GREAT ATLANTIC & PACIFIC TEA CO INC
Form 424B5
December 10, 2007

The information in this prospectus supplement is not complete and may be changed. This prospectus supplement is not an offer to sell these securities, nor a solicitation to buy these securities, in any jurisdiction where the offering or solicitation is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 10, 2007

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-147935

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee(1)
Convertible Senior Notes due 2011	$165,000,000(2)	100%	$165,000,000(2)	$5,066
Convertible Senior Notes due 2012	$255,000,000(3)	100%	$255,000,000(3)	$7,829
Common Stock, $1.00 par value per share	(4)			(4)
Total				12,895

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933.

(2) Includes $15,000,000 in aggregate principal amount of Convertible Senior Notes due 2011 that may be offered and sold if the

underwriters exercise in full their option to purchase additional such notes to cover any over-allotments.

(3) Includes $25,000,000 in aggregate principal amount of Convertible Senior Notes due 2012 that may be offered and sold if the underwriters exercise in full their option to purchase additional such notes to cover any over-allotments.

(4) There is also registered hereby an indeterminate number of shares of common stock into which the Convertible Senior Notes due 2011 and Convertible Senior Notes due 2012 may be converted. Pursuant to Rule 457(i), no separate registration fee is payable.

Preliminary Prospectus Supplement
(To Prospectus dated December 7, 2007)

$380,000,000

The Great Atlantic & Pacific Tea Company, Inc.
$150,000,000 % Convertible Senior Notes due 2011
$230,000,000 % Convertible Senior Notes due 2012

The Great Atlantic & Pacific Tea Company, Inc. is offering $150 million aggregate principal amount of % Convertible Senior Notes due 2011, or the 2011 notes, and $230 million aggregate principal amount of % Convertible Senior Notes due 2012, or the 2012 notes, which we refer to collectively with the 2011 notes as the notes. The notes will be our general unsecured obligations and will rank equally in right of payment with all of our other existing and future obligations that are unsecured and unsubordinated. The notes will be effectively subordinated to all of our existing and future secured debt to the extent of the assets securing such indebtedness and, because the notes are not guaranteed, structurally subordinated to the indebtedness and other liabilities of our subsidiaries, including subsidiary guarantees of our ABL facility.

The 2011 notes will bear interest at a rate of % per annum and the 2012 notes will bear interest at a rate of % per annum. We will pay interest on the notes on June 15 and December 15 of each year, beginning on June 15, 2008. The 2011 notes will mature on June 15, 2011 unless earlier converted or repurchased. The 2012 notes will mature on December 15, 2012 unless earlier converted, redeemed or repurchased.

We may not redeem the 2011 notes at any time. We may not redeem the 2012 notes prior to December 15, 2010. We may redeem some or all of the 2012 notes for cash on or after December 15, 2010 at redemption prices specified in this prospectus supplement. If we undergo a fundamental change, you may, subject to certain conditions, require us to repurchase the notes for cash equal to 100% of the principal amount of the notes, plus accrued and unpaid interest.

Holders may convert their (i) 2011 notes based on a conversion rate of shares of our common stock per $1,000 principal amount of 2011 notes (equal to an initial conversion price of approximately $ per share) and (ii) 2012 notes based on a conversion rate of shares of our common stock per $1,000 principal amount of 2012 notes (equal to an initial conversion price of approximately $ per share), which we will settle as described in the next paragraph, subject to adjustment as described in this prospectus supplement, in the following circumstances:

- during any fiscal quarter commencing after the fiscal quarter ending June 14, 2008 (and only during any such fiscal quarter), if the closing price of our common stock on at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is more than 130% of the conversion price on such last trading day;

if we have called the 2012 notes for redemption, at any time prior to the close of business one business day prior to the redemption date for such notes;

upon the occurrence of specified corporate transactions described under Description of Notes Conversion Rights Conversion upon Specified Corporate Transactions ;

during the five trading day period following any five consecutive trading day period in which the trading price of the notes for each day of such period was less than 98% of the closing price of our common stock multiplied by the then- applicable conversion rate on each day in the five consecutive trading day period; or

at any time on or after March 15, 2011 for the 2011 notes or

September 15, 2012 for the 2012 notes until the close of business on the business day preceding the respective stated maturities.

Upon conversion, we will have the right to deliver shares of our common stock, cash or a combination of cash and shares of our common stock. If certain fundamental change transactions occur, we will increase the conversion rate for any notes converted in connection with those fundamental changes by a number of additional shares of common stock.

In connection with this offering, we intend to enter into privately negotiated convertible note hedge and warrant transactions, which are designed to reduce our exposure to potential dilution to our common stock upon any conversion of the notes. See Convertible Note Hedge and Warrant Transactions.

Concurrently with this offering of notes, we are offering, by means of a separate prospectus supplement and its accompanying prospectus, from time to time up to 9,000,000 shares of our common stock, which are being borrowed by affiliates of Banc of America Securities LLC and Lehman Brothers Inc., who are underwriters in this offering. We will not receive any proceeds from the borrowing of common stock by such affiliates, but we will receive from those affiliates a nominal lending fee for the use of those shares. See Description of Share Lending Agreements. These affiliates have informed us that they intend to use the short position created by the share loan to facilitate transactions by which investors in the notes offered hereby may hedge their investments in such notes and, if the hedge counterparties are affiliates of the underwriters, borrowed shares may be used in connection with hedging of the convertible note hedge and warrant transactions.

To the extent the underwriters sell more than $150 million aggregate principal amount of 2011 notes, the underwriters will have the option to purchase up to an additional $15 million in principal amount of 2011 notes from us solely to cover over-allotments. To the extent the underwriters sell more than $230 million aggregate principal amount of 2012 notes, the underwriters will have the option to purchase up to an additional $25 million in principal amount of 2012 notes from us solely to cover over-allotments. The underwriters may exercise these options at any time prior to the 13th day from the date of the closing of this offering.

The net proceeds of this offering, together with cash on hand and an incremental borrowing under our ABL facility, will be used to repay our loan outstanding under our Bridge facility and, accordingly, affiliates of the underwriters will receive substantially all of the proceeds of this offering.

Our common stock is traded on the New York Stock Exchange under the symbol GAP. The closing price of our common stock on December 7, 2007 was $29.94 per share. We do not intend to apply for listing of the notes on any securities exchange or for inclusion of the notes in any automated quotation system.

Investing in the notes involves risks. See Risk Factors beginning on page S-21 of this prospectus supplement.

	Per 2011 Note	Total	Per 2012 Note	Total

Public offering price (1)	%	$	%	$
Underwriting discount	%	$	%	$
Offering proceeds to A&P before expenses	%	$	%	$

(1) Plus accrued interest, if any, from December , 2007 if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to investors on or about December , 2007 only in book-entry form through the facilities of The Depository Trust Company.

Joint Book-Running Managers

Banc of America Securities LLC **Lehman Brothers**

Co-Manager

Friedman Billings Ramsey

, 2007

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Prospectus Supplement

Prospectus

You should rely only on the information contained in this prospectus supplement and the related prospectus or in the documents incorporated by reference herein, or in any other offering material provided by us or the underwriters. We have not authorized anyone to provide you with information that is different. This prospectus supplement and the accompanying prospectus may only be used where it is legal to sell these securities. The information in this prospectus supplement may be accurate only as of its date.

In making an investment decision regarding the securities offered by this prospectus supplement, you must rely on your own examination of our company and the terms of the offering, including, without limitation, the merits and risks involved. The offering is being made on the basis of this prospectus supplement and the accompanying prospectus and any other offering material provided by us or the underwriters. Any decision to purchase notes in the offering must be based on the information contained in this prospectus supplement and the accompanying prospectus or the documents incorporated by reference herein or therein, or in any other offering material provided by us or the underwriters. No person is authorized in connection with any offering made by this prospectus supplement and the accompanying prospectus to give any information or to make any representation not contained in this prospectus supplement and the accompanying prospectus or incorporated by reference herein or therein, or in any other offering material provided by us or the underwriters and, if given or made, any other information or representation must not be relied upon as having been authorized by us or the underwriters. The information contained in this prospectus supplement is as of the date hereof and subject to change, completion or amendment without notice. Neither the delivery of this prospectus supplement at any time nor any subsequent commitment to enter into any financing shall, under any circumstances, create any implication that there has been no change in the information set forth in this prospectus supplement or in our affairs since the date of this prospectus supplement.

