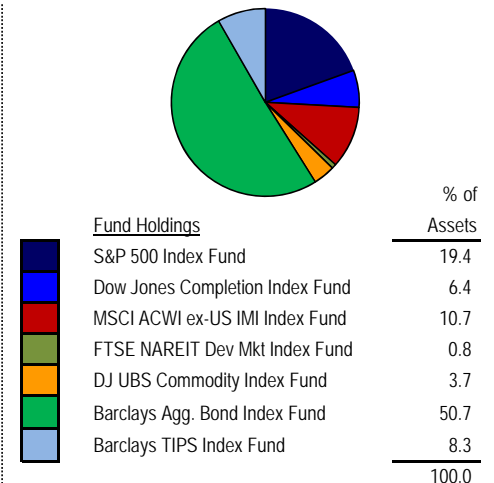


2015 RETIREMENT PORTFOLIO - May be appropriate for those expecting to retire in or around 2015

2015 INVESTMENT PERFORMANCE (net of fees)

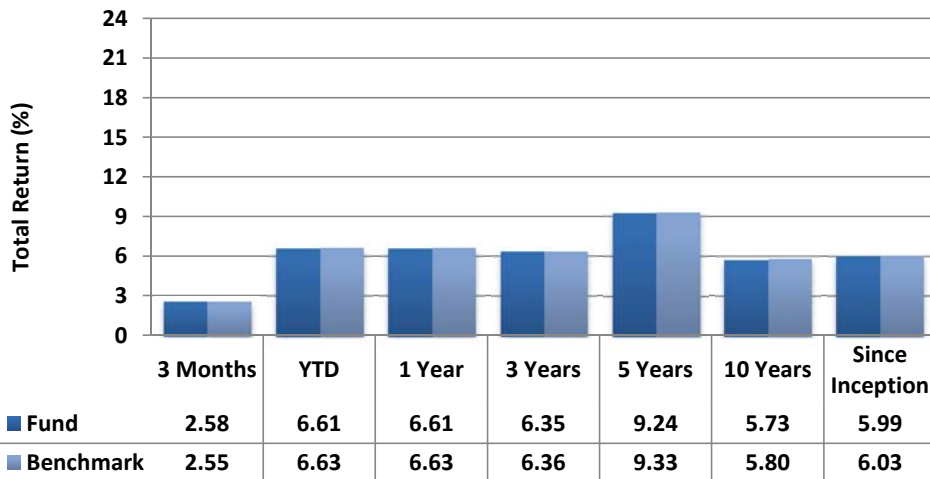


Current Asset Allocation of the 2015 Retirement Portfolio

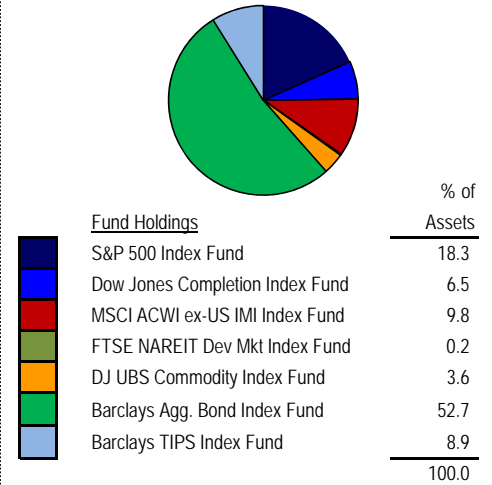


RETIREMENT PORTFOLIO - May be appropriate for those in or near retirement

RETIREMENT PORTFOLIO INVESTMENT PERFORMANCE (net of fees)



Current Asset Allocation of the Retirement Portfolio



FEES & OTHER FUND INFORMATION (for All Retirement Portfolios)

Fees	% of Assets	Fund Inception Date	Fund Type
Expense Ratio	0.12%	1-Aug-1997	Index Fund
Redemption Fee	None		
12b-1 fees	None		

For current fund information and performance, access the STAR 401(k) Plan at www.supervalustar401k.com
1-888-STAR-088 (1-888-782-7088)



Performance Disclosure: The performance data quoted represents past performance. Past performance does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's units, when redeemed, may be worth more or less than their original cost. Principal invested is not guaranteed at any time, including at or after the Fund's target retirement dates. You may lose money investing in the Retirement Portfolios, including losses near and following retirement. There is no guarantee that the investment will provide adequate retirement incomes.

Current performance may be lower than the performance data quoted. For performance information current to the most recent month end, please call the SUPERVALU STAR 401(k) Information Line, 1-888-STAR-088 (1-888-782-7088) or visit the plan website at www.supervalustar401k.com. At times, certain funds' performance may be extraordinarily high due to investing in sectors that achieved unprecedented returns. There can be no assurance that this performance can be repeated in the future.

Fund Notes: Fund performance illustrated above reflects actual results since January 1, 2008 (July 1, 2011 for the 2055 Retirement Portfolio). Prior to this date, the illustrated fund performance reflects simulated investment returns comprised of each underlying manager's actual composite returns weighted by their proportionate allocation in the fund. The simulated returns are hypothetical and are solely for illustrative purposes. Past performance, whether hypothetical or actual, is no indication of future results.

This document is not a prospectus and does not constitute an offer of securities in any jurisdiction. Potential investors should obtain a copy of the prospectus for the SUPERVALU Star 401(k) Plan from ING (the Plan's recordkeeper) and should consider all the information contained therein and the risk factors that could affect the performance of the funds prior to investing.

STAR Plan Fund Balances (\$ millions)

2055 Retirement Portfolio	\$8
2050 Retirement Portfolio	\$43
2045 Retirement Portfolio	\$40
2040 Retirement Portfolio	\$92
2035 Retirement Portfolio	\$119
2030 Retirement Portfolio	\$192
2025 Retirement Portfolio	\$217
2020 Retirement Portfolio	\$235
2015 Retirement Portfolio	\$139
Retirement Portfolio	\$160