

RITE AID CORP
Form SC 13D/A
April 19, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Rite Aid Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

767754104

(CUSIP Number)

Brigitte Dufour

The Jean Coutu Group (PJC) Inc.

530 rue Beriault

Longueuil QC, Canada, J4G 1S8

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(450) 646-9611

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 17, 2012

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box " .

(Continued on following pages)

CUSIP NO. 767754104

13D/A

1 NAME OF REPORTING PERSONS

The Jean Coutu Group (PJC) Inc.

I.R.S. Identification Nos. of above persons (entities only)

98-0397546

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Quebec, Canada

NUMBER OF SHARES 7 SOLE VOTING POWER

BENEFICIALLY

OWNED BY 223,201,162

EACH REPORTING 8 SHARED VOTING POWER

PERSON WITH

0

9 SOLE DISPOSITIVE POWER

223,201,162

10 SHARED DISPOSITIVE POWER

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0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,201,162

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.8%¹

14 TYPE OF REPORTING PERSON

CO

¹ Based on 898,454,487 shares of Issuer's common stock outstanding as of December 14, 2011, as reported in Issuer's Form 10-Q for the quarterly period ended November 26, 2011.

CUSIP No. 767754104

13D/A

1 NAME OF REPORTING PERSONS

Jean Coutu

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7 SOLE VOTING POWER

223,201,162

8 SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY

OWNED BY 0

9 SOLE DISPOSITIVE POWER

EACH REPORTING

PERSON WITH

223,201,162

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 223,201,162
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 24.8%² (See Item 5)
TYPE OF REPORTING PERSON

IN

² Based on 898,454,487 shares of Issuer's common stock outstanding as of December 14, 2011, as reported in Issuer's Form 10-Q for the quarterly period ended November 26, 2011.

CUSIP No. 767754104

13D/A

1 NAME OF REPORTING PERSONS

2 3958230 Canada Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 NA
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7 SOLE VOTING POWER

NUMBER OF SHARES 223,201,162
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
9 SOLE DISPOSITIVE POWER

EACH REPORTING

PERSON WITH 223,201,162
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 223,201,162
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 24.8%³ (See Item 5)
TYPE OF REPORTING PERSON

CO

³ Based on 898,454,487 shares of Issuer's common stock outstanding as of December 14, 2011, as reported in Issuer's Form 10-Q for the quarterly period ended November 26, 2011.

This Amendment No. 2 amends the Statement on Schedule 13D, (as further amended by the Amendment No. 1 dated July 5, 2011, the Schedule 13D), filed with the Securities and Exchange Commission on June 11, 2007 by The Jean Coutu Group (PJC) Inc., a Quebec corporation (PJC), 3958230 Canada Inc., a Canadian corporation (Numbered Company), and Jean Coutu, a Canadian citizen (Mr. Coutu). This Amendment No. 2 relates to shares of Common Stock, no par value per share (the Common Stock), of Rite Aid Corporation (the Issuer) held by PJC. The principal executive offices of the Issuer are located at 30 Hunter Lane, Camp Hill, Pennsylvania 17011. The Issuer 's telephone number is (717) 761-2633. Except as expressly modified hereby, all provisions of the Schedule shall continue in full force and effect.

The following amendments to the Schedule 13D are hereby made by this Amendment No. 2. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction.

The shares of Common Stock are held by PJC for investment purposes. Subject to applicable securities laws and regulations, the reporting persons may dispose or acquire securities of the Issuer, including the Common Stock, depending upon the position of the market, the Issuer, and other factors. On April 17, 2012, PJC filed a Form 144 disclosing its intent to sell up to 56,000,000 shares of Common Stock of the Issuer in open market transactions. Except as aforesaid, the Reporting Persons have no plans or proposals which relate to or which would result in any of the actions specified in clauses (a) through (j) of Item 4 of the Schedule 13D.

Item 5 is hereby amended to read in its entirety as follows:

Item 5. Interest in Securities of the Issuer

The response to Item 6 is incorporated herein by this reference.

PJC is the beneficial owner of, and has the sole power to vote and dispose of, 223,201,162 shares of the Common Stock, representing 24.8% of the Common Stock issued and outstanding.

As a result of its relationship with PJC, Numbered Company may be deemed to be the beneficial owner of, and have the power to vote and dispose of, 223,201,162 shares of the Common Stock, representing 24.8% of the Common Stock issued and outstanding, owned by PJC; however, Numbered Company disclaims beneficial ownership of such shares in excess of its pecuniary interest.

As a result of his relationship with PJC and Numbered Company, Mr. Coutu may be deemed to be the beneficial owner of, and have the power to vote and dispose of, 223,201,162 shares of the Common Stock, representing 24.8% of the Common Stock issued and outstanding, owned by PJC; however, Mr. Coutu disclaims beneficial ownership of such shares in excess of his pecuniary interest.

Set forth below are the sales of Common Stock by PJC since the filing of Amendment No. 1 to the Schedule 13D:

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Date	Number of Shares	Average Price per Share
April 17, 2012	5,400,000	\$1.56
April 18, 2012	3,020,000	\$1.51
April 19, 2012	2,780,000	\$1.53

The Reporting Persons undertake upon request by the staff to provide full information regarding the number of shares sold at each separate price.

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: April 19, 2012

THE JEAN COUTU GROUP (PJC) INC.

By: */s/ Jean Coutu*
Name: Jean Coutu
Title: Chairman of the Board, President and Chief
Executive Officer

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: April 19, 2012

3958230 CANADA INC

By: */s/ Jean Coutu*

Name: Jean Coutu

Title: Chairman of the Board, President and Chief
Executive Officer

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: April 19, 2012

Jean Coutu

/s/ Jean Coutu