The information contained in this prospectus supplement has been furnished by us and other sources that we believe to be reliable. This prospectus supplement contains summaries, believed to be accurate, of some of the terms of specific documents, but reference is made to the actual documents, copies of which will be made available upon request, for the complete information contained in those documents. All summaries are qualified in their entirety by this reference.

Numerical figures included in this prospectus supplement have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in various tables may not be arithmetic aggregations of the figures that precede them.

We reserve the right to withdraw the offering of the notes at any time, and the underwriters and we reserve the right to reject any commitment to subscribe for the notes, in whole or in part, and to allot to you less than the full amount of notes subscribed for by you. We are making this offering subject to the terms described in this prospectus supplement and the senior indenture and supplemental indentures thereto relating to the notes.

This prospectus supplement does not constitute an offer to sell notes, nor a solicitation of an offer to buy notes, in any jurisdiction where the offering is not permitted.

ABOUT THIS PROSPECTUS

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the additional information described below under the heading Where You Can Find More Information.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

PRESENTATION OF FINANCIAL INFORMATION

We refer to the terms EBITDA and Adjusted EBITDA in various places in this prospectus supplement. Please see Summary Summary Unaudited Pro Forma Consolidated Financial Data, Summary Summary Financial Data for A&P and Summary Summary Financial Data for Pathmark for a more thorough discussion of our use of EBITDA and Adjusted EBITDA in this prospectus supplement and a reconciliation of EBITDA and Adjusted EBITDA to the most directly comparable GAAP financial measures.

EBITDA and Adjusted EBITDA are not financial measures under GAAP. However, we present EBITDA and Adjusted EBITDA because we consider them to be important supplemental measures of performance and believe that they are frequently used by securities analysts, investors and other interested parties to evaluate the performance of companies in our industry. In addition, our management uses EBITDA internally to compare the profitability of our stores.

EBITDA and Adjusted EBITDA are not calculated in the same manner by all companies and accordingly are not necessarily comparable to similarly titled measures of other companies and may not be an appropriate measure for performance relative to other companies. EBITDA and Adjusted EBITDA should not be assessed in isolation from or construed as substitutes for net income (loss) which is prepared in accordance with GAAP. EBITDA and Adjusted EBITDA are not intended to represent, and should not be considered to be more meaningful measures than, or alternatives to, measures of financial performance as determined in accordance with GAAP. You are cautioned not to place undue reliance on EBITDA or Adjusted EBITDA or ratios calculated using these measures.

A&P s 2004 fiscal year means the 52 week period from February 29, 2004 through February 26, 2005. A&P s 2005 fiscal year means the 52 week period from February 27, 2005 through February 25, 2006. A&P s 2006 fiscal year means the 52 week period from February 26, 2006 through February 24, 2007. Pathmark s 2004 fiscal year means the 52 week period from February 1, 2004 through January 29, 2005. Pathmark s 2005 fiscal year means the 52 week period from January 30, 2005 through January 28, 2006. Pathmark s 2006 fiscal year means the 53 week period from January 29, 2006 through February 3, 2007.

PRESENTATION OF STORE INFORMATION

In connection with our merger with Pathmark, completed on December 3, 2007, A&P and Pathmark were required to commit to divest six stores to satisfy antitrust requirements. The historical and pro forma financial information herein does not give effect to these store divestitures. In addition, A&P has recently exited the Midwest and the Greater New Orleans market. Descriptions of A&P s business in this prospectus supplement and certain statistics related thereto (other than with respect to historical and pro forma financial information for the six divested stores or as otherwise specified) do not include (i) A&P s Sav-A-Center stores in Louisiana and Mississippi, which have been sold and/or have ceased operations, or (ii) A&P s Farmer Jack stores in Michigan, which have been sold and/or have ceased operations, or (iii) the six stores required to be divested by A&P and Pathmark in connection with the merger to satisfy antitrust requirements. Summary and selected financial information, except to the extent footnoted, include A&P s Canadian operations, which were sold on August 13, 2005.

FORWARD-LOOKING STATEMENTS

This prospectus supplement contains or incorporates by reference statements that are forward-looking statements within the meaning of the federal securities laws, including statements about our expectations, beliefs, intentions and strategies for the future, including without limitation, statements about potential cost savings and synergies resulting from our acquisition of Pathmark. We have identified some of these forward-looking statements with words such as anticipates, believes, expects, estimates, may, will, should and intends and the negative of these words comparable terminology.

These statements involve known and unknown risks and uncertainties, including risks resulting from economic and market conditions, the regulatory environment in which we operate, competitive activities and other business conditions. Our company s actual results may differ materially from results anticipated in these forward-looking statements. Important factors that could cause actual results to differ materially from the forward-looking statements include but are not limited to:

The integration of Pathmark into A&P s

business;

Competitive practices and pricing in the food industry generally and particularly in our principal markets;

The timing, cost and execution of new store openings, relocations, remodels, sales and closures;

Our relationships with our employees;

The unanticipated loss of key personnel;

The terms of future collective bargaining agreements, labor strikes or union organizational efforts;

The costs and other effects of lawsuits and administrative proceedings;

The nature and extent of continued consolidation in the food industry;

Changes in the financial markets which may affect our cost of capital or the ability to access capital;

Supply or quality control problems with our vendors;

Governmental and regulatory actions;

The ability to manage growth;

The ability to execute programs to achieve profit goals and improve productivity;

Natural disasters, terrorist attacks or war;

Fluctuations in fuel costs;

Difficulties developing, maintaining, upgrading and securing new or existing information technology systems;

Changes in economic conditions, which may affect the buying patterns of our customers; and

Other factors referenced in this prospectus supplement and the documents incorporated by reference herein.

We base our forward-looking statements on information currently available to us, and we undertake no obligation to update these statements, whether as a result of changes in underlying factors, new information, future events or other developments. We do not, nor does any other person, assume responsibility for the accuracy and completeness of those statements. All of the forward-looking statements are qualified in their entirety by reference to the factors discussed under the caption Risk Factors.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC, under the Securities Exchange Act of 1934, as amended, or the Exchange Act. You may read and copy any document we file at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC- 0330 for further information on the operation of the public reference room. Our SEC filings also are available on the SEC s website at *http://www.sec.gov*. In addition, our SEC filings are available to you through the New York Stock Exchange, or NYSE, the exchange on which our common stock is listed, at 20 Broad Street, New York, New York 10005.

We have filed with the SEC a registration statement on Form S-3 to register the notes offered hereby and the shares of common stock issuable upon the conversion of the notes. This prospectus supplement and the accompanying prospectus are a part of that registration statement. As allowed by SEC rules, this prospectus supplement and the accompanying prospectus do not contain all of the information that is in the registration statement and the exhibits to the registration statement. For further information about A&P, investors should refer to the registration statement and its exhibits. The registration statement is available at the SEC s public reference room or website as described above.

We incorporate by reference information into this prospectus supplement and the accompanying prospectus, which means that we are disclosing important information to you by referring you to other documents filed separately with the SEC. These documents contain important information about A&P and are an important part of this prospectus supplement and the accompanying prospectus. We incorporate by reference in this prospectus supplement the documents listed below:

our annual report on Form 10-K for the fiscal year ended February 24, 2007 (including portions of our Annual Report to Stockholders for the year ended February 24, 2007 incorporated by reference therein) and our current report on Form 8-K filed on October 24, 2007 which retrospectively revises our Form 10-K to reflect the reclassification of A&P s stores in the Greater New Orleans area and the Midwest as discontinued operations and the revision of our reportable segments;

our quarterly reports on Form 10-Q for the fiscal quarters ended June 16, 2007 and September 8, 2007;

those portions of our definitive proxy

statement on Schedule 14A dated May 25, 2007 incorporated by reference in our annual report on Form 10-K for the year ended February 24, 2007;

our current reports on Form 8-K filed on February 28, 2007, March 5, 2007, March 6, 2007, March 14, 2007, April 20, 2007, April 26, 2007, May 7, 2007, May 21, 2007, May 31, 2007, June 21, 2007, June 25, 2007, July 16, 2007, July 23, 2007, August 8, 2007, August 24, 2007, September 19, 2007, September 20, 2007, October 22, 2007, October 24, 2007, November 6, 2007, November 7, 2007, November 8, 2007, November 19, 2007, November 26, 2007, November 30, 2007, December 4, 2007, December 6, 2007 and December 7, 2007;

the description of A&P s common stock set forth in our registration statements filed pursuant to Section 12 of the Exchange Act, and any amendment or report filed for the purpose of updating that description; and

all documents filed by us under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act between the date of this prospectus supplement and the termination of the offering made under this prospectus supplement and the accompanying prospectus.

