

GREAT ATLANTIC & PACIFIC TEA CO INC

Form 8-K

May 12, 2009

**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**

**May 12, 2009**

**Date of Report (Date of earliest event reported)**

**THE GREAT ATLANTIC & PACIFIC**

**TEA COMPANY, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1-4141**  
**(Commission file number)**

**13-1890974**  
**(I.R.S. Employer**  
**Identification No.)**

**Two Paragon Drive**  
**Montvale, New Jersey 07645**  
**(Address of principal executive offices)**

**(201) 573 9700**  
**(Registrant's telephone number, including area code)**

**Not Applicable**  
**(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:

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))

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## **Item 2.02**

### **Results of Operations & Financial Conditions**

On May 12, 2009, The Great Atlantic & Pacific Tea Company, Inc. (A&P, NYSE Symbol: GAP) announced fiscal 2008 fourth quarter and full year results for the 13 and 53 weeks ended February 28, 2009. A copy of the press release is attached as Exhibit 99.1 to this Current Report.

In accordance with General Instruction B.2 of Form 8-K, the information furnished in this Item 2.02 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Effective March 28, 2003, the Securities and Exchange Commission ( SEC ) adopted new rules related to disclosure of certain financial measures not calculated in accordance with Generally Accepted Accounting Principles ( GAAP ). Such new rules require all public companies to provide certain disclosures in press release and SEC filings related to non-GAAP financial measures. We use the non-GAAP measures Adjusted income (loss) from operations , EBITDA and adjusted ongoing operating EBITDA to evaluate the Company 's liquidity and it is among the primary measures used by management for planning and forecasting of future periods. Adjusted income (loss) from operations is defined as income (loss) from operations adjusted for items the Company considers non-operating in nature that management excludes when evaluating the results of the ongoing business. EBITDA is defined as earnings before interest expense, interest and dividend income, taxes, depreciation, amortization, the (loss) gain on the sale of A&P Canada, the gain on the disposition of Metro, Inc., nonoperating income, equity in earnings of Metro, Inc., and discontinued operations. Adjusted ongoing, operating EBITDA is defined as EBITDA adjusted for items the Company considers non-operating in nature that management excludes when evaluating the results of the ongoing business. The Company believes the presentation of these measures is relevant and useful for investors because it allows investors to view results in a manner similar to the method used by the Company 's management and makes it easier to compare the Company 's results with other companies that have different financing and capital structures or tax rates. In addition, these measures are also among the primary measures used externally by the Company 's investors, analysts and peers in its industry for purposes of valuation and comparing the results of the Company to other companies in its industry. Adjusted ongoing, operating EBITDA is reconciled to Net Cash used in Operating Activities on Schedule 4 of this release.

## **Item 9.01**

### **Financial Statements and Exhibits**

(c). Exhibits.

Exhibit 99.1

Press Release of The Great Atlantic & Pacific Tea Company, Inc., dated May 12, 2009.

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**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.

**THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.**

By:

Name:

Title:

Brenda Galgano

Senior Vice President

And Chief Financial Officer

Dated: May 12, 2009

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**EXHIBIT INDEX**

**Exhibit No.**

**Description**

**99.1**

**Press Release dated May 12, 2009.**