

Ares Partners Holdco LLC
 Form 4
 April 24, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARES CORPORATE OPPORTUNITIES FUND III LP

(Last) (First) (Middle)

2000 AVENUE OF THE STARS, 12TH FLOOR

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Smart & Final Stores, Inc. [SFS]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/24/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
common stock, par value \$0.001	04/24/2015		S	(A) or (D) 898,450 (1)	\$ 44,218,762 18.5 (2)	D (2) (3) (4) (5)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
ARES CORPORATE OPPORTUNITIES FUND III LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067		X			
Ares Corporate Opportunities Fund IV, L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067		X			
ACOF Operating Manager III LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067		X			
ACOF Operating Manager IV, LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067		X			
ARES MANAGEMENT LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067		X			
Ares Management Holdings L.P. 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067		X			
Ares Holdings Inc. 2000 AVENUE OF THE STARS 12TH FLOOR		X			

LOS ANGELES, CA 90067

ARES MANAGEMENT LP
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

X

Ares Management GP LLC
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

X

Ares Partners Holdco LLC
2000 AVENUE OF THE STARS
12TH FLOOR
LOS ANGELES, CA 90067

X

Signatures

/s/ Michael D. Weiner, by Authorized Signatory of ACOF Operating Manager III, LLC,
Manager for ARES CORPORATE OPPORTUNITITES FUND III, L.P. 04/24/2015

__Signature of Reporting Person Date

/s/ Michael D. Weiner, by Authorized Signatory of ACOF Operating Manager IV, LLC,
Manager for ARES CORPORATE OPPORTUNITITES FUND IV, L.P. 04/24/2015

__Signature of Reporting Person Date

/s/ Michael D. Weiner, by Authorized Signatory of ACOF OPERATING MANAGER III,
LLC 04/24/2015

__Signature of Reporting Person Date

/s/ Michael D. Weiner, by Authorized Signatory of ACOF OPERATING MANAGER IV,
LLC 04/24/2015

__Signature of Reporting Person Date

/s/ Michael D. Weiner, by Authorized Signatory of ARES MANAGEMENT LLC 04/24/2015

__Signature of Reporting Person Date

/s/ Michael D. Weiner, by Authorized Signatory of ARES HOLDINGS INC., general partner
for ARES MANAGEMENT HOLDINGS L.P. 04/24/2015

__Signature of Reporting Person Date

/s/ Michael D. Weiner, by Authorized Signatory of ARES HOLDINGS INC. 04/24/2015

__Signature of Reporting Person Date

/s/ Michael D. Weiner, by Authorized Signatory of Ares Management GP LLC, general
partner for ARES MANAGEMENT, L.P. 04/24/2015

__Signature of Reporting Person Date

/s/ Michael D. Weiner, by Authorized Signatory of ARES MANAGEMENT GP LLC 04/24/2015

__Signature of Reporting Person Date

/s/ Michael D. Weiner, by Authorized Signatory of ARES PARTNERS HOLDCO LLC

04/24/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The amount reported reflects 449,225 shares owned of record by Ares Corporate Opportunities Fund III, L.P. ("ACOF III") and 449,225 shares owned of record by Ares Corporate Opportunities Fund IV, L.P. ("ACOF IV").

(2) The amount reported reflects 22,109,381 shares owned of record by ACOF III and 22,109,381 shares owned of record by ACOF IV.

(3) The manager of ACOF III is ACOF Operating Manager III, LLC ("ACOF Operating Manager III"), and the sole member of ACOF Operating Manager III is Ares Management LLC ("Ares Management LLC"). The manager of ACOF IV is ACOF Operating Manager IV, LLC ("ACOF Operating Manager IV"), and the sole member of ACOF Operating Manager IV is Ares Management LLC. (Continued in footnote 4)

(4) The sole member of Ares Management LLC is Ares Management Holdings L.P. ("Ares Management Holdings") and the general partner of Ares Management Holdings is Ares Holdings Inc. ("Ares Holdings"), whose sole stockholder is Ares Management, L.P. ("Ares Management"). The general partner of Ares Management is Ares Management GP LLC ("Ares Management GP") and the sole member of Ares Management GP is Ares Partners Holdco LLC ("Ares Partners," and together with ACOF III, ACOF IV, ACOF Operating Manager III, ACOF Operating Manager IV, Ares Management LLC, Ares Management Holdings, Ares Holdings, Ares Management, and Ares Management GP, the "Ares Entities"). Ares Partners is managed by a board of managers, which is composed of Michael Arougheti, David Kaplan, John Kissick, Antony Ressler and Bennett Rosenthal. (Continued in footnote 5)

(5) Decisions by Ares Partners' board of managers generally are made by a majority of the members, which majority, subject to certain conditions, must include Antony Ressler. Each of the Ares Entities (other than each of ACOF III and ACOF IV with respect to the shares held directly by it) and the members of Ares Partners' board of managers and the other directors, officers, partners, stockholders, members and managers of the Ares Entities expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this Form 4 shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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