Nothing in this prospectus supplement shall be deemed to incorporate information furnished, but not filed, with the SEC.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference into this prospectus supplement conflicts with, negates, modifies or supersedes that statement. Any statement that is so modified or superseded will not constitute a part of this prospectus supplement, except as modified or superseded.

In addition, we are incorporating by reference in this prospectus the consolidated financial statements of Pathmark Stores, Inc. as of February 3, 2007 and January 28, 2006 and for the 53 week period ended February 3, 2007 and each of the 52 week periods ended January 28, 2006 and January 29, 2005, and the reports with respect thereto, included on pages 27 to 67 of Pathmark s annual report on Form 10-K for the fiscal year ended February 3, 2007 and the consolidated financial statements of Pathmark Stores, Inc. as of August 4, 2007 and for the 13 and 26 week periods ended August 4, 2007 and July 29, 2006 included on pages 2 and 16 of Pathmark s quarterly report on Form 10-Q for the fiscal quarter ended August 4, 2007.

You may obtain any of the documents incorporated by reference in this prospectus supplement from the SEC through the SEC s public reference room or website as described above. You also may request a copy of any document incorporated by reference in this prospectus supplement (excluding any exhibits to those documents, unless the exhibit is specifically incorporated by reference in this document), at no cost, by calling us at (201) 571-8748 or writing us at the following address: The Great Atlantic & Pacific Tea Company, Inc., 2 Paragon Drive, Montvale, NJ 07645, Attention: Investor Relations.

MARKET DATA

References herein to the New York metropolitan area refer to (i) the following counties in New York Bronx, Kings, Nassau, New York, Putnam, Queens, Richmond, Rockland, Suffolk and Westchester, (ii) the following counties in New Jersey Bergen, Essex, Hudson, Hunterdon, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex and Union and (iii) Pike County in Pennsylvania.

In this prospectus supplement we refer to information and statistics regarding our industry, the size of certain markets and our position within the sectors in which we compete. Some of the market and industry data contained in this prospectus supplement are based on independent industry publications, including Metro Market Studies, 2007 Grocery Distribution and Analysis Guide (Metro Market Studies) or other publicly available information, while other information is based on our good faith estimates, which are derived from our review of internal surveys, as well as independent sources listed in this prospectus supplement, and our management s knowledge and experience in the markets in which we operate. Our estimates have also been based on information obtained from our customers, suppliers and other contacts in the markets in which we operate. Although we believe that these independent sources and our internal data are reliable as of their respective dates, the information contained in them has not been independently verified, and we cannot assure you as to the accuracy or completeness of this information. As a result, you should be aware that the market and industry data and the market share estimates set forth in this prospectus supplement, and beliefs and estimates based thereon, may not be reliable.

SUMMARY

You should read the following summary together with the more detailed information appearing elsewhere in this prospectus supplement and the accompanying prospectus, as well as the financial statements and related notes thereto and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. In this prospectus supplement, references to A&P refer to the Great Atlantic & Pacific Tea Company, Inc. and its subsidiaries on a consolidated basis before giving effect to the merger. References to Pathmark refer to Pathmark Stores, Inc. and its subsidiaries on a consolidated basis before giving effect to the merger. The use of the terms the Company, the combined company, we, us, and our, refer to A&P and Pathmark after giving effect to the merger. A&P s acquisition of Pathmark is referred to as the merger or the acquisition.

Overview

Founded in New York City in 1859, A&P is one of the largest food retailers in the Northeastern United States and, as a result of our recent merger with Pathmark, according to Metro Market Studies, we have the #1 position in the New York metropolitan area, based on revenues and number of stores. A&P operates supermarkets, combination food and drug stores and liquor/wine stores in eight U.S. states and the District of Columbia. A&P s business consists strictly of retail operations, which totaled 292 grocery and 24 liquor stores as of the date of the acquisition. For the 52 weeks ended September 8, 2007, A&P grocery stores generated on average sales per store and sales per selling square foot of $17 million and $619, respectively, and, as of September 8, 2007, averaged approximately 38,400 square feet in size.

Total revenue and Adjusted EBITDA for A&P were $5.4 billion and $115 million, respectively, for the last twelve-month period ended September 8, 2007. Pro forma revenues and pro forma Adjusted EBITDA for the combined company would have been $9.5 billion and $265 million, respectively, for the last twelve-month period ended September 8, 2007. See Summary Unaudited Pro Forma Consolidated Financial Data for a definition of Adjusted EBITDA. In addition, we expect to take steps to realize approximately $150 million of anticipated synergies on an annualized basis within two years of the merger. See Risk Factors Risks Relating to the Recent Merger with Pathmark The failure to successfully integrate Pathmark s business and operations and realize synergies in the expected time frame may adversely affect our future results.

A&P sells groceries, meats, fresh produce and other items commonly offered in supermarkets. In addition, many of A&P s stores emphasize departments such as baked goods, delicatessen, floral, fresh fish and cheese, and offer such additional services as in-store pharmacies and banking. A&P sells national, regional and local brands, as well as private label merchandise under the brand names America s Choice, Master Choice, Health Pride and Savings Plus.

A&P s well-established banners are located throughout the Northeastern United States. A&P operates supermarkets under the A&P banner in New York and Northern and Central New Jersey. Waldbaum s stores are located on Long Island and in New York City. The Food Emporium stores are located in Fairfield County, Connecticut, Westchester County, New York, and Manhattan. Food Basics discount stores are located in New York, New Jersey and Pennsylvania. Additionally, A&P Super Foodmart stores operate in Connecticut, and Super Fresh supermarkets operate in Southern New Jersey, Pennsylvania, Delaware and Maryland.

Acquisition of Pathmark

A&P completed the acquisition of Pathmark on December 3, 2007. Pathmark is a leading supermarket operator in the densely populated New York and Philadelphia metropolitan areas operating under a single banner with 139 stores as of the date of the acquisition. Pathmark pioneered the large combination supermarket/drugstore format in the Northeast, opening its first such store in 1977, and is a leading dispenser of prescription drugs in its markets with its 127 full-service, in-store pharmacies. Over its 40 year history, Pathmark developed strong brand name recognition, customer loyalty and sales productivity. In addition to traditional grocery and pharmacy products, Pathmark s stores offer an extensive range of general merchandise, and 67 Pathmark stores include in-store banking services. For Pathmark s fiscal year ended February 3, 2007, Pathmark s locations comprised approximately 7 million square feet of total space, averaging approximately 52,800 square feet per store. Pathmark s average sales per selling square foot of approximately $725 in its 2006 fiscal year was among the highest in the supermarket industry. Pathmark stores are located in New Jersey, New York, Pennsylvania and Delaware.

Summary of Acquisition Benefits

We believe that A&P s acquisition of Pathmark provides several strategic benefits, including the following:

Ability to profitably serve customers in the New York metropolitan area through the formation of a 455-store chain with significant scale with the #1 market position in the New York metropolitan area.

We expect to take steps to achieve approximately $150 million of synergies on an annualized basis within two years of the closing of the merger through cost reductions in overhead, cost of goods sold, greater operating efficiencies and increased utilization of support facilities (see Risk Factors Risks Relating to the

Recent Merger with Pathmark The failure to successfully integrate Pathmark s business and operations and realize synergies in the expected time frame may adversely affect our future results).

The opportunity to benefit from best practices in merchandising and store operations, by adding Pathmark s traditional center-store/grocery merchandising strength to A&P s emerging Fresh food marketing capability and strategy.

Competitive Strengths

We believe that we have a number of competitive strengths that will enable us to further enhance our position in our markets:

Leading market positions and regional scale. With the acquisition of Pathmark, our retail network will grow to 455 stores with strategic locations across eight states and the District of Columbia. This will further enhance our market position in the New York metropolitan area. According to Metro Market

Studies, we have a #1 market position in the New York metropolitan area. We believe this significant scale and market presence will improve our cost structure and enhance our ability to compete in what we believe to be a relatively fragmented Northeastern United States market.

