

SANFILIPPO JOHN B & SON INC
Form SC 13D/A
September 13, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)

John B. Sanfilippo & Son, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

800422 10 7

(CUSIP Number)

Alexander J. May, Esq.

Jenner & Block LLP, 353 N. Clark Street, Chicago, IL 60654

312-840-8659

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 6, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 800422 10 7

1. Names of Reporting Persons

Jeffrey T. Sanfilippo

2. Check the Appropriate Box if a Member of a Group*

(a) **

(b)

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 20,078 shares of Common Stock, which in the aggregate represents 51.0% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

PF

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7. Sole Voting Power 8. Shared Voting Power	(Represents (a) 21,856 shares of Class A Stock held directly by Mr. Sanfilippo; (b) 32,609 shares of Class A Stock held by Mr. Sanfilippo as Trustee of the Jeffrey T. Sanfilippo Trust, dated October 4, 1991; and (c) 50,170 shares of Class A Stock held by Mr. Sanfilippo as Trustee of the Jeffrey T. Sanfilippo Irrevocable Trust, dated October 6, 2006.) (Represents 13,832 shares of Common Stock held by Mr. Sanfilippo as Co-trustee of the Sanfilippo Family Education Trust, dated October 17, 1997.)
	104,635	

WITH

13,832

9. Sole Dispositive Power

104,635

10. Shared Dispositive Power

13,832

11. Aggregate Amount Beneficially Owned by Each Reporting Person

118,467

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

1.3% (3.1% of combined voting power) (1)

14. Type of Reporting Person*

IN

(1) Based upon 8,747,575 shares of Common Stock and 2,597,426 shares of Class A Stock outstanding as of August 15, 2018, as reported in John B. Sanfilippo & Son, Inc. 's Annual Report on Form 10-K for the fiscal year ended June 28, 2018. The percent of class represented by the amount in row eleven (11) is calculated assuming the conversion of the reporting person 's shares of Class A Stock into an equal number of shares of Common Stock. The combined voting power percent of class represented by the amount in row eleven (11) is calculated based upon the fact that the Class A Stock receives ten votes per share, and assuming that the reporting person 's shares of Class A Stock are not converted into Common Stock, which has one vote per share.

CUSIP No. 800422 10 7

1. Names of Reporting Persons

Jasper B. Sanfilippo, Jr.

2. Check the Appropriate Box if a Member of a Group*

(a) **

(b)

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 20,078 shares of Common Stock, which in the aggregate represents 51.0% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

PF

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 105,528

OWNED BY

EACH

REPORTING 8. Shared Voting Power

PERSON

(Represents (a) 11,856 shares of Class A Stock held directly by Mr. Sanfilippo; (b) 5,362 shares of Common Stock held directly by Mr. Sanfilippo; (c) 32,609 shares of Class A Stock held by Mr. Sanfilippo as Trustee of the Jasper B. Sanfilippo, Jr. Trust, dated September 23, 1991; and (d) 55,701 shares of Class A Stock held by Mr. Sanfilippo as Co-trustee of the Jasper B. Sanfilippo, Jr. Irrevocable Trust, dated October 6, 2006.) (Represents 1,349,663 shares of Class A Stock held by Mr. Sanfilippo as Co-trustee of the Sanfilippo Family 2017 Generation-Skipping

WITH 1,349,663 Trust.)
9. Sole Dispositive Power

105,528
10. Shared Dispositive Power

1,349,663
11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,455,191
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

14.3% (41.8% of combined voting power) (1)
14. Type of Reporting Person*

IN

(1) Based upon 8,747,575 shares of Common Stock and 2,597,426 shares of Class A Stock outstanding as of August 15, 2018, as reported in John B. Sanfilippo & Son, Inc. 's Annual Report on Form 10-K for the fiscal year ended June 28, 2018. The percent of class represented by the amount in row eleven (11) is calculated assuming the conversion of the reporting person 's shares of Class A Stock into an equal number of shares of Common Stock. The combined voting power percent of class represented by the amount in row eleven (11) is calculated based upon the fact that the Class A Stock receives ten votes per share, and assuming that the reporting person 's shares of Class A Stock are not converted into Common Stock, which has one vote per share.

