

RITE AID CORP
Form 144/A
June 26, 2013

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 144/A

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

SEC USE ONLY
DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker*

| | | | |
|---|---------------------|---|----------------------------|
| 1 (a) NAME OF ISSUER (Please type or print) | | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. |
| RITE AID CORP | | 23-1614034 | 1-5742 |
| 1 (d) ADDRESS OF ISSUER | STREET | CITY | STATE ZIP CODE |
| 30 Hunter Lane, Camp Hill, Pennsylvania 17011 | | | (e) TELEPHONE NO. |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT | (b) RELATIONSHIP TO | (d) ADDRESS | STREET CITY STATE ZIP CODE |
| THE SECURITIES ARE TO BE SOLD | ISSUER | | AREA CODE NUMBER |
| | | | (717) 761-2633 |
| The Jean Coutu Group (PJC) Inc. | Shareholder | 530 rue Beriault, Longueuil QC, Canada, J4G 1S8 | |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3 (a) | (b) | SEC USE ONLY | (c) | (d) | (e) | (f) | (g) |
|---------------------|---|--------------|--|------------------------|---|-------------------|----------------------------------|
| Title of the | Name and Address of Each Broker-Dealer Through Whom | File Number | Number of Shares or Other Units To Be Sold | Aggregate Market Value | Number of Shares or Other Units Outstanding | Date of Sale | Name of Each Securities Exchange |
| Class of Securities | the Securities are to be Offered or Each Market | | | | | (See instr. 3(f)) | |

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| To Be Sold | Maker who is Acquiring the Securities | | <i>(See instr. 3(c))</i> | <i>(See instr. 3(d))</i> | <i>(See instr. 3(e))</i> | (MO. DAY YR.) | <i>(See instr. 3(g))</i> |
|--|---|--|--------------------------|--------------------------|--------------------------|---------------|--------------------------|
| Common Stock, par value \$1.00 per share | RBC Capital Markets Inc 1, Place Ville-Marie, Suite 300 Montréal, QC, H3B 4R8 | | | 113,000,000 | (\$11,880,000) | (204,564,621) | June 26, 2013 |

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's I.R.S. identification number, if such person is an entity
(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to 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.

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold

and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i> | Date of Payment | Nature of Payment |
|--|----------------------|--|--------------------|---|
| Common Stock par value \$1.00 per share | June 4, 2007 | On June 4, 2007, the Issuer completed its acquisition (the Acquisition) of the Brooks and Eckerd drugstore chains from The Jean Coutu Group (PJC) Inc., a Quebec corporation (PJC). Pursuant to the terms of the Acquisition, the Issuer paid approximately \$2.36 billion in cash, and issued 250,000,000 shares of Issuer s Common Stock, to PJC. | June 4, 2007 | The shares of Common Stock were initially acquired as consideration in the Acquisition. |

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|---------------------------------|--|----------------|------------------------------|----------------|
| The Jean Coutu Group (PJC) Inc. | Common Stock, par value \$1.00 per share | April 16, 2013 | 72,500,000 | \$159,500,000 |

REMARKS:

- (1) This Form 144/A amends the Form 144 filed by The Jean Coutu Group (PJC) Inc. (PJC) on April 15, 2013, in which the number of shares of the Issuer s common stock reported to be sold by PJC was 72,500,000 shares. On April 16, 2013, PJC sold 72,500,000 shares of the

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Issuer's common stock in brokers' transactions. Based on the average weekly reported volume of trading of shares of the Issuer's common stock on The New York Stock Exchange during the four calendar weeks preceding the date of this Form 144/A, an additional 40,500,000 shares of the Issuer's common stock may be sold pursuant to Rule 144.

(2) Based on the closing price of the Issuer's common stock on The New York Stock Exchange on June 24, 2013.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

June 26, 2013

/s/ Brigitte Dufour, Vice President, Legal Affairs

DATE OF NOTICE

SIGNATURE

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)