Operations concentrated in key Northeast markets. A&P has recently transformed its business to create a Northeast-focused retail entity in key markets. Through our recent divestitures of Southern and Midwest operations and the acquisition of Pathmark, we anticipate that we will be able to improve our operating results. Within these markets, we hold strong positions and favorable coverage and locations, and offer a diversified portfolio of retail brands. We believe we have enhanced our competitiveness, and we believe our operations are insulated to some degree from the incursion of mass retailers due to high real estate values and scarcity of new store locations in that region. We also believe that the high population density in our markets coupled with the geographic concentration of our stores will continue to provide substantial opportunities for economies of scale. We believe the population density of these markets, which are also primarily unionized, may pose some obstacles for competitors seeking certain premium real estate locations. As a result, we believe our existing store portfolio of well-situated urban and suburban locations would be difficult to replicate.

Diverse and well-recognized portfolio of brands. A&P has been an iconic symbol of quality food retailing in the Northeastern United States since 1859. Over the years, through acquisitions and internal innovation, we have established and strengthened additional retail brands, such as Waldbaum s and The Food Emporium in the New York area, and Super Fresh in the greater Philadelphia/Baltimore/Washington D.C. area, as well-regarded sources of quality food and associated products. The Pathmark banner adds another well-recognized brand, with a unique appeal and distinct yet sizeable shopper base, to complement our existing banners and broaden our marketing reach.

Format-driven retail development. In 2005, A&P s new management initiated a retail development strategy, focusing on three distinct concepts: the mainstream Fresh format and the more niche- oriented Discount and Gourmet formats for selected markets and locations. This departure from a one-size-fits-all conventional supermarket operation is designed to individually target and reach specific customer segments and appeal to the broadest population segments in each of our key Northeast markets. Since then, A&P s capital plan has focused primarily on converting certain A&P conventional banner stores to the new Fresh format. We also revised the merchandising and operations of the Discount and

Gourmet stores, which we continue to develop in selected locations. Since the beginning of 2005, A&P has opened or remodeled a total of 89 stores, resulting in 77 Fresh stores, nine Food Basics discount stores and three new-generation Food Emporium Gourmet stores. For A&P s second fiscal quarter of 2007, comparable store sales for Fresh and Discount stores that had been remodeled in the past year increased approximately 19%, and returns on capital projects continue to exceed the associated cost of capital. The Pathmark acquisition adds a high volume, grocery-driven, competitive pricing format to the A&P roster, creating a combined retail portfolio that we believe will address all meaningful customer segments.

Demonstrated ability to improve store operations, enhance merchandising efforts and realize cost savings. Under the present management, we believe that A&P has strengthened its store operations, improved field and store management and increased labor productivity within its operations. It has also initiated new and aggressive merchandising and marketing programs, and improved price competitiveness through a combination of regular pricing and promotional offerings, the introduction of a price freeze program and by holding weekly auctions with product suppliers designed to lower the cost of goods. Cost reduction and control has been and remains a high priority throughout the organization. A&P reduced administrative expenses by approximately $90 million from its 2005 fiscal year through its 2006 fiscal year and achieved annualized savings of approximately $40 million through the outsourcing of its distribution operations to C&S Wholesale Grocers, Inc. (C&S) in A&P s 2006 fiscal year.

Experienced, innovative management team. We have a strong and experienced senior management that is also among the most diverse and innovative teams in the retail food industry. President and Chief Executive Officer Eric Claus has led A&P since 2005, after guiding A&P s former Canadian subsidiary through difficult economic and competitive times in Ontario. He set that operation on a new and profitable path by generating revenue and profit growth through various marketing initiatives and the disciplined execution of its Food Basics discount grocery operations, which is the predecessor of the current U.S. Food Basics operation. Upon the successful sale of the Canadian business, Mr. Claus assumed leadership of the U.S. operations and assembled a small group of talented and innovative senior executives. From within the A&P U.S. organization, he promoted Brenda Galgano, Senior Vice President and Chief Financial Officer and Allan Richards, Senior Vice President, Human Resources, Labor Relations and Legal Services. From A&P Canada, he appointed Paul Wiseman, Senior Vice President, Store Operations. From outside A&P, he recruited Rebecca Philbert, Senior Vice President, Merchandising & Supply and Logistics, who previously played a major role in the development of a lifestyle store format and merchandising initiative at a former employer; and Jennifer MacLeod, Senior Vice President, Marketing and Communications, also a prior associate of Mr. Claus in Canada, engaged to upgrade A&P s marketing, advertising and communications. This Executive Management Team has worked to implement and execute A&P s new retail strategy, establish an aggressive, retail-focused culture emphasizing fresh merchandising approaches, disciplined store operations and diligent cost control throughout the organization. Additionally, A&P benefits from the active involvement of our Executive Chairman and former Chief Executive Officer, Christian Haub, and Tengelmann Warenhandelsgesellschaft KG, a partnership organized under the laws of the Federal Republic of Germany (Tengelmann), our largest shareholder and an active investor in the retail food industry.

Strategy

Our strategy is to integrate Pathmark s business into A&P s business and continue to accelerate performance improvement initiatives in our core Northeast operations. Key elements of this strategy include:

Integration of Pathmark operations. We expect that within approximately six months following the closing of the acquisition, Pathmark s Carteret, New Jersey headquarters will be closed, with remaining personnel and operations relocated and consolidated at A&P s headquarters in Montvale, New Jersey. Integration of store supply and logistics will be facilitated by the already existing relationship of A&P and Pathmark with C&S, a third party supply and logistics provider. Information technology (IT) integration will be facilitated by our existing IT infrastructure, which is highly scalable and has the capacity to accommodate Pathmark s operations. We expect to substantially complete the IT integration within six months following the consummation of the acquisition. Total integration costs are expected to be $115 million and are expected to be incurred over the first 18 months following the acquisition. These costs include $85 million of expenses related to employment retention and severance, costs associated with changing certain contracts, and other integration and reorganization related expenses. The remaining $30 million represents capital costs, primarily relating to IT systems conversion.

Significant financial and operating synergies. We project annual synergies from the acquisition of approximately $150 million after the full integration has been completed. We expect that approximately $80 million of this amount will be cost savings related to reductions in administrative expenses derived from the consolidation of Pathmark s headquarters into A&P s facilities in Montvale, New Jersey, the elimination of redundant functions between the two companies, and the integration of IT platforms. We expect approximately $40 million of this amount will be related to the reduction of cost of goods sold from larger scale purchasing and the use of best practices within merchandising. The remaining $30 million of synergies we expect will result from the following: more efficient logistics practices associated with simplifying and streamlining the supply chain with C&S (including the elimination of overlapping trucking routes), the reduction of stock keeping units and other supply chain redundancies; and reduced expenses related to marketing and advertising (including improved rates for consolidated circulars), and reductions in store operating expenses. We believe that steps will have been taken to realize half of these anticipated synergies within six months following the closing of the acquisition and expect to have taken steps to achieve all of these synergies within 18 to 24 months following the closing of the acquisition. See Risk Factors Risks Relating to the

Recent Merger with Pathmark The failure to successfully integrate Pathmark s business and operations and realize synergies in the expected time frame may adversely affect our future results.

Generating revenue and profit growth through our portfolio of store formats. We believe we have strong growth potential in our new, multi-format marketing strategy. Our strategy is to increase sales per square foot across all of our store formats and to increase the percentage of higher-margin fresh products sold across each of our store formats. We expect to continue to convert the majority of A&P s remaining conventional stores (which do not include Pathmark s stores), now approximately 70% of A&P s store portfolio, to our new and successful Fresh format. We believe this format will continue to appeal to customers, driving sales and improving profitability through its increased distribution of higher-margin fresh products. In selected locations, our more niche-oriented Discount and Gourmet formats allow us to tailor our offerings to relevant market needs and give us greater flexibility in addressing market opportunities. With the acquisition, we will also work to leverage the Pathmark brand, banner and format. We believe that Pathmark adds a powerful competitive pricing concept that will broaden our customer reach and grow our corporate sales productivity. With the addition of Pathmark and the expected conversion of the majority of A&P s remaining conventional stores, we expect the combined company s store formats to include the following (in addition to our conventional stores):

Fresh format. Operating under the A&P Super Foodmart, Waldbaum s, and Super Fresh banners, Fresh stores represent A&P s heritage of offering the best in fresh products at competitive prices. These stores are characterized by an extensive offering of fresh and organic products, high product quality standards and a large grocery assortment. Fresh stores target middle to upper-income consumers with their focus on a fresh product offering, usually featuring full-service meat, produce, seafood, delicatessen, bakery and floral sections. We expect that over time, a majority of A&P s existing store base (which does not include Pathmark s stores) will be comprised of Fresh stores.

