

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

DART GROUP CORP

CIK: **26938** | IRS No.: **530242973** | State of Incorporation: **DE** | Fiscal Year End: **0131**
Type: **8-K** | Act: **34** | File No.: **000-01946** | Film No.: **96688145**
SIC: **5531** Auto & home supply stores

Mailing Address
3300 75TH AVE
LANDOVER MD 20785

Business Address
3300 75TH AVE
LANDOVER MD 20785
3017311200

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 18, 1996

DART GROUP CORPORATION

(Exact name of registrant as specified in its charter)

<TABLE>

<S>	<C>	<C>
Delaware	0-1946	53-0242973
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

</TABLE>

3300 75th Avenue, Landover, Maryland 20785

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (301) 731-1200

(Former name or former address, if changed since last report).

The exhibit index appears on page 4.

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Item 5. Other Events

On December 18, 1996, Dart Group Corporation (the "Company") received from Kenneth M. Herman the letter attached hereto as Exhibit 10.1, which is incorporated herein by reference (the "Herman Letter"). If the Company purchases the Herman family's 50% equity interest in Shoppers as contemplated by the Herman Letter, Dart expects to raise the necessary financing from third parties and, subject to any limitations that might be judicially imposed, may thereafter sell all or part of the interest in Shoppers it then would hold, but there can be no assurance as to whether or not, or as to when or at what price, any such sale would occur.

Item 7. Financial Statements and Exhibits

Exhibit 10.1	Letter, dated December 18, 1996, from Kenneth M. Herman to Dart Group Corporation
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DART GROUP CORPORATION

By: /s/ MARK A. FLINT SENIOR

Mark A. Flint Senior
Vice President and
Chief Financial Officer

Date: December 30, 1996

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DART GROUP CORPORATION

Form 8-K

Exhibit Index

Exhibit 10.1 Letter, dated December 18, 1996, from Kenneth M.
Herman to Dart Group Corporation

[Letterhead of Shoppers Food Warehouse]

December 18, 1996

BY TELECOPIER (301) 772-3910

Dart Group Corporation
3300 75th Avenue
Landover, Maryland 20785
Attention: Chief Financial Officer

Gentlemen:

Reference is made to the letter dated December 16, 1996 from Dart Group Corporation to Kenneth M. Herman and Robert N. Herman (the "Offer Letter") pursuant to which, inter alia, Dart Group Corporation has offered (the "Purchase Offer") to buy from Kenneth M. Herman, his personal representative and any Permitted Transferees (as that term is defined in the Stockholders' Agreement referred to below) (collectively, the "Hermans") all (but not less than all) of the securities of Shoppers Food Warehouse Corp. that the Hermans hold (specifically, 5,000 shares of Class B voting stock and 11,666 2/3 shares of Class A non-voting stock of Shoppers Food Warehouse Corp.) (the "Herman Shares"), for a price of Two Hundred and Ten Million Dollars (\$210,000,000) (the "Offer Price"). The Purchase Offer was made pursuant to Section 7 of that certain Stockholders Agreement, dated June 30, 1988, as amended, by and among Dart Group Corporation, Kenneth M. Herman, "Jumbo Food Stores, Inc." (the name of which is now Shoppers Food Warehouse Corp.) and Robert N. Herman (the "Stockholders' Agreement").

Kenneth M. Herman, on behalf of himself and the Hermans, hereby accepts the Purchase Offer. The Hermans are prepared to close the sale of the Herman Shares to Dart Group Corporation (the "Closing") on the sixtieth (60) day following the date of this acceptance of the Purchase Offer as provided by the Stockholders' Agreement, or at an earlier date as agreed to by the parties.

At the Closing, the Hermans will deliver to Dart Group Corporation the documentation listed as paragraphs (1) and (2) of the Offer Letter, as well as any additional transfer forms, documents of title or similar documents or instruments that counsel for Dart Group Corporation and counsel for the Hermans reasonably deem necessary to assure the valid and effective sale, assignment and transfer to Dart Group Corporation of the Herman Shares free and clear of all liens, restrictions, charges, security interests, encumbrances and adverse claims, in each case against transfer by Dart Group Corporation to the Hermans

of the Offer Price in immediately available funds to a bank account or accounts designated in writing by Kenneth M. Herman.

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Dart Group Corporation
December 18, 1996
Page 2

We look forward to completing the sale of the Herman Shares to Dart Group Corporation.

Very truly yours,

/S/ KENNETH HERMAN

Kenneth Herman

cc: Kenneth J. Ayres, Esq. (by fax)
Jones, Day, Reavis & Pogue
1450 G Street, N.W.
Washington, D.C. 20005
Fax no: (202) 737-2832

Robert N. Herman

Dennis J. Block, Esq.
Weil, Gotshal & Manges

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