

GREAT ATLANTIC & PACIFIC TEA CO INC
Form SC 13G/A
February 12, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*
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, 2009
(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).

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1 NAMES OF REPORTING PERSONS

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

DBD Cayman, Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 2,852,548

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER

2,852,548

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,852,548

10

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

Not Applicable

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

12

TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

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1 NAMES OF REPORTING PERSONS

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

TCG Holdings Cayman II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 2,852,548

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER

WITH 2,852,548

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,852,548

10

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

Not Applicable

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

12

TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

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NAMES OF REPORTING PERSONS

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

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

SHARES BENEFICIALLY **6**

OWNED BY 2,852,548

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON 0

SHARED DISPOSITIVE POWER

8

2,852,548

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,852,548

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

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

12 TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

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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 **6**

OWNED BY 2,852,548

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON 0

SHARED DISPOSITIVE POWER

WITH **8**

2,852,548

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,852,548

10

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

Not Applicable

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

12

TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

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1 NAMES OF REPORTING PERSONS

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

CSP II General Partner, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

2,852,548

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

2,852,548

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,852,548

10

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

Not Applicable

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

12

TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

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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 **6**

OWNED BY 2,756,726

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON 0

SHARED DISPOSITIVE POWER

WITH **8**

2,756,726

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,756,726

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

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.9%

12 TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

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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** 95,822

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** 0

SHARED DISPOSITIVE POWER

WITH **8** 95,822

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

95,822

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

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

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
TCG Holdings Cayman II, L.P. Cayman Islands

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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), on the date of filing of this Schedule 13G.

Ownership as of December 31, 2009, was as follows:

Reporting Person	Amount beneficially owned	Percent of class:	Sole	Shared	Sole	Shared
			power to vote or direct the vote:	power to vote or to direct the vote:	power to dispose or to direct the disposition	power to dispose or to direct the disposition
DBD Cayman Limited	2,852,548	5.1%	0	2,852,548	0	2,852,548
TCG Holdings Cayman II, L.P.	2,852,548	5.1%	0	2,852,548	0	2,852,548
TC Group Cayman Investment Holdings, L.P.	2,852,548	5.1%	0	2,852,548	0	2,852,548
TC Group CSP II, L.L.C.	2,852,548	5.1%	0	2,852,548	0	2,852,548
CSP II General Partner, L.P.	2,852,548	5.1%	0	2,852,548	0	2,852,548
Carlyle Strategic Partners II, L.P.	2,756,726	4.9%	0	2,756,726	0	2,756,726
CSP II Coinvestment, L.P.	95,822	0.2%	0	95,822	0	95,822

Carlyle Strategic Partners II, L.P. (CSP II) and CSP II Coinvestment, L.P. (Coinvestment) are the record owners of 2,756,726 Shares and 95,822 Shares, respectively. CSP II General Partner, L.P. is the general partner of both CSP II

and Coinvestment. The sole general partner of CSP II General Partner, L.P. is TC Group CSP II, L.L.C., a limited liability company that is wholly owned by TC Group Cayman Investment Holdings, L.P. The sole general partner of TC Group Cayman Investment Holdings, L.P. is TCG Holdings Cayman II,

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L.P. The sole general partner of TCG Holdings Cayman II, L.P. is DBD Cayman Limited. Accordingly, each of CSP II General Partner, L.P., TC Group CSP II, L.L.C., TC Group Cayman Investment Holdings, L.P., TCG Holdings Cayman II, L.P., and DBD Cayman Limited may be deemed to be beneficial owners of the Shares held by CSP II and Coinvestment.

DBD Cayman Limited has investment discretion and dispositive power over the Shares. DBD Cayman Limited is controlled by its Class A members, William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein, and all action relating to the investment and disposition of the Shares held by CSP II and Coinvestment requires their approval, based on a majority vote. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein each disclaim beneficial ownership of the Shares held by CSP II and Coinvestment.

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

Not applicable.

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.

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 12, 2010

DBD Cayman Limited

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Director

TCG Holdings Cayman II, L.P.

By: DBD Cayman Limited, as its
general partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Director

**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: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Director

TC Group CSP II, L.L.C.

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

CSP II General Partner, L.P.

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

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
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/ Daniel A. D Aniello
Name: Daniel A. D Aniello
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/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

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LIST OF EXHIBITS

Exhibit No.	Description
A	Joint Filing Agreement

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Exhibit A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the Common Stock \$1 par value beneficially owned by each of them of The Great Atlantic & Pacific Tea Company, Inc., a Maryland Corporation. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

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IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 12th day of February, 2010.

DBD Cayman Limited

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Director

TCG Holdings Cayman II, L.P.

By: DBD Cayman Limited, as
its general partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Director

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: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Director

TC Group CSP II, L.L.C.

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director

CSP II General Partner, L.P.

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

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
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/ Daniel A. D Aniello
Name: Daniel A. D Aniello
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/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Managing Director