

WILD OATS MARKETS INC
Form SC 13G/A
February 14, 2001

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 4)*

Wild Oats Markets, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

96808B107

(CUSIP Number)

January 1, 2001

(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

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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).

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 CONTROL NUMBER.

SEC 1745 (3-98)

Page 1 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

J.P. Morgan Partners (SBIC), LLC (formerly known as Chase Venture Capital Associates, LLC)
13-337-6808

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 2,351,827

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY Not applicable

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 2,351,827

PERSON 8. SHARED DISPOSITIVE POWER

WITH Not applicable

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,351,827

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.2%

12. TYPE OF REPORTING PERSON (See Instructions)

CO

SEC 1745 (3-98)

Page 2 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

PRELIMINARY NOTE: The information contained herein has been amended to reflect a change to the name and controlling persons of the Reporting Person.

ITEM 1.

(a) NAME OF ISSUER:

Wild Oats Markets, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3375 Mitchell Lane
Boulder, Colorado 80302

ITEM 2.

(a) NAME OF PERSON FILING:

J.P. Morgan Partners (SBIC), LLC

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1221 Avenue of the Americas
New York, New York 10020

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(c) CITIZENSHIP:

Delaware.

(d) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock

(e) CUSIP NUMBER:

96808B107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS. 240. 13d-1(b) OR 240. 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED:

2,351,827

(b) PERCENT OF CLASS:

10.2% (as of December 31, 2000)

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

SEC 1745 (3-98)

Page 3 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

- (i) 2,351,827
- (ii) Not applicable.
- (iii) 2,351,827
- (iv) Not applicable.

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

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Not applicable.

ITEM 10. CERTIFICATION

Not applicable

SEC 1745 (3-98)

Page 4 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

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 14, 2001

J.P. MORGAN PARTNERS (SBIC), LLC

By: /s/ JEFFREY C. WALKER

Name: Jeffrey C. Walker
Title: President

SEC 1745 (3-98)

Page 5 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

EXHIBIT 2(a)

ITEM 2. IDENTITY AND BACKGROUND.

This statement is being filed by J.P. Morgan Partners (SBIC), LLC (formerly known as Chase Venture Capital Associates, LLC), a Delaware limited liability company (hereinafter referred to as "JPMP (SBIC)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, occupations and employments of each executive officer and director of JPMP (SBIC).

JPMP (SBIC) is a wholly owned subsidiary of J.P. Morgan Partners (BHCA), L.P. (formerly known as Chase Equity Associates, L.P.), a Delaware limited partnership (hereinafter referred to as "JPMP (BHCA)"), whose principal business office is located at the same address as JPMP (SBIC). JPMP (BHCA) is also engaged in the venture capital and leveraged buyout business. The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P. (formerly known as

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Chase Capital Partners, a New York general partnership), a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as JPMP (SBIC), and is also directly or indirectly (through affiliates) engaged in the venture capital and leveraged buyout business. The general partner of JPMP Master Fund is JPMP Capital Corp. (formerly known as Chase Capital Corporation), a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (SBIC), and is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp.

JPMP Capital Corp. is a wholly owned subsidiary of J.P. Morgan Chase & Co. (formerly known as The Chase Manhattan Corporation), a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

SEC 1745 (3-98)

Page 6 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

SCHEDULE A

J.P. MORGAN PARTNERS (SBIC), LLC

EXECUTIVE OFFICERS(1)

President	Jeffrey C. Walker*
Executive Vice President	Mitchell J. Blutt, M.D.*
Executive Vice President	Arnold L. Chavkin*
Executive Vice President	John M.B. O'Connor*
Managing Director	John R. Baron*
Managing Director	Christopher C. Behrens*
Managing Director	David S. Britts*
Managing Director	Rodney A. Ferguson*
Managing Director	David Gilbert*
Managing Director	Evan Graf*
Managing Director	Eric A. Green*
Managing Director	Michael R. Hannon*
Managing Director	Donald J. Hofmann, Jr.*
Managing Director	W. Brett Ingersoll*
Managing Director	Alfredo Irigoin*
Managing Director	Andrew Kahn*
Managing Director	Jonathan R. Lynch*
Managing Director	Jonathan Meggs*
Managing Director	Thomas G. Mendell*
Managing Director	Stephen P. Murray*
Managing Director	Joao Neiva de Figueiredo, Ph.D.*
Managing Director	Timothy Purcell*
Managing Director	Thomas Quinn*
Managing Director	Peter Reilly*

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Managing Director	Robert R. Ruggiero, Jr.*
Managing Director	Susan L. Segal*
Managing Director	Kelly Shackelford*
Managing Director	Shahan D. Soghikian*
Managing Director	Georg Stratenwerth*
Managing Director	Lindsay Stuart*
Managing Director	Patrick J. Sullivan*
Managing Director	Charles R. Walker*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr.*
Managing Director	Damion E. Wicker, M.D.*
Managing Director	Eric R. Wilkinson*
Senior Vice President	Marcia Bateson*
Vice President and Treasurer	Elisa R. Stein*
Secretary	Anthony J. Horan**
Assistant Secretary	Robert C. Carroll**
Assistant Secretary	Denise G. Connors**

(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoin, Meggs, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

* Principal occupation is employee and/or partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SEC 1745 (3-98)

Page 7 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

DIRECTORS (1)

Jeffrey C. Walker*

(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoin, Meggs, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

* Principal occupation is employee and/or partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

SEC 1745 (3-98)

Page 8 of 12 pages

SCHEDULE 13G

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ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

SCHEDULE B

JPMP CAPITAL CORP.

