

RITE AID CORP
Form 4
June 24, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**GREEN EQUITY INVESTORS III
LP**

(Last) (First) (Middle)

**11111 SANTA MONICA
BOULEVARD, SUITE 2000**

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RITE AID CORP [RAD]

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2013

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
☒ 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) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 06/20/2013 | (1) | A | | 31,250 (2) | A \$ 0 (3) | 31,250 I |
| | | | | | | | See footnote (4) (5) |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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) | | |
|--|---|---|---|---|---|--|---|-----------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 7% Series G Cumulative Convertible Pay-In-Kind Preferred | \$ 5.5 | | | | | <u>(6)</u> | <u>(1)</u> | Common Stock | 145 |
| 6% Series H Cumulative Convertible Pay-In-Kind Preferred | \$ 5.5 | | | | | <u>(6)</u> | <u>(1)</u> | Common Stock | 33,605,254 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN EQUITY INVESTORS III LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | X | X | | |
| GEI CAPITAL III LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | X | X | | |
| LEONARD GREEN PARTNERS LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | X | X | | |
| LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | X | X | | |
| GRAND AVENUE ASSOCIATES LP 11111 SANTA MONICA BOULEVARD SUITE 2000 | X | X | | |

LOS ANGELES, CA 90025

GRAND AVENUE CAPITAL CORP
11111 SANTA MONICA BOULEVARD
SUITE 2000
LOS ANGELES, CA 90025

X X

GREEN EQUITY INVESTORS SIDE III LP
11111 SANTA MONICA BOULEVARD
SUITE 2000
LOS ANGELES, CA 90025

X X

Signatures

/s/ Cody Franklin, as Chief Financial Officer of Green Equity Investors III,
L.P.

06/24/2013

__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) Not applicable.

(2) Acquired pursuant to a grant of Restricted Stock Units ("RSUs") to John M. Baumer which vest over three years: 80% vest on June 20, 2014, 10% vest on June 20, 2015, and 10% vest on June 20, 2016.

(3) Granted as compensation for services.

GEI Capital III, LLC ("GEIC") is the general partner of Green Equity Investors III, L.P. ("GEI III") and Green Equity Investors Side III, L.P. ("GEI Side III"). Grand Avenue Associates, L.P. ("Grand Avenue") is a limited partner of GEI III. Grand Avenue Capital

(4) Corporation ("GACC") is the general partner of Grand Avenue. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI III and GEI Side III and an affiliate of GEIC, Grand Avenue and GACC. LGP Management, Inc. ("LGPM") is the general partner of LGP. Mr. Baumer is a director of the Issuer and a managing partner of LGP.

Mr. Baumer is the direct owner of the shares reported on this row. GEIC, GEI III, GEI Side III, Grand Avenue, GACC, LGP, and LGPM directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be an indirect beneficial owner of the shares owned by Mr. Baumer.

(5) Each of GEIC, GEI III, GEI Side III, Grand Avenue, GACC, LGP, and LGPM disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

(6) Immediately.

The Series G Preferred Stock had a Liquidation Preference value of \$100.00 per share when acquired, and an initial conversion ratio of 18.18:1, which represented a Common Stock share price of \$5.50. The conversion ratio is subject to adjustment for accrued but unpaid dividends at the time of conversion.

(8) The Series H Preferred Stock had a Liquidation Preference value of \$100.00 per share when acquired, and an initial conversion ratio of 18.18:1, which represented a Common Stock share price of \$5.50. The conversion ratio is subject to adjustment for accrued but unpaid dividends at the time of conversion.

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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