

RITE AID CORP
Form 4
September 30, 2013

FORM 4

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

OMB APPROVAL

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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

(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)
09/26/2013

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) ___X___ Other (specify below)
Affiliate of director

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/26/2013 | (1) | P | (A) or (D) Price 40,000,000 (2) (3) | A (4) 40,000,000 | D | |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 7% Series G Cumulative Convertible Pay-In-Kind Preferred | (4) | 09/26/2013 | (1) | S | 7.75 | (5) (1) | Common Stock |
| 6% Series H Cumulative Convertible Pay-In-Kind Preferred | (4) | 09/26/2013 | (1) | S | 1,876,013.37 | (5) (1) | Common Stock |

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 | | | | Affiliate of director |
| GEI CAPITAL III LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | | | | Affiliate of director |
| LEONARD GREEN PARTNERS LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | | | | Affiliate of director |
| LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | | | | Affiliate of director |
| GRAND AVENUE ASSOCIATES LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | | | | Affiliate of director |
| GRAND AVENUE CAPITAL CORP 11111 SANTA MONICA BOULEVARD | | | | Affiliate of director |

SUITE 2000
LOS ANGELES, CA 90025

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

Affiliate of
director

Signatures

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

09/30/2013

__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) GEI Capital III LLC ("GEIC") is the general partner of Green Equity Investors III LP ("GEI III") and Green Equity Investors Side III LP ("GEI Side III"). Grand Avenue Associates LP ("Grand Avenue") is a limited partner of GEI III. Grand Avenue Capital Corp ("GACC") is the general partner of Grand Avenue. Leonard Green Partners LP ("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 partner of LGP. As disclosed by the Issuer on a Form 8-K filed on September 27, 2013, and by the Reporting Persons' Amendment No. 7 to Schedule 13D, to be filed on October 1, 2013 (the "Schedule 13D"), Mr. Baumer is resigning as a director of the Issuer effective as of the settlement of the exchange offer. Following Mr. Baumer's resignation, the Reporting Persons will no longer be subject to Section 16.

(3) GEI III and GEI Side III are the direct owners of the shares reported on this row. GEIC, 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 GEI III and GEI Side III. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein (other than, with respect to GEI III and GEI Side III, the shares each owns directly), except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any of the foregoing are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

(4) GEI III and GEI Side III disposed of 7.75 shares of 7% Series G Cumulative Convertible Pay-In-Kind Preferred stock and 1,876,013.37 shares of 6% Series H Cumulative Convertible Pay-In-Kind Preferred stock in exchange for 40,000,000 shares of common stock in an issuer exchange offer as disclosed and described in the Schedule 13D.

(5) Immediately.

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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