CUSIP No. 800422 10 7

1. Names of Reporting Persons

John E. Sanfilippo

2. Check the Appropriate Box if a Member of a Group*

(a) **

(b)

** The reporting persons making this filing hold an aggregate of 1,768,496 shares of Class A Stock and 20,078 shares of Common Stock, which in the aggregate represents 51.0% of the voting power of the Company's common equity. The reporting person on this cover page, however, is a beneficial owner of only the securities reported by it on this cover page.

3. SEC Use Only

4. Source of Funds*

PF

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7. Sole Voting Power 8. Shared Voting Power	(Represents (a) 40,008 shares of Class A Stock held directly by Mr. Sanfilippo; (b) 32,609 shares of Class A Stock held by Mr. Sanfilippo as Trustee of the John E. Sanfilippo Trust, dated October 2, 1991; and (c) 50,170 shares of Class A Stock held by Mr. Sanfilippo as Trustee of the John E. Sanfilippo Irrevocable Trust, dated October 6, 2006.) (Represents 13,832 shares of Common Stock held by Mr. Sanfilippo as Co-trustee of the Sanfilippo Family Education Trust, dated October 17, 1997.)
	122,787	

WITH

13,832

9. Sole Dispositive Power

122,787

10. Shared Dispositive Power

13,832

11. Aggregate Amount Beneficially Owned by Each Reporting Person

136,619

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

1.5% (3.6% of combined voting power) (1)

14. Type of Reporting Person*

IN

(1) Based upon 8,747,575 shares of Common Stock and 2,597,426 shares of Class A Stock outstanding as of August 15, 2018, as reported in John B. Sanfilippo & Son, Inc. s Annual Report on Form 10-K for the fiscal year ended June 28, 2018. The percent of class represented by the amount in row eleven (11) is calculated assuming the conversion of the reporting person s shares of Class A Stock into an equal number of shares of Common Stock. The combined voting power percent of class represented by the amount in row eleven (11) is calculated based upon the fact that the Class A Stock receives ten votes per share, and assuming that the reporting person s shares of Class A Stock are not converted into Common Stock, which has one vote per share.

CUSIP No. 800422 10 7

1. Names of Reporting Persons

James J. Sanfilippo

2. Check the Appropriate Box if a Member of a Group*

(a) **

(b)

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3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

NUMBER OF 7. Sole Voting Power

SHARES

(Represents (a) 8,464 shares of Class A Stock and (b) 884 shares of Common Stock held directly by Mr. Sanfilippo.)

BENEFICIALLY 9,348

OWNED BY

8. Shared Voting Power

(Represents 1,349,663 shares of Class A Stock held by Mr. Sanfilippo as Co-trustee of the Sanfilippo Family 2017 Generation-Skipping Trust.)

EACH

REPORTING 1,349,663

9. Sole Dispositive Power

PERSON

WITH

9,348

10. Shared Dispositive Power

1,349,663

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,359,011

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

13.4% (39.1% of combined voting power) (1)

14. Type of Reporting Person*

IN

(1) Based upon 8,747,575 shares of Common Stock and 2,597,426 shares of Class A Stock outstanding as of August 15, 2018, as reported in John B. Sanfilippo & Son, Inc.'s Annual Report on Form 10-K for the fiscal year ended June 28, 2018. The percent of class represented by the amount in row eleven (11) is calculated assuming the conversion of the reporting person's shares of Class A Stock into an equal number of shares of Common Stock. The combined voting power percent of class represented by the amount in row eleven (11) is calculated based upon the fact that the Class A Stock receives ten votes per share, and assuming that the reporting person's shares of Class A Stock are not converted into Common Stock, which has one vote per share.

CUSIP No. 800422 10 7

1. Names of Reporting Persons

Lisa A. Sanfilippo

2. Check the Appropriate Box if a Member of a Group*

(a) **

(b)

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3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

NUMBER OF 7. Sole Voting Power
 SHARES
 BENEFICIALLY 82,781
 OWNED BY
 EACH 8. Shared Voting Power
 REPORTING
 PERSON 0
 9. Sole Dispositive Power

(Represents (a) 32,609 shares of Class A Stock held by Ms. Sanfilippo as Trustee of the Lisa Ann Sanfilippo Trust, dated October 4, 1991 and (b) 50,172 shares of Class A Stock held by Ms. Sanfilippo as Trustee of the Lisa A. Evon Irrevocable Trust, dated October 6, 2006.)