Pathmark. Pathmark s stores complement A&P s existing store base with their big-box format, value appeal and presence in urban markets. Over the years, Pathmark has successfully tailored its merchandising to local markets, customizing its offerings at the store level to serve its diverse customer base, and augmenting its food business with extensive pharmacy and healthcare and beauty offerings. Moreover, we plan to incorporate Pathmark s center store strength into our merchandising organization. We believe this will result in continuity for the Pathmark stores, enhanced grocery capability for our Fresh, Discount and Gourmet formats, and the continued development of Pathmark s own fresh food offering. We believe the diversity of these two approaches will appeal to the broadest spectrum of consumers, and over time, also give us the ability to customize formats to best serve their needs across our Northeast markets.

Discount format. A&P s discount stores, operating under the Food Basics banner, have achieved improved operating results over the past two years. Utilizing the approach pioneered by A&P s original Food Basics operation in Canada, this store format targets the value-conscious shopper by offering a quality assortment of groceries and fresh foods at competitive prices. Our management has revamped the Food Basics operations, with a view toward improving the shopping atmosphere and tailoring merchandising to local ethnic and other neighborhood considerations. Now an increasing part of A&P s portfolio in terms of sales and contribution, we believe this format caters to a variety of income classes with its neighborhood format and price and value appeal.

Gourmet format. Converted Gourmet stores will operate under The Food Emporium Fine Foods banner, which will serve Manhattan and selected suburban areas as a neighborhood destination for gourmet and specialty foods, in addition to meeting basic food shopping needs. The stores will offer world-class quality foods and a high level of service and convenience at a price competitive to other gourmet grocery formats. We expect that fresh food products will represent approximately two-thirds of sales at Gourmet stores, which cater primarily to high- income customers. As of the date of this prospectus supplement, we have three Gourmet stores, all in Manhattan.

Recent Divestitures

In connection with A&P s strategy to devote resources to expanding its Northeast core business, A&P has sold most of its Farmer Jack operations in Michigan and ceased operations in its remaining Farmer Jack stores and sold most of its Sav-A-Center supermarkets in the Greater New Orleans area and ceased operations in the remaining Sav-A-Center stores. Proceeds from the sale of Farmer Jack totaled approximately $65 million, including inventory. Proceeds from the sale of Sav-A-Center are expected to be approximately $64 million, including inventory (with $60 million received to date). At the closing of the second quarter of A&P s 2007 fiscal year, both Farmer Jack and Sav-A-Center were classified as discontinued operations.

On August 14, 2007, Pathmark announced the sale of its leasehold interests in one of its stores to CPS Operating Company LLC. Upon anticipated closing of the proposed transaction, we expect to receive $87 million for the sale of the lease, and the buyer will assume all duties and obligations of the lease. The proposed transaction is currently expected to close in the fourth quarter of our current fiscal year and is subject to customary closing conditions.

In connection with the acquisition of Pathmark, A&P and Pathmark were required to commit to divest six stores to satisfy antitrust requirements. We have entered into purchase agreements in connection with these divestitures and expect these transactions to close following the consummation of this offering.

Certain Third Quarter Results

We expect A&P s comparable store sales for the 12 weeks ended December 1, 2007 to have increased by a range of 2.8% to 3.2% as compared to the prior period ended December 2, 2006. Pathmark s net sales and Adjusted EBITDA for the 13 weeks ended November 1, 2007 were approximately $970.0 million and $28.1 million, respectively, compared to $978.1 million and $30.3 million, respectively, for the 13 weeks ended October 28, 2006. Pathmark s comparable store sales for the same period decreased 0.4%, and were flat for the 13 weeks ended October 28, 2006.

A&P s third quarter estimates included above are unaudited, are subject to completion, and reflect our current best estimates and may be revised as a result of management s further review of our results for the third quarter of 2007. During the course of the preparation of A&P s final consolidated quarterly financial statements and related notes, we may identify items that would require us to make material adjustments to the preliminary financial information presented above. In addition, Pathmark s third quarter estimates included above are unaudited and reflect its current best estimates.

The Transactions

Pathmark Acquisition Agreement. On March 4, 2007, A&P entered into a definitive merger agreement to acquire Pathmark for approximately $1.4 billion in cash, stock and debt assumption or retirement. On December 3, 2007, a newly formed wholly owned subsidiary of A&P was merged with and into Pathmark, with Pathmark continuing as the surviving corporation and a wholly owned subsidiary of A&P. As consideration for the acquisition of Pathmark, each share of Pathmark common stock was converted into the right to receive (i) 0.12963 of a share of A&P common stock (the exchange ratio) and (ii) $9.00 in cash. Shares of A&P common stock received by Pathmark stockholders in the merger are listed on the NYSE under the symbol GAP. Shares of A&P common stock continue to be traded on the NYSE, but shares of Pathmark common stock are no longer publicly listed or traded.

Approximately 83% of the combined company, on a fully diluted basis, is held by former A&P shareholders and approximately 17% is held by former Pathmark shareholders. The Yucaipa Companies, Pathmark s largest shareholder, exchanged its Series A and Series B warrants to purchase Pathmark common stock for warrants to purchase A&P common stock and holds approximately 8.6% of the combined entity on a fully diluted basis. See Certain Relationships and Related Party Transactions. Tengelmann, A&P s former majority shareholder, remains the largest

single shareholder of the combined entity, with approximately 43% beneficial ownership on a fully diluted basis following the closing of the acquisition.

New Credit Facility. In connection with the closing of the acquisition, we entered into a five-year senior secured revolving credit facility (the ABL facility) that provides up to $675 million of revolving loans (with a $100 million uncommitted incremental loan), subject to borrowing base limitations. The ABL facility is guaranteed by our material domestic subsidiaries that are not borrowers thereunder and is secured by substantially all of our assets. The ABL facility contains customary representations, warranties, covenants and other agreements. Please refer to Description of Other Indebtedness ABL Facility for a more complete description of the ABL facility.

Discharge of Pathmark Notes. The Company discharged all of Pathmark s outstanding 8.75% Senior Subordinated Notes due 2012 (the Pathmark Notes) on the closing date of the merger.

Description of Concurrent Transactions

Offering of Common Stock. Concurrently with this offering of notes, we are offering up to 9,000,000 shares of our common stock by means of a separate prospectus supplement and an accompanying prospectus. The shares will be loaned to affiliates of Banc of America Securities LLC and Lehman Brothers Inc., underwriters in this offering, which affiliates we refer to as the share borrowers, pursuant to share lending agreements. These shares are referred to in this prospectus supplement as the borrowed shares.

Convertible Note Hedge and Warrant Transactions. In connection with the offering of the notes, we expect to enter into one or more hedge transactions and warrant transactions, which we refer to together as the convertible note hedge and warrant transactions ; we refer to the counterparties to the convertible note hedge and warrant transactions, which may be affiliates of the underwriters, as the hedge counterparties. We intend to apply a portion of the net proceeds from the sale of the convertible notes to pay the cost of the convertible note hedge transactions in excess of the proceeds from the warrant transactions. In connection with these transactions, the hedge counterparties are expected to enter into various derivative transactions with respect to our common stock and may enter into, or may unwind, various derivative transactions or purchase or sell our common stock in secondary market transactions. These activities may have the effect of increasing, or preventing a decline in, the market price for our common stock; in addition, any hedging transactions by the hedge counterparties during the conversion reference period for the convertible notes may have an adverse impact on the trading price of our common stock. See Risk Factors Risks Relating to this Offering The convertible note hedge and warrant transactions may affect the value of the notes and our common stock.

Corporate and Stockholder Information

The Great Atlantic & Pacific Tea Company, Inc. is a publicly traded Maryland corporation. Our common stock is listed on the NYSE under the symbol GAP. Our headquarters and principal executive offices are located at 2 Paragon Drive, Montvale, New Jersey 07645. Our telephone number is (866) 443-7374, and our website address is www.aptea.com. Information contained in or linked to or from our website is not a part of this prospectus supplement and the accompanying prospectus.

The Offering

The summary below highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all the information that you should consider before investing in the notes. The Description of Notes section of this prospectus supplement contains a more detailed description of the terms and conditions of the notes. Unless otherwise specified, this prospectus supplement assumes no exercise of the underwriters over-allotment options.