EXECUTIVE OFFICERS(1)

Chief Executive Officer	William B. Harris**
President	Jeffrey C. Walker*
Executive Vice President	Mitchell J. Blutt, M.D.*
Executive Vice President	Arnold L. Chavkin*
Executive Vice President	John M.B. O'Connor*
Managing Director	John R. Baron*
Managing Director	Christopher C. Behrens*
Managing Director	David S. Britts*
Managing Director	Rodney A. Ferguson*
Managing Director	David Gilbert*
Managing Director	Evan Graf*
Managing Director	Eric A. Green*
Managing Director	Michael R. Hannon*
Managing Director	Donald J. Hofmann, Jr.*
Managing Director	Alfredo Irigoin*
Managing Director	W. Brett Ingersoll*
Managing Director	Andrew Kahn*
Managing Director	Jonathan R. Lynch*
Managing Director	Jonathan Meggs*
Managing Director	Thomas G. Mendell*
Managing Director	Stephen P. Murray*
Managing Director	Joao Neiva de Figueiredo, Ph.D.*
Managing Director	Timothy Purcell*
Managing Director	Thomas Quinn*
Managing Director	Peter Reilly*
Managing Director	Robert R. Ruggiero, Jr.*
Managing Director	Susan L. Segal*
Managing Director	Shahan D. Soghikian*
Managing Director	Georg Stratenwerth*
Managing Director	Lindsay Stuart*
Managing Director	Patrick J. Sullivan*
Managing Director	Kelly Shackelford*
Managing Director	Charles R. Walker*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr.*
Managing Director	Damion E. Wicker, M.D.*
Managing Director	Eric R. Wilkinson*
Senior Vice President	Marcia Bateson*
Vice President and Treasurer	Elisa R. Stein*
Secretary	Anthony J. Horan**
Assistant Secretary	Robert C. Carroll**

(1) Each of whom is a United States citizen except for Messrs. Britts, Meggs, Irigoin, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

* Principal occupation is employee and/or member of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

** Principal occupation is employee or officer of J.P. Morgan Chase & Co.

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Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SEC 1745 (3-98)

Page 9 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

Assistant Secretary

Denise G. Connors**

DIRECTORS (1)

William B. Harrison**

Jeffrey C. Walker*

- (1) Each of whom is a United States citizen except for Messrs. Britts, Meggs, Irigoin, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.
- * Principal occupation is employee and/or member of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.
- ** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SEC 1745 (3-98)

Page 10 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

SCHEDULE C

J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS (1)

Chairman of the Board	Douglas A. Warner, III*
President and Chief Executive Officer	William B. Harrison Jr.*
Vice Chairman	Geoffrey T. Boisi*
Vice Chairman	David A. Coulter*
Managing Director	Ramon de Oliveira*
Vice Chairman	Walter A. Gubert*
Director of Human Resources	John J. Farrell*
Managing Director	Thomas B. Ketchum*
Director of Corporate Marketing and Communications	Frederick W. Hill*
Vice Chairman	Donald H. Layton*
Vice Chairman	James B. Lee Jr. *
General Counsel	William H. McDavid*
Vice Chairman	Marc J. Shapiro*
Managing Partner	Jeffrey C. Walker**

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DIRECTORS (1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Hans W. Becherer	Chairman of the Board Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265
Riley P. Bechtel	Chairman and Chief Executive Officer Bechtel Group, Inc. P.O. Box 193965 San Francisco, CA 94119-3965
Frank A. Bennack, Jr.	President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019

(1) Each of whom is a United States citizen.

- * Principal occupation is executive officer and/or employee of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.
- ** Principal occupation is managing partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas New York, New York 10020.

SEC 1745 (3-98)

Page 11 of 12 pages

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Lawrence A. Bossidy	Chairman of the Board Honeywell International P.O. Box 3000 Morristown, NJ 07962-2245
M. Anthony Burns	Chairman of the Board and Chief Executive Officer Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166
H. Laurence Fuller	Co-Chairman BP Amoco p.l.c.

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1111 Warrenville Road, Suite 25
Chicago, Illinois 60563

Ellen V. Furter

President
American Museum of Natural History
Central Park West at 79th Street
New York, NY 10024

William H. Gray, III

President and Chief Executive Officer
The College Fund/UNCF
9860 Willow Oaks Corporate Drive
P.O. Box 10444
Fairfax, Virginia 22031

William B. Harrison, Jr.

President and Chief Executive Officer
The Chase Manhattan Corporation
270 Park Avenue, 8th Floor
New York, New York 10017-2070

Helene L. Kaplan

Of Counsel
Skadden, Arps, Slate, Meagher & Flom LLP
919 Third Avenue - Room 29-72
New York, New York 10022

Lee R. Raymond

Chairman of the Board and Chief Executive Officer
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

John R. Stafford

Chairman, President and Chief Executive Officer
American Home Products Corporation
5 Giralda Farms
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Lloyd D. Ward

Former Chairman of Board and Chief Executive Officer
of Maytag
13338 Lakeshore Drive
Clive, Iowa 50325

Douglas A. Warner III

Chairman of the Board
J.P. Morgan Chase & Co.
270 Park Avenue
New York, New York 10017

Marina v.N. Whitman

Professor of Business Administration
and Public Policy
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