

GREAT ATLANTIC & PACIFIC TEA CO INC
Form SC 13G/A
February 14, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

The Great Atlantic & Pacific Tea Company, Inc.

(Name of Issuer)

Common Stock - \$1 par value

(Title of Class of Securities)

390064103

(CUSIP Number)

December 31, 2010

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 390064103

NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1

DBD Cayman, Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

SCHEDULE 13G

CUSIP No. 390064103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TCG Holdings Cayman II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4
Cayman Islands

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** 0

SHARED DISPOSITIVE POWER

WITH **8** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

PN (Cayman Islands Exempt Limited Partnership)

SCHEDULE 13G

CUSIP No. 390064103

NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1

TC Group Cayman Investment Holdings, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

SCHEDULE 13G

CUSIP No. 390064103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group CSP II, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** 0

SHARED DISPOSITIVE POWER

WITH **8** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

OO (Delaware limited liability company)

SCHEDULE 13G

CUSIP No. 390064103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CSP II General Partner, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6 SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8 WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

SCHEDULE 13G

CUSIP No. 390064103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Carlyle Strategic Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** 0

SHARED DISPOSITIVE POWER

WITH **8** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

SCHEDULE 13G

CUSIP No. 390064103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CSP II Coinvestment, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** 0

SHARED DISPOSITIVE POWER

WITH **8** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

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ITEM 1. (a) Name of Issuer:

The Great Atlantic & Pacific Tea Company, Inc. (the Issuer)

(b) Address of Issuer s Principal Executive Offices:

2 Paragon Drive
Montvale, New Jersey 07645

ITEM 2.

(a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

DBD Cayman Limited
TCG Holdings Cayman II, L.P.
TC Group Cayman Investment Holdings, L.P.
TC Group CSP II, L.L.C.
CSP II General Partner, L.P.
Carlyle Strategic Partners II, L.P.
CSP II Coinvestment, L.P.

(b) Address of Principal Business Office:

The address for each of DBD Cayman Limited, TCG Holdings Cayman II, L.P. and TC Group Cayman Investment Holdings, L.P. is:

c/o Walkers Corporate Services Limited,
Walker House,
87 Mary Street,
George Town, Grand Cayman
KY1-9001, Cayman Islands.

The address for each of TC Group CSP II, L.L.C., CSP II General Partner, L.P., Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. is:

c/o The Carlyle Group
1001 Pennsylvania Ave. NW
Suite 220 South
Washington, D.C. 20004-2505.

(c) Citizenship of each Reporting Person is:

DBD Cayman Limited Cayman Islands

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TCG Holdings Cayman II, L.P. Cayman Islands
TC Group Cayman Investment Holdings, L.P. Cayman Islands
TC Group CSP II, L.L.C. Delaware
CSP II General Partner, L.P. Delaware
Carlyle Strategic Partners II, L.P. Delaware
CSP II Coinvestment, L.P. Delaware

(d) Title of Class of Securities:

Common Stock \$1 par value

(e) CUSIP Number:

390064103

ITEM 3.

Not applicable.

ITEM 4. Ownership

Ownership (a-c)

The ownership information presented above represents beneficial ownership of Common Stock \$1 par value of the Issuer (the Shares), as of December 31, 2010. As of December 31, 2010, none of the Reporting Persons beneficially owned any Shares of the Issuer.

ITEM 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

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ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Date: February 11, 2011

DBD Cayman Limited

By: DBD Cayman Holdings Limited, as
its sole shareholder

By: /s/ R. Rainey Hoffman as Attorney-in-Fact
for David M. Rubenstein
Name: David M. Rubenstein
Title: Ordinary Member

TCG Holdings Cayman II, L.P.

By: DBD Cayman Limited, as its general
partner

By: DBD Cayman Holdings Limited, as its
sole shareholder

By: /s/ R. Rainey Hoffman as Attorney-in-Fact
for David M. Rubenstein
Name: David M. Rubenstein
Title: Ordinary Member

TC Group Cayman Investment Holdings, L.P.

By: TCG Holdings Cayman II, L.P., as its
general partner

By: DBD Cayman Limited, as its general
partner

By: DBD Cayman Holdings Limited, as
its sole shareholder

By: /s/ R. Rainey Hoffman as Attorney-in-Fact
for David M. Rubenstein
Name: David M. Rubenstein
Title: Ordinary Member

TC Group CSP II, L.L.C.

By: /s/ R. Rainey Hoffman as Attorney-in-Fact
for David M. Rubenstein
Name: David M. Rubenstein
Title: Managing Director

CSP II General Partner, L.P.

By: TC Group CSP II, L.L.C., as its
general partner

By: /s/ R. Rainey Hoffman as Attorney-in-Fact
for David M. Rubenstein
Name: David M. Rubenstein
Title: Managing Director

Carlyle Strategic Partners II, L.P.

By: CSP II General Partner, L.P., as its
general partner

By: TC Group CSP II, L.L.C., as its
general partner

By: /s/ R. Rainey Hoffman as Attorney-in-Fact
for David M. Rubenstein
Name: David M. Rubenstein
Title: Managing Director

CSP II Coinvestment, L.P.

By: CSP II General Partner, L.P., as its
general partner

By: TC Group CSP II, L.L.C., as its
general partner

By: /s/ R. Rainey Hoffman as Attorney-in-Fact
for David M. Rubenstein
Name: David M. Rubenstein
Title: Managing Director

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LIST OF EXHIBITS

| Exhibit No. | Description |
|--------------------|------------------------|
| 99.1 | Joint Filing Agreement |
| 99.2 | Power of Attorney |