Issuer	The Great Atlantic & Pacific Tea Company, Inc.
Notes Offered	$380 million aggregate principal amount of notes, consisting of:
	$150 million aggregate principal amount of % Convertible Senior Notes due 2011 (the 2011 notes) ($165 million aggregate principal amount if the underwriters exercise in full their option to purchase additional 2011 notes to cover any over-allotments), and
	$230 million aggregate principal amount of % Convertible Senior Notes due 2012 (the 2012 notes) ($255 million aggregate principal amount if the underwriters exercise in full their option to purchase additional 2012 notes to cover any over-allotments).
Maturity	June 15, 2011 for the 2011 notes, unless earlier converted or repurchased. December 15, 2012 for the 2012 notes, unless earlier converted, redeemed, or repurchased.
Ranking	The notes will be our general unsecured obligations and will rank equally in right of payment with all of our other existing and future obligations that are unsecured and unsubordinated. Because the notes will be unsecured, they will be effectively subordinated to our secured indebtedness, including borrowings under our ABL facility, which totaled $200 million as of December 3, 2007, and any of our future secured indebtedness to the extent of the assets securing such indebtedness. Because they are not guaranteed, the notes will be structurally subordinated to our subsidiaries indebtedness and other liabilities, including the subsidiary guarantees of our ABL facility.
Indenture	We will issue the notes under the indenture described in this prospectus supplement and separate supplemental indentures thereto each to be dated as of December , 2007, each between us, as issuer, and Wilmington Trust Company, as trustee. In this prospectus supplement, we refer to that indenture, as supplemented by the supplemental indentures, and as may be further supplemented or amended from time to time, as the indenture.
Interest	The 2011 notes will bear interest at an annual rate of %, and the 2012 notes will bear interest at an annual rate of %. Interest on the notes is payable semi-annually in arrears on June 15 and December 15 of each year, beginning June 15, 2008.

Conversion Rights	The notes are convertible, prior to the close of business on the business day immediately preceding the stated maturity, only under the following circumstances:

- during any fiscal quarter commencing after the fiscal quarter ending June 14, 2008 (and only during any such fiscal quarter), if the closing sale price per share of our common stock is greater than 130% of the applicable conversion price for at least 20 trading days in the 30 consecutive trading day period ending on the last trading day of the preceding fiscal quarter;
- if we have called the 2012 notes for redemption, at any time prior to the close of business one business day prior to the redemption date for such notes;
- upon the occurrence of specified corporate transactions described under Description of Notes Conversion Rights Conversion upon Specified Corporate Transactions ;
- during the five trading day period following any five consecutive trading day period in which the trading price of the notes for each day of such period was less than 98% of the product of the closing sale price per share of our common stock and the conversion rate in effect for the notes on each such day; and
- at any time on or after March 15, 2011 for the 2011 notes and September 15, 2012 for the 2012 notes until the close of business on the business day immediately preceding the respective stated maturities.

You may convert the 2011 notes into shares of our common stock at an initial conversion rate of shares per $1,000 principal amount of notes (equal to an initial conversion price of approximately $ per share) subject to adjustments upon the occurrence of certain events. You may convert the 2012 notes into shares of our common stock at an initial conversion rate of shares per $1,000 principal amount of notes (equal to an initial conversion price of approximately $ per share) subject to adjustments upon the occurrence of certain events. See Description of Notes Conversion Rights Conversion Rate Adjustments.

You will not receive any cash payment or additional shares representing accrued and unpaid interest upon conversion of a note, except in limited circumstances. Instead, accrued interest will be deemed paid by the common stock delivered to you upon conversion.

Upon conversion, we will have the right to deliver, in lieu of shares of our common stock, cash or a combination of cash and shares of our common stock to satisfy our conversion obligation, in each case calculated as described under Description of Notes Conversion Rights Payment Upon Conversion.

Additional Shares	If you elect to convert your notes in connection with certain fundamental change transactions described below under Description of Notes Conversion Rights Make-Whole Amount, we will increase the conversion rate by a number of additional shares of common stock as described under Description of Notes Conversion Rights Make-Whole Amount.
Authorized Shares	We do not currently have sufficient authorized shares to satisfy the conversion of all of the notes. Following this offering, we intend to request that our shareholders approve the increase of the authorized number of our shares; however, no assurance can be given that such approval will be granted. If such approval is not granted, we will be required to settle conversions in cash to the extent shares of our common stock are not available. See Risk Factors Risks Relating to this Offering If we are required to convert all of the notes into shares of our common stock, and

	sufficient authorized shares are not available for that purpose, then we would default under the indenture governing the notes and certain other indebtedness of ours.
Redemption	The 2011 notes are not redeemable at our option at any time. We will have the right to redeem the 2012 notes for cash in whole or in part, at any time or from time to time, on or after December 15, 2010, at a price equal to a specified percentage of the principal amount of the notes to be redeemed, plus, in each case, any accrued and unpaid interest as described under Description of Notes Redemption at our Option.
Repurchase upon Fundamental Change	If we undergo certain fundamental change transactions, you will have the right, subject to certain conditions, to require us to repurchase your notes for cash, in whole or in part, at a repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest as described under Description of Notes Repurchase of Notes by Us at

	Option of Holders upon a Fundamental Change (which includes the definition of the term fundamental change).
Use of Proceeds	We estimate that the net proceeds from this offering will be approximately $365 million, after deducting the underwriting discount and offering expenses (assuming no exercise of the underwriters over-allotment options). The net proceeds of this offering, together with cash on hand and an incremental borrowing under our ABL facility, will be used to repay our loan outstanding under our Bridge facility in the principal amount of $370 million and to pay the cost of the convertible note hedge transactions in excess of the proceeds from the warrant transactions and, accordingly, affiliates of the underwriters will receive substantially all of the proceeds of this offering.

Convertible Note Hedge and Warrant Transactions	We intend to enter into privately negotiated convertible note hedge transactions with one or more hedge counterparties, which are designed to reduce our exposure to potential dilution to our common stock upon any conversion of the notes. We also intend to enter into warrant transactions with the hedge counterparties with respect to our common stock pursuant to which we may issue shares of our common stock. In connection with these transactions, we expect to use a portion of the net proceeds from this offering to pay the cost of the convertible note hedge transactions. The cost of the convertible note hedge transactions will

be partially offset by the proceeds that we receive from the sale of warrants to the hedge counterparties pursuant to the warrant transactions. If the underwriters exercise their options to purchase additional notes, we expect to use a portion of the net proceeds from the sale of the additional notes to enter into additional convertible note hedge transactions. In connection with hedging these transactions, the hedge counterparties or their affiliates may enter into various derivative transactions with respect to our common stock at, and possibly after, the pricing of the notes and may purchase our common stock in secondary market transactions following the pricing of the notes.

These activities could have the effect of increasing, or preventing or offsetting a decline in, the price of our common stock concurrently with and possibly following the pricing of the notes. See Risk Factors Risks Relating to this Offering The convertible note hedge and warrant transactions may affect the value of the notes and our common stock, Convertible Note Hedge and Warrant Transactions, and Underwriting.

The convertible note hedge transactions and the warrant transactions are separate transactions, entered into by us with the hedge counterparties, and are not part of the terms of the notes. As a holder of the notes, you will not have any rights with

	respect to the convertible note hedge and warrant transactions.
Concurrent Offering	Concurrently with this offering of notes, we are offering, by means of a separate prospectus supplement and accompanying prospectus, up to 9,000,000 shares of our common stock, which are being borrowed by affiliates of Banc of America Securities LLC and Lehman Brothers Inc., underwriters for this offering, which affiliates we refer to as the share borrowers, pursuant to share lending arrangements. We will not receive any proceeds from the borrowing of common stock by the share borrowers, but we will receive from those affiliates a nominal lending fee of $0.001 per share for the use of those shares. The

share borrowers will receive all of the proceeds from the sale of the borrowed shares. See Description of Share Lending Agreements, Description of Concurrent Offering of

	Common Stock and Underwriting. These share borrowers have agreed to use the borrowed shares to facilitate transactions by which investors in the notes may hedge their investments therein and, if the hedge counterparties are affiliates of the underwriters, in connection with hedging of the convertible note hedge and warrant transactions.
Trustee, Paying Agent and Conversion Agent	Wilmington Trust Company
Book-Entry Form	The notes will be issued in book-entry form only and will be represented by one or more global notes in definitive, fully registered, book-entry form, deposited with, or on behalf of, The Depository Trust Company (DTC) and registered in the name of a nominee of DTC. Beneficial interests in any of the notes will be shown on, and transfers

	will be effected only through, records maintained by DTC or its nominee and any such interest may not be exchanged for certificated notes except in limited circumstances.
Denominations	The notes will be issued in denominations of $1,000 and integral multiples of $1,000 in excess thereof.
Trading	The notes will be new securities for which no market currently exists. While the underwriters have informed us that they intend to make a market in the notes, they are under no obligation to do so and may discontinue such activities at any time without notice. See Underwriting. The notes will not be listed on any securities exchange or included in any automated quotation system. We cannot assure

	you that an active or liquid market will develop or be maintained for the notes.
Trading Symbol for Our Common Stock	Our common stock is listed on the New York Stock Exchange under the symbol GAP.
Governing Law	The indenture and the notes will be governed by the laws of the State of New York.
Risk Factors	You should carefully consider the information set forth under the heading Risk Factors in this prospectus supplement and the accompanying prospectus, as well as the other information included in or incorporated by reference into this prospectus supplement and the accompanying prospectus before deciding whether to invest in the notes.