WITH

82,781

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

82,781

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

0.9% (2.4% of combined voting power) (1)

14. Type of Reporting Person*

IN

(1) Based upon 8,747,575 shares of Common Stock and 2,597,426 shares of Class A Stock outstanding as of August 15, 2018, as reported in John B. Sanfilippo & Son, Inc.'s Annual Report on Form 10-K for the fiscal year ended June 28, 2018. The percent of class represented by the amount in row eleven (11) is calculated assuming the conversion of the reporting person's shares of Class A Stock into an equal number of shares of Common Stock. The combined voting power percent of class represented by the amount in row eleven (11) is calculated based upon the fact that the Class A Stock receives ten votes per share, and assuming that the reporting person's shares of Class A Stock are not converted into Common Stock, which has one vote per share.

CUSIP No. 800422 10 7

1. Names of Reporting Persons

2. Sanfilippo Family 2017 Generation-Skipping Trust
Check the Appropriate Box if a Member of a Group*

(a) **

(b)

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3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 1,349,663
8. Shared Voting Power

OWNED BY

EACH

REPORTING 0
9. Sole Dispositive Power

PERSON

(Represents 1,349,663 shares of Class A Stock.)

WITH 1,349,663
10. Shared Dispositive Power

0
11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,349,663
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

13.4% (38.9% of combined voting power) (1)
14. Type of Reporting Person*

OO

(1) Based upon 8,747,575 shares of Common Stock and 2,597,426 shares of Class A Stock outstanding as of August 15, 2018, as reported in John B. Sanfilippo & Son, Inc.'s Annual Report on Form 10-K for the fiscal year ended June 28, 2018. The percent of class represented by the amount in row eleven (11) is calculated assuming the conversion of the reporting person's shares of Class A Stock into an equal number of shares of Common Stock. The combined voting power percent of class represented by the amount in row eleven (11) is calculated based upon the fact that the Class A Stock receives ten votes per share, and assuming that the reporting person's shares of Class A Stock are not converted into Common Stock, which has one vote per share.

CUSIP No. 800422 10 7

1. Names of Reporting Persons

Jasper B. Sanfilippo, Jr. Trust, dated September 23, 1991

2. Check the Appropriate Box if a Member of a Group*

(a) **

(b)

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3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 32,609 (Represents 32,609 shares of Class A Stock.)

8. Shared Voting Power

OWNED BY

EACH

0

REPORTING 9. Sole Dispositive Power

PERSON

WITH 32,609
10. Shared Dispositive Power

0
11. Aggregate Amount Beneficially Owned by Each Reporting Person

32,609
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13. Percent of Class Represented by Amount in Row (11)

0.4% (0.9% of combined voting power) (1)
14. Type of Reporting Person*

OO

(1) Based upon 8,747,575 shares of Common Stock and 2,597,426 shares of Class A Stock outstanding as of August 15, 2018, as reported in John B. Sanfilippo & Son, Inc.'s Annual Report on Form 10-K for the fiscal year ended June 28, 2018. The percent of class represented by the amount in row eleven (11) is calculated assuming the conversion of the reporting person's shares of Class A Stock into an equal number of shares of Common Stock. The combined voting power percent of class represented by the amount in row eleven (11) is calculated based upon the fact that the Class A Stock receives ten votes per share, and assuming that the reporting person's shares of Class A Stock are not converted into Common Stock, which has one vote per share.

CUSIP No. 800422 10 7

1. Names of Reporting Persons

Lisa Ann Sanfilippo Trust, dated October 4, 1991

2. Check the Appropriate Box if a Member of a Group*

(a) **

(b)

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3. SEC Use Only

4. Source of Funds*

Not Applicable.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

6. Citizenship or Place of Organization

United States

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 32,609 (Represents 32,609 shares of Class A Stock.)

8. Shared Voting Power

OWNED BY

EACH

0

REPORTING 9. Sole Dispositive Power

PERSON

WITH

32,609

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person