

Fresh Market, Inc.  
Form SC 14D9/A  
March 31, 2016

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

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SCHEDULE 14D-9  
(Rule 14d-101)

(Amendment No. 1)

Solicitation/Recommendation Statement  
Under Section 14(d)(4) of the Securities Exchange Act of 1934

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THE FRESH MARKET, INC.  
(Name of Subject Company)

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THE FRESH MARKET, INC.  
(Names of Persons Filing Statement)

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Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

35804H106  
(CUSIP Number of Class of Securities)

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Scott Duggan  
Senior Vice President - General Counsel  
The Fresh Market, Inc.  
628 Green Valley Road, Suite 500  
Greensboro, NC 27408  
(336) 272-1338  
(Name, address and telephone number of person authorized to receive  
notices and communications on behalf of the persons filing statement)

With copies to:

Damien R. Zoubek, Esq.

O. Keith Hallam III, Esq.

Cravath, Swaine & Moore LLP

Worldwide Plaza

825 8th Avenue

New York, New York 10019

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 1 to Schedule 14D-9 (this “Amendment”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed with the Securities and Exchange Commission (the “SEC”) on March 25, 2016 (together with the Exhibits or Annexes thereto and as amended or supplemented from time to time, the “Schedule 14D-9”) by The Fresh Market, Inc., a Delaware corporation (“TFM”, “we” or “us”). The Schedule 14D-9 relates to the cash tender offer by Pomegranate Merger Sub, Inc., a Delaware corporation (“Purchaser”), and a wholly owned subsidiary of Pomegranate Holdings, Inc., a Delaware corporation (“Parent”), disclosed in the Tender Offer Statement on Schedule TO (together with the Exhibits or Annexes thereto and as amended or supplemented from time to time, the “Schedule TO”), filed by Purchaser, Parent and Apollo Management VIII, L.P. (“Management VIII”) with the SEC on March 25, 2016, pursuant to which Purchaser has offered to purchase all of the outstanding shares of common stock, par value \$0.01 per share, of TFM (the “Shares”) at a purchase price of \$28.50 per Share, net to the seller in cash, without interest thereon, less any applicable tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 25, 2016 (as amended or supplemented from time to time, the “Offer to Purchase”), and in the related Letter of Transmittal (the “Letter of Transmittal”, which, together with the Offer to Purchase and any amendments or supplements thereto from time to time, constitutes the “Offer”), copies of which were incorporated by reference in the Schedule 14D-9 as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Schedule 14D-9.

Except as set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment.

#### Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by replacing the paragraph immediately below the heading “Litigation” with the following paragraph:

“On March 23, 2016, Dolores Balint filed a purported stockholder class action against TFM, the directors of TFM, Parent and Purchaser in connection with the Transactions in the General Court of Justice, Superior Court Division of the State of North Carolina. The case is captioned Dolores Balint v. The Fresh Market, Inc. et al., Civil File No. 16-CVS-4144. Balint alleges that the directors of TFM breached their fiduciary duties of loyalty and due care owed to the plaintiff and the public stockholders of TFM, including by allegedly failing to properly value TFM, allegedly failing to take steps to maximize the value of TFM to its public stockholders and agreeing to allegedly preclusive deal protection provisions. Balint also alleges that TFM, Parent and Purchaser aided and abetted those breaches of fiduciary duties by the directors of TFM. Balint seeks, among other things, to enjoin the Transactions and requests attorneys’ fees and damages in an unspecified amount. TFM and the Directors of TFM believe these claims are without merit and intend to vigorously defend against these claims. If additional similar complaints are filed, absent new or different allegations that are material, TFM will not necessarily announce such additional filings.”

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 14D-9 is true, complete and correct.

THE FRESH MARKET, INC.

By: /s/ Scott Duggan

Name: Scott Duggan

Title: Senior Vice President - General Counsel

Dated: March 31, 2016