Summary Unaudited Pro Forma Consolidated Financial Data

The following table sets forth summary unaudited pro forma consolidated financial data for the combined company. The summary unaudited pro forma consolidated statement of operations data and other financial data for the 52 weeks ended September 8, 2007 gives effect to the merger as if it had occurred on September 10, 2006. The unaudited pro forma consolidated balance sheet data as of September 8, 2007 and the store operating data gives effect to the merger as if it had occurred on September 8, 2007. The pro forma adjustments are based upon available information and certain assumptions that we consider reasonable. The pro forma data for the 52 weeks ended September 8, 2007 have been derived by adding the pro forma statement of operations data for the year ended February 24, 2007 and the pro forma statement of operations data for the six months ended September 8, 2007 and subtracting the pro forma data for the six months ended September 9, 2006. The pro forma results of operations are not necessarily indicative of the results of operations that would have been achieved had the merger been consummated on the date indicated or that will be achieved in the future. The unaudited pro forma consolidated financial data below are only a summary and should be read in conjunction with the information under the captions Summary Financial Data for A&P, Summary Financial Data for Pathmark, Unaudited Pro Forma Condensed Combined Financial Information, Selected Historical Financial Data for A&P, Selected Historical Financial Data for Pathmark, Management s Discussion and Analysis of Financial Condition and Results of Operations A&P and A&P s and Pathmark s audited and unaudited consolidated financial statements and the notes thereto incorporated by reference into this prospectus supplement. The 52 weeks ended September 8, 2007 represents the most recent date for which all of the following financial data is available.

		52 Weeks Ended Sept. 8, 2007 (Dollars in millions)
Statement of Operations Data:		
Sales	$	9,486.8
Cost of merchandise sold		(6,604.1)
Store operating, general and administrative expense		(2,936.5)
Loss from operations		(53.8)
Interest expense, net		(144.5)
Gain on sale of shares of Metro		78.4
Loss on sale of Canadian operations		(1.3)
Loss from continuing operations before income taxes		(121.2)
Benefit from income taxes		49.3
Loss from continuing operations after taxes and before nonrecurring charges or credits directly attributable to the transaction	$	(71.9)
Cash Flow Data:		
Capital expenditures	$	240.9
Balance Sheet Data (at end of period):		
Cash and cash equivalents	$	82.6

Working capital		246.8
Total assets		3,640.5
Total debt(1)		1,293.7
Stockholders equity		544.6
Other Financial and Store Operating Data:		
EBITDA(2)(3)	$	255.7
Adjusted EBITDA(3)		265.1
Stores open at the end of the period		478
Ratio of Adjusted EBITDA to interest expense, net		1.8 x
Ratio of total debt to Adjusted EBITDA		4.9

(1) Total debt includes (x) long-term and current portion of long-term debt, plus (y) long-term and current portion of obligations under capital leases, plus (z) long-term real estate liabilities.

(2) Includes approximately $6 million of store-level EBITDA related to the six stores A&P and Pathmark were required to commit to divest to satisfy antitrust concerns. Store-level EBITDA does not include allocation of corporate expenses.

(3) EBITDA on a pro forma basis is defined as income (loss) from continuing operations after taxes and before nonrecurring charges or credits directly attributable to

the transaction before interest, income taxes, depreciation and amortization, gain on sale of shares of Metro and loss on the sale of our Canadian operations. Adjusted EBITDA is EBITDA adjusted for certain items that our management excludes when evaluating the results of the ongoing business, which we believe are not indicative of future operating performance. EBITDA and Adjusted EBITDA are not measures of operating performance under generally accepted accounting principles, or GAAP, and should not be considered in isolation nor construed as an alternative to income from operations, net income (loss) or cash from operating, investing or financing activities, each as determined in accordance with GAAP. See Presentation of Financial Information.

A reconciliation of our reported (loss) from continuing operations after taxes and before nonrecurring charges or credits directly attributable to the transaction to EBITDA and Adjusted EBITDA is as follows:

	52 Weeks Ended Sept. 8, 2007 (Dollars in millions)
(Loss) from continuing operations after taxes and before nonrecurring charges or credits directly attributable to the transaction	$ (71.9)
Adjustments:	
Benefit from income taxes	(49.3)
Interest expense, net	144.5
Depreciation and amortization	309.5
Gain on sale of shares of Metro(a)	(78.4)
Loss on sale of Canadian operations(b)	1.3
EBITDA	$ 255.7
Adjustments:	
Net restructuring costs(c)	$ 11.6
Real estate related activity(d)	(31.0)
Pathmark acquisition(e)	17.7
Withdrawal from a multi-employer pension plan(f)	7.0
Non-cash stock based compensation expense(g)	18.1
Revenue from IT services agreement with Metro (h)	(14.0)
Adjusted EBITDA(i)	$ 265.1

(a) Represents the gain on the March 13, 2007 sale of 6,350,000 shares of Metro, from which A&P received net proceeds of $203.5 million, which were used to partially fund the acquisition, and does not give effect to the sale of A&P s remaining shares of Metro on November 26, 2007.

(b) Represents expenses incurred in connection with the sale of A&P Canada to Metro in 2005.

(c) Represents the cost of one-time labor buyouts for store employees, severance for administrative employees for both A&P and Pathmark, termination costs related to the transition of A&P s warehouse operations to C&S and A&P s costs related to office consolidation.

(d) Represents net gains from the sale of A&P s and Pathmark s owned and leased facilities, partially offset by A&P s occupancy reserves for closed locations and impairment charges.

(e) Represents non-capitalizable expenses incurred by A&P and Pathmark in connection with the acquisition, such as consulting, legal, accounting and advisory fees.

(f) Represents the cost of Pathmark s withdrawal from a multi-employer pension plan during its second fiscal quarter of 2007.

(g) Represents the cost of A&P and Pathmark non-cash stock-based compensation expense in accordance with SFAS 123(R).

(h) Represents revenue related to A&P s IT services agreement with Metro, which expired in July 2007.

(i) Adjusted EBITDA excludes approximately $150 million of expected annualized synergies from the acquisition as follows: (i) approximately $80 million resulting primarily from consolidation of Pathmark headquarters into A&P s facilities in Montvale, the elimination of redundant functions between the two companies and integration of IT platforms, (ii) approximately $40 million primarily related to reductions in costs of goods sold from larger scale purchasing and use of best practices with merchandising and (iii) approximately $30 million resulting from more efficient logistics practices associated with simplifying and streamlining the supply chain with C&S, including the elimination of overlapping trucking routes, the reduction of stock keeping units and other supply chain redundancies; and reduced expenses related to marketing and advertising, including improved rates for consolidated circulars and reductions in store operating expenses. We expect to take steps to achieve such synergies on an annualized basis within two years following the acquisition. See Risk Factors Risks Relating to the Recent Merger with Pathmark The failure to successfully integrate Pathmark s

business and
operations and
realize synergies
in the expected
time frame may
adversely affect
our future results.

