

RITE AID CORP
Form 4
June 24, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN EQUITY INVESTORS III LP

(Last) (First) (Middle)

11111 SANTA MONICA BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RITE AID CORP [RAD]

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Common Stock	06/20/2013	(1)	A		31,250 (2)	A	\$ 0 (3)	31,250	I	See footnote (4) (5)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
7% Series G Cumulative Convertible Pay-In-Kind Preferred	\$ 5.5					(6) (1)	Common Stock	145
6% Series H Cumulative Convertible Pay-In-Kind Preferred	\$ 5.5					(6) (1)	Common Stock	33,605,254

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN EQUITY INVESTORS III LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
GEI CAPITAL III LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
LEONARD GREEN PARTNERS LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
GRAND AVENUE ASSOCIATES LP 11111 SANTA MONICA BOULEVARD SUITE 2000	X	X		

LOS ANGELES, CA 90025

GRAND AVENUE CAPITAL CORP
 11111 SANTA MONICA BOULEVARD
 SUITE 2000
 LOS ANGELES, CA 90025

X X

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

X X

Signatures

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

06/24/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not applicable.
- (2) Acquired pursuant to a grant of Restricted Stock Units ("RSUs") to John M. Baumer which vest over three years: 80% vest on June 20, 2014, 10% vest on June 20, 2015, and 10% vest on June 20, 2016.
- (3) Granted as compensation for services.
 GEI Capital III, LLC ("GEIC") is the general partner of Green Equity Investors III, L.P. ("GEI III") and Green Equity Investors Side III, L.P. ("GEI Side III"). Grand Avenue Associates, L.P. ("Grand Avenue") is a limited partner of GEI III. Grand Avenue Capital Corporation ("GACC") is the general partner of Grand Avenue. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI III and GEI Side III and an affiliate of GEIC, Grand Avenue and GACC. LGP Management, Inc. ("LGPM") is the general partner of LGP. Mr. Baumer is a director of the Issuer and a managing partner of LGP.
- (4) Mr. Baumer is the direct owner of the shares reported on this row. GEIC, GEI III, GEI Side III, Grand Avenue, GACC, LGP, and LGPM directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be an indirect beneficial owner of the shares owned by Mr. Baumer.
- (5) Each of GEIC, GEI III, GEI Side III, Grand Avenue, GACC, LGP, and LGPM disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (6) Immediately.
 The Series G Preferred Stock had a Liquidation Preference value of \$100.00 per share when acquired, and an initial conversion ratio of 18.18:1, which represented a Common Stock share price of \$5.50. The conversion ratio is subject to adjustment for accrued but unpaid dividends at the time of conversion.
- (7) The Series H Preferred Stock had a Liquidation Preference value of \$100.00 per share when acquired, and an initial conversion ratio of 18.18:1, which represented a Common Stock share price of \$5.50. The conversion ratio is subject to adjustment for accrued but unpaid dividends at the time of conversion.
- (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.