

RITE AID CORP  
Form 8-K  
October 25, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported):

**October 25, 2013 (October 22, 2013)**

**Rite Aid Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-5742**  
(Commission File Number)

**23-1614034**  
(IRS Employer  
Identification Number)

**30 Hunter Lane, Camp Hill, Pennsylvania 17011**

(Address of principal executive offices, including zip code)

**(717) 761-2633**

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(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On October 22, 2013, John T. Standley, Chairman and Chief Executive Officer of Rite Aid Corporation (the Company), entered into a pre-arranged stock trading plan (the Standley 10b5-1 Plan) to exercise his options to purchase a limited number of shares of the Company's common stock, par value \$1.00 per share (Common Stock), and to sell the shares acquired on exercise for personal financial management purposes.

On October 22, 2013, Kenneth Martindale, President and Chief Operating Officer of the Company, entered into a pre-arranged stock trading plan (the Martindale 10b5-1 Plan, and together with the Standley 10b5-1 Plan, the Plans) to exercise his options to purchase a limited number of shares of Common Stock and to sell the shares acquired on exercise for personal financial management purposes.

The Standley 10b5-1 Plan allows for the exercise of options to purchase a maximum of 1.8 million shares of Common Stock if the Common Stock reaches specified market prices during the period December 23, 2013 and continuing until the options to purchase all 1.8 million shares have been exercised and the acquired shares sold, or September 19, 2014, whichever occurs first. The shares acquired upon exercise will be sold contemporaneously with the exercise.

The Martindale 10b5-1 Plan allows for the exercise of options to purchase a maximum of 1.0 million shares of Common Stock if the Common Stock reaches specified market prices during the period commencing December 23, 2013 and continuing until the options to purchase all 1.0 million shares have been exercised and the acquired shares sold, or September 19, 2014, whichever occurs first. The shares acquired upon exercise will be sold contemporaneously with the exercise.

The Plans were designed to comply with the guidelines specified in Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended, which permit persons to enter into a pre-arranged plan for buying or selling Company stock at a time when such person is not in possession of material, nonpublic information about the Company. Messrs. Standley and Martindale will continue to be subject to the Company's stock ownership guidelines, and the sales contemplated by the Plans will not reduce Mr. Standley's or Mr. Martindale's ownership of Common Stock below the levels required by the guidelines.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 25, 2013

By: /s/ Marc A. Strassler

Name:

Title:

Marc A. Strassler

Executive Vice President,

General Counsel and Secretary