Summary Financial Data for A&P

The following table sets forth summary financial data for A&P. The summary financial data presented below for, and as of the end of, the three fiscal years ended February 26, 2005, February 25, 2006 and February 24, 2007 are derived from A&P s audited consolidated financial statements. The following summary financial data for the 28 weeks ended September 9, 2006 and September 8, 2007 and the 52 weeks ended September 8, 2007 are derived from A&P s unaudited quarterly consolidated financial statements and, in the opinion of our management, include all adjustments (consisting of normal recurring items) necessary for the fair presentation of the results for such periods. The results of operations for the 28 week period ended September 8, 2007 may not be indicative of the results of operations to be expected for the full fiscal year. This information should be read in conjunction with Selected Historical Financial Data for A&P and Management s Discussion and Analysis of Financial Condition and Results of Operations A&P, as well as the audited and unaudited consolidated financial statements for A&P and the notes thereto included incorporated by reference into this prospectus supplement.

	Fiscal Year Ended			28 Weeks Ended	
	February 26, 2005	**February 25, 2006**	**February 24, 2007**	**September 9, 2006**	**Septemb 200**
	(Dollars in millions, except store operating data and per share data)				
Statement of Operations Data:					
Sales(1)	$ 8,923.5	$ 7,090.0	$ 5,369.2	$ 2,889.9	$ 2,
Cost of merchandise sold	(6,385.5)	(5,028.1)	(3,702.9)	(1,990.8)	(2,
Gross margin	2,538.0	2,061.9	1,666.3	899.1	
Store operating, general and administrative expense	(2,514.7)	(2,232.8)	(1,693.5)	(913.1)	(
Income (loss) from operations	23.3	(170.9)	(27.2)	(14.0)	
Gain (loss) on sale of Canadian operations		912.1	(1.3)	(0.3)	
Gain on sale of shares of Metro					
Interest expense	(107.4)	(84.4)	(65.9)	(34.8)	

Interest and dividend income	2.2	12.9	9.0	6.3	
Minority interest in earnings of consolidated franchises	0.8	(1.1)			
Equity in earnings of Metro		7.8	40.0	19.8	
(Loss) income from continuing operations before income taxes	(81.1)	676.4	(45.4)	(23.0)	
(Provision for) benefit from income taxes	(0.5)	(158.3)	58.1	14.5	
(Loss) income from continuing operations	(81.6)	518.1	12.7	(8.5)	
Discontinued operations:					
(Loss) income from operations of discontinued businesses, net of tax	(64.8)	(115.0)	7.1	2.1	(
(Loss) gain on disposal of discontinued businesses, net of tax	(41.6)	(10.4)	7.1	(0.2)	
Loss on discontinued operations	(106.4)	(125.4)	14.2	1.9	(
Net (loss) income	$ (188.0)	$ 392.7	$ 26.9	$ (6.6)	$ (

Net (loss) income per share basic:					
Continuing operations	$ (2.12)	$ 12.85	$ 0.31	$ (0.21)	$
Discontinued operations	(2.76)	(3.11)	0.34	0.05	
Net (loss) income per share basic	$ (4.88)	$ 9.74	$ 0.65	$ (0.16)	$
Net (loss) income per share diluted:					
Continuing operations	$ (2.12)	$ 12.72	$ 0.30	$ (0.21)	$
Discontinued operations	(2.76)	(3.08)	0.34	0.05	
Net (loss) income per share diluted	$ (4.88)	$ 9.64	$ 0.64	$ (0.16)	$
Weighted average common shares outstanding:					
Basic	38,558,598	40,301,132	41,430,600	41,362,113	41,85
Diluted	38,558,598	40,725,942	41,902,358	41,362,113	42,28
Cash Flow Data:					
Net cash provided by (used in):					
Operating activities	$ 114.5	$ (76.0)	$ 36.7	$ 16.9	$
Investing activities	(162.5)	459.3	48.8	50.3	
Financing activities	4.2	(411.6)	(228.9)	(213.6)	
Capital expenditures	216.1	191.1	208.2	120.3	

	Fiscal Year Ended			28 Weeks Ended	
	February 26, 2005	February 25, 2006	February 24, 2007	September 9, 2006	September 8, 2007
	(Dollars in millions, except store operating data)				
Balance Sheet Data (at end of period):					
Cash and cash equivalents	$ 257.7	$ 229.6	$ 86.2	$ 83.3	$ 76.2
Working capital	86.5	599.7	190.5	286.4	342.7
Total assets	2,802.0	2,498.9	2,111.6	2,180.2	2,166.7
Total debt(2)	1,025.1	578.8	648.6	660.6	555.6
Stockholders equity	233.8	671.7	430.7	389.4	451.0
Other Financial and Store Operating Data:					
EBITDA(3)	$ 243.8	$ 3.1	$ 121.6	$ 65.4	$ 82.3
Adjusted EBITDA(3)	181.5	115.1	110.9	68.3	72.0
Stores open at the end of the period	647	405	406	403	337
New store openings during period	24	3	10	1	3
Comparable store sales change	1.3 %	0.2 %	0.6 %	0.8 %	1.9 %
Sales Data:					
Sales	$ 8,923.5	$ 7,090.0	$ 5,369.2	$ 2,889.9	$ 2,953.5
Revenue from IT services agreement with Metro		(9.2)	(17.7)	(9.5)	(5.8)
	(3,537.3)	(1,723.9)			

Sales from Canadian operations										
Sales, excluding IT services agreement with Metro and Canadian operations	$	5,386.2	$	5,356.9	$	5,351.5	$	2,880.4	$	2,947.7

(1) Includes revenues from IT services agreement with Metro and Canadian operations.

(2) Total debt includes (x) long-term and current portion of long-term debt, plus (y) long-term and current portion of obligations under capital leases, plus (z) long-term real estate liabilities.

(3) EBITDA is defined as net (loss) income before interest, income taxes, depreciation and amortization, equity in earnings of Metro, discountinued operations, gain on sale of shares of Metro, gain (loss) on sale of Canadian operations and minority interest. Adjusted EBITDA represents EBITDA adjusted for certain items that our management excludes when evaluating the results of the ongoing business, which we believe are not indicative of future operating performance. EBITDA and Adjusted EBITDA are not measures of operating performance under generally accepted accounting principles, or GAAP, and should not be considered in isolation nor construed as an alternative to income from operations, net income (loss) or cash from operating, investing or financing activities, each as determined in accordance with GAAP. See Presentation of Financial Information. A reconciliation of our net (loss) income to EBITDA and Adjusted EBITDA is as follows:

	Fiscal Year Ended			28 Weeks Ended		52 Weeks Ended
	February 26, 2005	February 25, 2006	February 24, 2007	September 9, 2006	September 8, 2007	September 8, 2007
	(Dollars in millions)					
Net (loss) income	$ (188.0)	$ 392.7	$ 26.9	$ (6.6)	$ (156.5)	$ (123.0)
Adjustments:						
Depreciation and amortization	220.5	174.0	148.8	79.4	81.3	150.7
(Loss) gain on disposal of discontinued operations(a)	41.6	10.4	(7.1)	0.2	48.9	41.6
Gain (loss) on sale of Canadian operations(b)		(912.1)	1.3	0.3	0.3	1.3

Equity in earnings of Metro		(7.8)	(40.0)	(19.8)	(7.9)	(28.1)
Gain on sale of shares of Metro(c)					(78.4)	(78.4)
(Loss) income from operations of discontinued businesses	17.2	81.7	(36.1)	(17.9)	157.5	139.3
Depreciation and amortization on discontinued operations	47.6	33.3	29.0	15.8	8.6	21.8
Interest expense, net	105.2	71.5	56.9	28.5	26.0	54.4
Minority interest(d)	(0.8)	1.1				
(Provision for) benefit from income taxes	0.5	158.3	(58.1)	(14.5)	2.5	(41.1)
EBITDA	$ 243.8	$ 3.1	$ 121.6	$ 65.4	$ 82.3	$ 138.5

	Fiscal Year Ended			28 Weeks Ended		52 Weeks Ended
	February 26, 2005	February 25, 2006	February 24, 2007	September 9, 2006	September 8, 2007	September 8, 2007
	(Dollars in millions)					
EBITDA	$ 243.8	$ 3.1	$ 121.6	$ 65.4	$ 82.3	$ 138.5
Adjustments:						
Net restructuring costs(e)	8.4	108.7	10.0	7.2	4.3	7.1
Pathmark acquisition(f)					2.4	2.4
Real estate related activity(g)	(27.2)	(13.5)	(11.2)	(0.6)	(16.5)	(27.1)
Long Lived Asset Impairment		17.7				
Early extinguishment of debt and write-off of deferred financing fees(h)	(0.8)	33.0				
Self-insurance reserve adjustment(i)	19.9					
Workers compensation state assessment charges(j)		9.7				&nbs