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WILD OATS MARKETS INC  
Form SC 13G/A  
February 14, 2003

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OMB APPROVAL  
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OMB Number: 3235-0145  
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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. 6) \*

Wild Oats Markets, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

96808B107

-----  
(CUSIP Number)

December 6, 2002

-----  
(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)

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\* 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).

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)

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

- 1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

J.P. Morgan Partners (SBIC), 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 Shares Beneficially Owned by Each Reporting Person With: 5. Sole Voting Power 1,751,827 .....

6. Shared Voting Power Not applicable .....

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7. Sole Dispositive Power 1,751,827  
.....

8. Shared Dispositive Power Not applicable.  
.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,751,827

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 5.9%

12. Type of Reporting Person (See Instructions)

CO  
.....  
.....  
.....  
.....  
.....  
.....  
.....

SEC 1745 (3-98)

SCHEDULE 13G

ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

PRELIMINARY NOTE:

The information contained herein has been amended to reflect a sale by the Reporting Person of 600,000 Shares of the Issuer's Common Stock as well as to reflect a change to 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

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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
- (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.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:  
1,751,827
- (b) PERCENT OF CLASS:  
5.9% (as of December 31, 2002)

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ISSUER: Wild Oats Markets, Inc.

CUSIP NO.: 96808B107

- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
- (i) 1,751,827
  - (ii) Not applicable.
  - (iii) 1,751,827
  - (iv) Not applicable.

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- 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  
Not applicable

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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 13, 2003

J.P. MORGAN PARTNERS (SBIC), LLC

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

SEC 1745 (3-98)