

A.C. Moore Arts & Crafts, Inc.  
Form SC 14D9/A  
October 26, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14D-9**  
**SOLICITATION/RECOMMENDATION**  
**STATEMENT UNDER SECTION 14(d)(4) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 1)**

**A.C. Moore Arts & Crafts, Inc.**

(Name of Subject Company)

**A.C. Moore Arts & Crafts, Inc.**

(Name of Persons Filing Statement)

**Common Stock, no par value**

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(Title of Class of Securities)

**00086T103**

(CUSIP Number of Class of Securities)

**Amy Rhoades**

**Senior Vice President and General Counsel**

**A.C. Moore Arts & Crafts, Inc.**

**130 A.C. Moore Drive**

**Berlin, NJ 08009**

**(856) 768-4930**

(Name, address and telephone numbers of person authorized to receive  
notices and communications on behalf of the persons filing statement)

*With copies to:*

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

This Amendment No. 1 (Amendment No. 1) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, the Schedule 14D-9) initially filed with the Securities and Exchange Commission (the SEC) on October 18, 2011 by A.C. Moore Arts & Crafts, Inc. (A.C. Moore). The Schedule 14D-9 relates to the cash tender offer by Sbar's Acquisition Corporation, a Pennsylvania corporation (Merger Sub) and a wholly-owned subsidiary of Nicole Crafts LLC, a Delaware limited liability company (Parent), disclosed in the Tender Offer Statement on Schedule TO (together with the exhibits thereto, as amended or supplemented from time to time, the Schedule TO), filed by Merger Sub and Parent with the SEC on October 18, 2011, pursuant to which Merger Sub is offering to purchase all of the issued and outstanding shares of common stock, no par value, of A.C. Moore at a price per share of \$1.60, net to the holder thereof in cash, without interest thereon, subject to any required withholding of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 18, 2011 (as amended or supplemented from time to time, the Offer to Purchase), and the related Letter of Transmittal (as amended or supplemented from time to time, the Letter of Transmittal). The Offer to Purchase and Letter of Transmittal are filed as Exhibits (a)(1) and (a)(2) to the Schedule 14D-9, respectively. As disclosed in the Schedule TO, Parent and Merger Sub are affiliated with Sbar's, Inc., a New Jersey corporation and vendor of A.C. Moore.

All information in the Schedule 14D-9 is incorporated into this Amendment No. 1 by reference, except that such information is hereby amended to the extent specifically provided herein. Capitalized terms used, but not otherwise defined, in this Amendment No. 1 shall have the meanings given in the Schedule 14D-9. This Amendment No. 1 is being filed to reflect certain updates as reflected below.

**ITEM 8. ADDITIONAL INFORMATION.**

*Item 8 (Additional Information) of the Schedule 14D-9 is hereby amended and supplemented by replacing the existing Section entitled Litigation in its entirety with the following:*

**Litigation**

On October 11, 2011, a putative class action lawsuit captioned Provoncha v. A.C. Moore Arts & Crafts, Inc., et al., Docket No. C 147-11, was filed in the Superior Court of New Jersey, Chancery Division, Camden County. The complaint names as defendants the members of the Board, as well as A.C. Moore, Parent and Merger Sub. The complaint purports to be brought individually and on behalf of similarly situated public shareholders of A.C. Moore and alleges, among other things, claims for breaches of fiduciary duties of good faith, loyalty and due care against the Board in connection with the Transactions and that Parent and Merger Sub aided and abetted the purported breaches of fiduciary duties. The complaint seeks, among other things, injunctive relief, including enjoining the Board, and anyone acting in concert with them, from proceeding with the Transactions; certification of the action as a class action; and an award of attorneys' fees and other fees and costs, in addition to other relief. The complaint was amended on October 21, 2011 to set forth additional substantive allegations, including allegations that the Schedule 14D-9 contains materially misleading statements and omits material information. A.C. Moore believes the plaintiff's allegations lack merit and intends to contest them vigorously; however, there can be no assurance that A.C. Moore will be successful in its defense.

**ITEM 9. EXHIBITS.**

*Item 9 (Exhibits) of the Schedule 14D-9 is hereby amended and supplemented by inserting the following exhibit thereto:*

<b>Exhibit No.</b>	<b>Description</b>
(a)(16)	Amended Class Action Complaint dated October 21, 2011 (Provoncha v. A.C. Moore Arts & Crafts, Inc., et al.) (incorporated herein by reference to Exhibit (a)(5)(D) to the Schedule TO).

**SIGNATURE**

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

By: /s/ Joseph A. Jeffries  
Name: Joseph A. Jeffries  
Title: Chief Executive Officer

Date: October 25, 2011

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